

1 CCAC By-Laws (~~10-20-2013~~ Insert Date when approved)

2 **ARTICLE I – ORGANIZATION**

3 1. NAME:

4 The name of the Corporation is Cape Cod Art Association, Inc. DBA Cape Cod
5 Art Center (hereinafter Art Center).

6 2. CHARTER:

7 The Art Center functions in accordance with the provisions of Chapter 180 of the
8 General Laws of the Commonwealth of Massachusetts and, with tax exempt status
9 under Internal Revenue Code section 501(c) (3).

10 The Art Center’s purpose is: “To promote the appreciation, education, exhibition,
11 sale and distribution of the visual arts on Cape Cod and to further an understanding
12 relationship between workers in these arts and the public...”

13 3. LOCATION:

14 The Cape Cod Art Center’s studios, galleries and place of business are located on
15 Route 6A, Village of Barnstable, County of Barnstable, Commonwealth of
16 Massachusetts. Its address is: PO Box 85, 3480 Route 6A, Barnstable, MA 02630.

17 4. CORPORATE SEAL: ~~(question; Is this section necessary? Do we have a seal?)~~

18 The Corporation shall have a seal as follows: It shall be circular in form, bear the
19 name of the Corporation, the date of the incorporation and the word

20 “Massachusetts”.

21 5. FISCAL YEAR:

22 The fiscal year will be the calendar year, January 1st to December 31st. An annual
23 financial independent review will be made at the close of each year.

24 **ARTICLE II – MEMBERSHIP**

25 1. ASSOCIATE MEMBERS:

26 Any person may become an Associate Member by completion of the membership
27 application and payment of the appropriate annual fee. Associate Members are
28 entitled to participate in all activities of the Art Center with the exception of
29 exhibiting in Members’ shows.

30 2. JURIED ARTIST MEMBERS:

31 Any Associate Member may apply for Juried Artist Membership by submitting a
32 portfolio of recent work in accordance with the Art Center’s procedure.

33 Acceptance is based upon the approval of a portfolio review panel.

34 **3. Master Artist Members:** Any artist may submit a portfolio for review, who has
35 been a paid Juried Member of Cape Cod Art Center for five years, and was juried
36 into at least three nationally advertised exhibits at Cape Cod Art Center, and three
37 other national exhibits, and won a minimum of two national awards.

38 4. OTHER MEMBERSHIPS:

39 The Board of Directors may, from time to time, establish other categories of

40 honorary memberships for the purpose of recognizing significant long-term
41 service, major contributions or generous donations made by specific individuals.

42 4. DUES:

43 The Board of Directors will annually review dues for each calendar year and for all
44 categories of membership.

45 **ARTICLE III – OFFICERS AND DIRECTORS**

46 1. OFFICERS:

47 The Officers of the Art Center must all be Directors and shall consist of: a

48 President, a Vice President, and a Treasurer, ~~and a Secretary~~, who are elected

Formatted: Strikethrough

49 annually by vote of the Members of the Board of Directors at its first meeting

50 immediately following the Annual Meeting. The Board of Directors may also elect

51 an Assistant Secretary and Assistant Treasurer and additional Vice-Presidents as

52 they see fit. Officers shall have a three ~~one~~-year term. The President, ~~and~~ Vice

Formatted: Strikethrough

Formatted: Strikethrough

53 President, and Treasurer may be re-elected for two successive terms which

54 commence at the Board meeting immediately following the Annual Meeting. ~~The~~

Formatted: Strikethrough

55 ~~Treasurer and Secretary and their assistants, if any, may be re-elected for five~~

56 ~~successive terms which commence at the Board meeting immediately following~~

57 ~~the Annual Meeting.~~ An officer who has completed the designated number of

58 terms or leaves their position as an officer prior to the conclusion of the designated

59 number of terms shall not be eligible to return to the same position until twelve

60 months has passed.

61 The President shall be the Chief Executive Officer of the Art Center and shall have
62 overall responsibility for the business affairs of the Art Center, and, when present,
63 shall preside at all meetings of the Board of Directors.

64 The Vice President will, in the absence or disability of the President, have the
65 authority of and perform all the duties of the President.

66 The Secretary shall record the minutes of the Board of Directors' and Annual
67 meetings, oversee such correspondence and perform such duties as the Board of
68 Directors may require.

69 The Assistant Secretary will, in the absence or disability of the Secretary, have the
70 authority of and perform all the duties of the Secretary.

