

BYLAWS OF AMAZING THINGS ARTS CENTER, Inc.

Rev Nov 3 2005

ARTICLE I: NAME AND PURPOSES

Section 1. NAME The name of the organization shall be Amazing Things Arts Center, Inc.

Section 2. PRINCIPAL OFFICE. The principal office of Amazing Things Arts Center, hereinafter entitled the Corporation, shall be in the town of Natick, Massachusetts or such other place as designated by resolution of the Board of Directors of the Corporation.

Section 3. PURPOSES

The purposes of Amazing Things Arts Center, Inc. are:

1. To provide a venue for visual and performing artists and to nurture a community of artists, arts supporters and arts appreciators in the MetroWest area of Greater Boston
2. To conduct any other charitable and educational activities as authorized by Chapter 180 of the Massachusetts General Laws and approved by the Directors and Membership.

ARTICLE II: MEMBERSHIP

Section 1: RIGHTS. Members will have the right to vote for the election of the Directors and to amend bylaws, as specified in Articles III and X below. No Member shall hold more than one Membership in the Corporation. All Members shall have the same rights, privileges, restrictions and conditions. Any person aged sixteen (16) years or older, or any partnership, corporation, association or other legal entity can be a Member of the Corporation. There is no limitation to the number of Members of the Corporation. Membership interests in the Corporation are not transferable.

Section 2. MEMBERSHIP DUES. Anyone wishing to become a Member of the Corporation shall complete an application and shall pay an annual Membership fee in the amount determined by the Board of Directors.

Section 3. MEMBERSHIP LIST. The Corporation shall maintain an official Membership list with the name and address of each Member of the Corporation. The list shall also contain the date the Membership of any Member of the Corporation began and the date such Membership ceases. The list will be kept in the principal place of business of the Corporation.

Section 4. NONLIABILITY OF MEMBERS. No Member by virtue of just being a Member of the Corporation shall be liable for the debts, liabilities or obligations of the Corporation.

Section 5. TERMINATION OF MEMBERSHIP. A Member's Membership interest in the Corporation shall terminate upon death of a Member if a natural person or the dissolution of the Member if a corporation, partnership or association, or upon the failure of a Member to pay membership dues by the due date. Termination of Membership for non-payment of dues occurs automatically without notice being given by the Corporation. Membership may be reinstated in full upon payment of dues.

ARTICLE III. MEMBER MEETINGS

Section 1. ANNUAL MEETINGS. At least one meeting of the Members will be held each year. This Annual Meeting will be held at the principal office of the Corporation or such other place as chosen by the Board of Directors.

The Annual Meeting of Members shall be held at 6:00 PM on the third Saturday in September or such other date and time designated by the Board of Directors beginning in the year 2004. The purpose of the Annual Meeting will be to transact any and all business of the Corporation, including, but not limited to, the election of the Board of Directors and representatives to the Nominating Committee and approval of proposed amendments to the Bylaws of the Corporation

Section 2. SPECIAL MEMBERS MEETINGS. Special Meetings of the Members may be called by the President or the Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other Officer, upon written application of Members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.

All requests for a Special Meeting of Members must state the reason for which the Special Meeting of Members is being sought. Requests to have a Special Meeting of Members will be considered served on the Board of Directors of the Corporation if they are given to any member of the Board of Directors or any Officer of the Corporation by either personal delivery or certified mail.

Upon receipt of a valid request for a Special Meeting by a Member, the Board of Directors will schedule a Special Meeting at a date not less than thirty (30) days and not more than sixty (60) days from the receipt of the request. The Board of Directors shall give notice of the Special Meetings to all Members entitled to vote at least thirty (30) days before the date of the meeting.

If the Board of Directors fails to give notice of the Special Meeting, the person or persons making the request for the Special Meeting may set the date and time of the Special Meeting and give the notice themselves.

Section 3. NOTICES OF MEETINGS. Notices of all Member meetings shall be e-mailed to Members and posted by the President, Vice President or Secretary of the Corporation on the Corporation's web site at least one week before the date of the meeting. All notices of Member meetings must contain a statement about the purpose for which the meeting is to be called and any special business that is to be conducted therein. The notice must also state the date, time and place of the meeting. The Officer of the Corporation giving notice of the meeting shall file a declaration with the minutes of the Corporation stating that notice of the meeting has been duly given to all Members entitled to vote.

