

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:

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. OTHER MEMBERSHIPS:

35 The Board of Directors may, from time to time, establish other categories of  
36 honorary memberships for the purpose of recognizing significant long-term  
37 service, major contributions or generous donations made by specific individuals.

38 4. DUES:

39 The Board of Directors will annually review dues for each calendar year and for all

40 categories of membership.

### 41 **ARTICLE III – OFFICERS AND DIRECTORS**

#### 42 1. OFFICERS:

43 The Officers of the **Art Center** must all be Directors and shall consist of: a  
44 President, a Vice President, **and** a Treasurer, ~~and a Secretary~~, who are elected  
45 annually by vote of the Members of the Board of Directors at its first meeting  
46 immediately following the Annual Meeting. The Board of Directors may also elect  
47 an Assistant Secretary and Assistant Treasurer and additional Vice-Presidents as  
48 they see fit. Officers shall have a **three** ~~one~~-year term. The President, ~~and~~ Vice  
49 President, and Treasurer may be re-elected for two successive terms which  
50 commence at the Board meeting immediately following the Annual Meeting. ~~The~~  
51 ~~Treasurer and Secretary and their assistants, if any, may be re-elected for five~~  
52 ~~successive terms which commence at the Board meeting immediately following~~  
53 ~~the Annual Meeting.~~ An officer who has completed the designated number of  
54 terms or leaves their position as an officer prior to the conclusion of the designated  
55 number of terms shall not be eligible to return to the same position until twelve  
56 months has passed.

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

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

62 The Secretary shall record the minutes of the Board of Directors' and Annual  
63 meetings, oversee such correspondence and perform such duties as the Board of  
64 Directors may require.

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

67 The Treasurer shall have custodial responsibility for all dues, fees and other funds  
68 and assets received by the **Art Center**; shall assure the payment of obligations of  
69 the **Art Center**; maintain records of all funds and assets received by the **Art Center**;  
70 deposit funds of the **Art Center** in such bank accounts or invest them in such  
71 securities as may be designated by the Board of Directors; shall have the custody  
72 of all corporate funds, bank books and records, shall disperse all funds under  
73 documents in accordance with **Art Center** policy, on behalf of the **Art Center**; make  
74 financial reports at regular and special meetings; and arrange for financial reviews  
75 of the **Art Center** books and records, and shall, if required by the Board of  
76 Directors, furnish a bond. The Treasurer must have the authority to hire and direct  
77 an Accountant to perform whatever scope of these tasks and the responsibility to  
78 review this work.

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

81 2. DIRECTORS:

82 The Board of Directors shall consist of not less than eight nor more than twenty  
83 members. At each annual meeting a sufficient number of Directors to meet this  
84 requirement shall be elected by the membership. Directors must attend a minimum  
85 of 70% of Board meetings to be eligible for re-election. Directors who are unable  
86 to attend meetings or who can no longer support the mission of the Cape Cod Art  
87 Center can be asked to resign their position with the organization, after a majority  
88 vote by remaining Directors.

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

94 Subject to provisions of the laws of the Commonwealth of Massachusetts, of the  
95 Articles of Organization, and of these By-Laws, the Board of Directors shall have  
96 the powers and responsibilities generally vested in a Board of Directors, including,  
97 without limitation, the power and responsibility to establish policies and general  
98 direction of the Art Center.

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

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

108 A majority of the Board of Directors shall constitute a quorum for the conduct of  
109 business.

### 110 3. EXECUTIVE DIRECTOR:

111 The Executive Director shall be hired by the Board of Directors. The Executive  
112 Director shall have day-to-day responsibility for the affairs of the **Art Center**,  
113 including carrying out Board policy, making financial decisions within the scope  
114 of the approved Budget and hiring and supervising the Staff. The Executive  
115 Director will attend, ~~as a member,~~ all Board and Executive Committee Meetings,  
116 ~~having one vote and~~ will issue a monthly report to the Board.

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119 **ARTICLE IV – MEETINGS**

120 1. BOARD OF DIRECTORS MEETINGS:

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

125 2. ANNUAL MEETING:

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

133 3. SPECIAL MEETINGS:

134 Special meetings of the members of the **Art Center** shall be held whenever called  
135 by the President, or by a majority of the Board of Directors. ~~or whenever ten or~~  
136 ~~more active members entitled to vote at the meeting on the subject matter in~~  
137 ~~question, shall make a written application therefore to the Secretary, stating the~~  
138 ~~time, place and purpose of the meeting applied for.~~

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

141 4. QUORUM:

142 At any meeting of the Membership, at least 10% of the then active Members, and  
143 at least one-half of the Board of Directors, shall constitute a quorum.

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

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

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

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

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157 **ARTICLE V – COMMITTEES**

158 1. EXECUTIVE COMMITTEE:

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

168 2. NOMINATING COMMITTEE:

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

174 3. OTHER COMMITTEES:

175 The Board of Directors will, from time to time, establish other standing or special  
176 committees, and appoint committee Chairpersons, to perform specific functions

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

184 **ARTICLE VI – REVISIONS:**

185 **AMENDMENTS:**

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

190 **ARTICLE VII – RULES**

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

193 **ARTICLE VIII – CONFLICT OF INTEREST**

194 The Board of Directors shall comply with this Conflict of Interest Policy that  
195 states:

196 No Director may benefit personally from a decision that he or she may make. Lack

197 of adherence is subject to prompt removal from the Board if validated by a  
198 majority vote of the Board.

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

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

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

202 · The Board of Directors shall adopt such rules for this hearing, as it may in its  
203 discretion consider necessary for the best interests of the organization.

#### 204 **ARTICLE IX - INDEMNIFICATION**

205 The **Art Center** shall indemnify and hold harmless each Director and Officer from  
206 and against any and all claims and liabilities to which he shall become subject by  
207 reason of having been a Director or Officer of the **Art Center** or by reason of any  
208 action alleged to have been taken or omitted by him as such Director or Officer and  
209 shall reimburse each such Director or Officer for all legal and other expenses  
210 reasonably incurred by him in connection with any such claims or liability  
211 provided, however, that no such Director or Officer shall be indemnified against  
212 nor be reimbursed for any expenses incurred by him in connection with any claim  
213 arising out of his own intentional or willful misconduct. The rights accruing to any  
214 Director or Officer under the foregoing provisions of the Article shall not exclude  
215 any other rights to which he may be lawfully entitled nor shall anything herein  
216 contained restrict the right of the **Art Center** to indemnify or reimburse such

217 Director in any proper case even though not specifically herein provided for. The  
218 Art Center and its Directors and Officers shall be fully protected in taking any  
219 action or making payment under this Article or in refusing to do so in reliance  
220 upon advice of counsel. The Art Center may purchase and maintain insurance on  
221 behalf of the person to be indemnified.