71 The Treasurer shall have custodial responsibility for all dues, fees and other funds
72 and assets received by the Art Center; shall assure the payment of obligations of
73 the Art Center; maintain records of all funds and assets received by the Art Center;
74 deposit funds of the Art Center in such bank accounts or invest them in such
75 securities as may be designated by the Board of Directors; shall have the custody
76 of all corporate funds, bank books and records, shall disperse all funds under
77 documents in accordance with Art Center policy, on behalf of the Art Center; make
78 financial reports at regular and special meetings; and arrange for financial reviews
79 of the Art Center books and records, and shall, if required by the Board of

80 Directors, furnish a bond. The Treasurer must have the authority to hire and direct
81 an Accountant to perform whatever scope of these tasks and the responsibility to
82 review this work.

83 The Assistant Treasurer will, in the absence or disability of the Treasurer, have the
84 authority of and perform all the duties of the Treasurer

85 2. DIRECTORS:

86 The Board of Directors shall consist of not less than eight nor more than twenty
87 members. At each annual meeting a sufficient number of Directors to meet this
88 requirement shall be elected by the membership. Directors must attend a minimum
89 of 70% of Board meetings to be eligible for re-election. Directors who are unable
90 to attend meetings or who can no longer support the mission of the Cape Cod Art

91 **Center** can be asked to resign their position with the organization, [after a majority](#)
92 [vote by remaining Directors](#).

93 Directors will be elected to serve a three-year term and may serve for three
94 consecutive terms. Director terms shall be overlapping to provide for continuity of
95 service. A Board member who has completed three terms or who leaves the Board
96 prior to conclusion of three terms shall not be eligible to return to the Board until
97 twelve months has passed.

98 Subject to provisions of the laws of the Commonwealth of Massachusetts, of the
99 Articles of Organization, and of these By-Laws, the Board of Directors shall have

100 the powers and responsibilities generally vested in a Board of Directors, including,
101 without limitation, the power and responsibility to establish policies and general
102 direction of the Art Center.

103 The Board of Directors shall establish and maintain the policies and procedures of
104 the Art Center, and have the entire control and management of the business affairs
105 of the Art Center except such as by law, or by these by-laws, are conferred upon
106 other Officers. The Board of Directors shall appoint Officers and Directors Pro
107 Tempore to fill vacancies that may occur between annual voting.

108 A paid employee of the Art Center may also serve as a Director, however, as a
109 Director shall have no vote on matters relating to his/her appointment,
110 employment, tenure, performance, or compensation. An employee of the Art
111 Center may not serve as an Officer.

112 A majority of the Board of Directors shall constitute a quorum for the conduct of
113 business.

114 3. EXECUTIVE DIRECTOR:

115 The Executive Director shall be hired by the Board of Directors. The Executive
116 Director shall have day-to-day responsibility for the affairs of the Art Center,
117 including carrying out Board policy, making financial decisions within the scope
118 of the approved Budget and hiring and supervising the Staff. The Executive

119 Director will attend, ~~as a member,~~ all Board and Executive Committee Meetings,
120 ~~having one vote~~ and will issue a monthly report to the Board.

Formatted: Strikethrough

Formatted: Strikethrough

121
122

123 **ARTICLE IV – MEETINGS**

124 1. BOARD OF DIRECTORS MEETINGS:

125 All meetings of the Membership and the Board of Directors will be held at the **Art**
126 **Center's** facility, or other suitable alternate location. Meetings of the Board of
127 Directors shall be held at such times as the Board may vote, or when called by the
128 President.

129 2. ANNUAL MEETING:

130 The Annual Meeting of the **Art Center** shall be held each year at a date, time, and
131 place to be determined by the Board of Directors, but not later than October 31
132 each year. The Annual Meeting will be conducted for the election of Directors, for
133 the presentation of an annual report, and for the transaction of any appropriate
134 business that may come before the **Art Center**. The Secretary shall send notice of
135 the Annual Meeting, including the agenda and ballot, to all Members at least one
136 month prior to the date of the meeting.

Formatted: Font: (Default) +Headings CS (Times New Roman), Not Strikethrough

137 3. SPECIAL MEETINGS:

138 Special meetings of the members of the **Art Center** shall be held whenever called

139 by the President, or by a majority of the Board of Directors. ~~or whenever ten or~~
140 ~~more active members entitled to vote at the meeting on the subject matter in~~
141 ~~question, shall make a written application therefore to the Secretary, stating the~~
142 ~~time, place and purpose of the meeting applied for.~~

143 ~~The Secretary shall send notice of all such meetings as well as the Annual Meeting~~
144 ~~to all members.~~

145 When a quorum is represented ~~present~~, a majority vote will decide any question
146 brought before such a meeting. In the absence of a Member, a signed, written
147 proxy will be accepted as a valid vote and included in the quorum count.

