

BYLAWS OF THE MONSON ARTS COUNCIL

Draft revision for approval by the membership at the Annual Meeting in April 2009

ARTICLE I – Name and Location

- 1.1. The name by which this corporation shall be known is Monson Arts Council Inc.
- 1.2. The principal office of the Monson Arts Council Inc. shall be located in Monson, County of Hampden, Commonwealth of Massachusetts.

ARTICLE II – Purpose

- 2.1 To discover, promote and sustain an appreciation of and an involvement in art and culture in Monson.

ARTICLE III – Membership

- 3.1 Membership in the Monson Arts Council Inc. shall be open to all individuals who support the purpose of the corporation as stated in Section 2.1.
- 3.2 Membership in the Monson Arts Council Inc. shall be contingent upon payment of dues to the Treasurer. Membership may be terminated by resignation or by failure to pay the annual dues within sixty days after assessment.
- 3.3 Members will pay annual dues at such rate or rates as may be set by the Membership upon recommendation of the Treasurer.

ARTICLE IV – Meetings

- 4.1 The Annual meeting of the Monson Arts Council Inc. shall be held in April at such place as the Board of Directors shall determine. Twelve members shall constitute a quorum for the transaction of business at any Meeting of the Monson Arts Council Inc.
- 4.2 The order of business at a monthly Board of Directors meeting shall be:
 - Reading and approval of the minutes of the last meeting
 - Reading and approval of the Treasurers report
 - Old or unfinished business
 - Committee Reports
 - New Business
 - Adjournment
- 4.3 At the request of four members of the Board of Directors or ten members of the organization, the President shall cause a special meeting to be called; but such request must be made in writing at least fourteen days before the requested scheduled date.

ARTICLE V – Nominating Committee

- 5.1 A Nominating Committee of at least three members appointed by the Board of Directors will present at the annual meeting nominations for officers and directors to be elected. Further nominations may be made from the floor.
- 5.2 Election shall be made by a majority vote at the annual meeting, and the officers elected shall hold office until the next annual meeting or until successors are chosen.
- 5.3 Directors will hold office for three year terms.
- 5.4 Vacancies in the officers or in the Board of Directors shall be filled by the approval of two thirds majority of the remaining Board of Directors.

ARTICLE VI – Board of Directors

- 6.1 There shall be a Board of Directors consisting of Officers and at least six but not more than ten other members of the corporation. Insofar as possible the directors should be representative of various art forms.
- 6.2 The Board of Directors will be responsible for the business of the corporation, reserving matters of determination of corporation policy to the full membership.
- 6.3 Officers and Directors are expected to attend the monthly Board of Director Meetings. Six Directors will constitute a quorum at a Board of Directors meeting. Members who miss four consecutive meetings or six meetings in a 12-month period will forfeit their position.

ARTICLE VII – Officers and Responsibilities

- 7.1 The officers of the Monson Arts Council shall consist of a President, Vice President, Secretary/Clerk, Membership Records Secretary, and Treasurer.
- 7.2 The President shall prepare the agenda for and preside over all meetings of the Monson Arts Council, and with the Board of Directors shall provide overall leadership in terms of policy and procedure. The President is authorized to approve purchases up to \$250.
- 7.3 The Vice President shall assume the duties of the President during any absence of the President.
- 7.4 The Secretary/Clerk shall keep an accurate record of meetings of the corporation and the Board of Directors, and provide notice of such meetings. The Secretary/Clerk shall also be responsible for responding to any mail and writing any letters as are authorized by the Board of Directors.
- 7.5 The Membership Records Secretary shall be responsible for maintaining accurate membership records and for providing membership mailing labels for the Council's Newsletter.

- 7.6 The Treasurer shall receive all monies due the Monson Arts Council, maintain an accurate record of all receipts and disbursements, pay all bills when approved by the President or the Board, and report at each Board of Directors Meeting. The Treasurer is also responsible for maintaining our non-profit status by filing the Public Charities form from the State of Massachusetts.
- 7.7 A majority of the Officers are authorized to make short-term decision of a time-sensitive nature between meetings.

ARTICLE VIII – Auditing Reports

- 8.1 The Board of Directors may periodically appoint an auditor who shall audit the books and accounts of the Treasurer and report back to the Board of Directors.

ARTICLE IX – Committees

- 9.1 The Board of Directors shall appoint committees as deemed necessary, and appropriate funds required to accomplish their purpose.
- 9.2 No committee shall set up a special fund that shall make it unnecessary for the Treasurer of the Monson Arts Council Inc. to sign the checks issued upon it.

ARTICLE X – Amendments

- 10.1 These by-laws may be amended at any meeting of the Monson Arts Council Inc. upon a vote of a quorum of the members present, notice of proposed amendment having been communicated to the membership at least fifteen days prior to the meeting. Approved amendments take effect immediately.

ARTICLE XI - Purpose

- 11.1 Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Internal Revenue Code, Section 501(c)(3) and shall not carry on any other activities not permitted by a corporation exempt from Federal income tax under IRC section 501(c)(3) or corresponding provisions of any subsequent Federal tax Laws.

ARTICLE XII - Assets

- 12.1 No part of the earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to and for the corporation), and no member, Trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.