148 **5. MEETINGS BY TELECONFERENCING DEVICE:**

149 **Directors or Members of any committee designated by the Voting Directors may**
150 **participate in a meeting of the Directors or such committee by conference**
151 **telephone or similar communications equipment by which all persons participating**
152 **in the meeting can communicate with each other at the same time and reply to each**
153 **other. Participation by such means shall constitute presence in person at a meeting.**

154 **Motions may be made, seconded, and voted upon by e-mail. Such actions will be**
155 **confirmed at the next meeting following the action of the Directors to ensure this**

156 action taken through e-mails is recorded in the Minutes.

157

158 **ARTICLE V – COMMITTEES**

159 1. EXECUTIVE COMMITTEE:

160 An Executive Committee may be appointed annually by the Board of Directors,
161 and consist of the President, Vice President, Treasurer, Secretary, the Executive
162 Director and any other members as required by the Board. The Executive
163 Committee will meet as frequently as needed, and is responsible for carrying out
164 the regular, day-to-day administrative, budgetary, supervisory, and other
165 management tasks of the Art Center. The Board of Directors shall set limits of
166 commitment of the Executive Committee and shall have the overall authority to
167 approve or disapprove decisions or actions of the Executive Committee that may
168 exceed those limits.

169 2. NOMINATING COMMITTEE:

170 A Nominating Committee, consisting of three qualified members of the Art Center,
171 shall be appointed annually by the Board of Directors. The Nominating Committee
172 shall conduct searches for, and review qualifications of, candidates for election as
173 Officers and Directors. It shall select a slate and prepare a ballot for distribution to
174 the Membership at least one month prior to the Annual
175 Meeting.

Formatted: Not Strikethrough
Formatted: Not Strikethrough

176 3. OTHER COMMITTEES:

177 The Board of Directors will, from time to time, establish other standing or special
178 committees, and appoint committee Chairpersons, to perform specific functions
179 related to the business and activities of the Art Center. Committee Chairpersons
180 will select committee members from the general Membership of the Art Center. No
181 committee shall take steps to establish themselves as a formal business entity
182 within or outside the Cape Cod Art Center without approval of three quarters of the
183 CCAC board of Directors. These steps include but are not limited to, establishing
184 tax ids, bank accounts, by-laws, etc. All new bank accounts must be approved by
185 the CCAC Executive Committee.

186 **ARTICLE VI – REVISIONS:**

187 AMENDMENTS:

188 1. The Art Center's By-Laws will be reviewed by the Board of Directors annually,
189 and may be altered, amended, or repealed at any regular or special meeting of the
190 membership by the affirmative majority vote of two-thirds of the members present
191 and voting.

Formatted: Strikethrough

192 **ARTICLE VII – RULES**

193 1. CONDUCT OF MEETINGS: The Rules contained in Robert's Rules of Order,
194 Revised, shall govern the Art Center in all its regular and special meetings.

195 **ARTICLE VIII – CONFLICT OF INTEREST**

196 The Board of Directors shall comply with this Conflict of Interest Policy that
197 states:

198 No Director may benefit personally from a decision that he or she may make. Lack
199 of adherence is subject to prompt removal from the Board if validated by a
200 majority vote of the Board.

201 A director may be removed when sufficient cause exists for such removal.

202 · The Board of Directors may entertain charges against any director.

203 · A Director may be represented by counsel upon any removal hearing.

204 · The Board of Directors shall adopt such rules for this hearing, as it may in its

205 discretion consider necessary for the best interests of the organization.

206 **ARTICLE IX - INDEMNIFICATION**

207 The Art Center shall indemnify and hold harmless each Director and Officer from
208 and against any and all claims and liabilities to which he shall become subject by
209 reason of having been a Director or Officer of the Art Center or by reason of any
210 action alleged to have been taken or omitted by him as such Director or Officer and
211 shall reimburse each such Director or Officer for all legal and other expenses
212 reasonably incurred by him in connection with any such claims or liability
213 provided, however, that no such Director or Officer shall be indemnified against
214 nor be reimbursed for any expenses incurred by him in connection with any claim
215 arising out of his own intentional or willful misconduct. The rights accruing to any

216 Director or Officer under the foregoing provisions of the Article shall not exclude
217 any other rights to which he may be lawfully entitled nor shall anything herein
218 contained restrict the right of the Art Center to indemnify or reimburse such
219 Director in any proper case even though not specifically herein provided for. The
220 Art Center and its Directors and Officers shall be fully protected in taking any
221 action or making payment under this Article or in refusing to do so in reliance
222 upon advice of counsel. The Art Center may purchase and maintain insurance on
223 behalf of the person to be indemnified.