Section 4. BUSINESS AT THE MEETING. At a Special Meeting of Members, the business transacted therein shall be limited to that which is stated in the notice of the meeting.

Section 5. QUORUM FOR MEETING. If the greater of twenty (20) or ten (10%) percent of Members are present, a quorum shall exist for conducting a Member meeting. If, however, a quorum does not exist, a valid meeting cannot be held.

If a quorum is present when the meeting is called, the Members may continue to hold the meeting and transact business until adjournment, even if some Members leave so that a quorum is no longer present, provided a majority of Members who constituted the initial quorum still remain.

Section 6. MAJORITY RULES. Except as provided in Section 10 for the adoption of rule changes, at a duly called meeting with a present quorum, the vote of a majority of those Members present shall determine the passage of any corporate resolution or other business matter unless either state law or the Articles of Organization require a different percentage of vote. Election of Directors and of Nominating Committee Members shall be done by secret ballot. A Tellers Committee, composed of three individuals appointed by the Chair of the Board of Directors, shall tally the ballots and report the results to the Membership.

Section 7. RECORDS DATE. Only those persons or entities who are shown to be Members in the records of the Corporation on the day of any meeting of Members or such other day as fixed by the Board of Directors shall be entitled to vote.

Section 8. NO PROXIES. Only Members in attendance at Member meetings may vote. No proxies will be allowed.

Section 9. CONDUCT OF MEETING. The President, if present, and if not, then the Vice President, shall call a meeting of Members together and preside over the meeting as the Chair. If neither the President nor the Vice President are present, the Members shall appoint a person to serve as the Chair. The Secretary of the Corporation, if present, and if not, a person chosen by the Members, shall serve as the Secretary of the meeting of Members.

Section 10: RULES. Unless otherwise determined by a two-thirds (2/3) vote of the Members, meetings of Members shall be governed by Robert's Rules of Order, Newly Revised (1990), except as the rules are superceded by Massachusetts law or by the provisions of the Articles of Organization or these Bylaws.

ARTICLE IV: ELECTION AND REMOVAL OF DIRECTORS

Section 1. NUMBER AND TERM. The number of Directors which will compose its Board of Directors shall be not less than nine or more than twelve. All Directors shall be at least eighteen (18) years of age and shall have been Members of the Corporation for at least one year during the two years preceding the election. The Directors shall be elected to three-year terms at the Annual Meeting of Members except where a vacancy is filled pursuant to Section 3 below or as required for initial organizational purposes. In addition, the Executive Director shall serve as an unelected ex-officio Director of the Corporation with voting and other rights and powers, except as otherwise provided by Section 6 of this Article, but shall not be eligible for appointment as an Officer of the Corporation. No Director may serve more than two three-year terms consecutively. Ex-officio service as the Executive Director and prior service for partial terms not exceeding eighteen months in length shall not be counted toward the six consecutive year limit.

Section 2. NOMINATING COMMITTEE. The Nominating Committee shall be composed of one (1) Director appointed by the Board of Directors and two (2) Members of the Corporation elected at the annual meeting by the Members of the Corporation for alternating two-year terms. The Nominating Committee shall choose one of its members to serve as chair. No member of the Nominating Committee shall serve more than two (2) two-year terms consecutively. The Nominating Committee shall be responsible for proposing persons for election as Directors at the next Annual Meeting of the Corporation. In the event of a vacancy on the Board of Directors which occurs between Annual Meetings, the Nominating Committee may propose replacement Directors for election by the Board of Directors. The Nominating Committee shall also propose Members for election to the Nominating Committee at the Annual Meeting. The Nominating Committee should annually, or more frequently if necessary, review the composition of the Board with respect to such factors as gender, ethnicity, age, constituency representation, geographic dispersion, the number, function, and expertise of committee members, conflict of interest considerations and the needs of the Board of the Corporation and make recommendations based on that review. The Nominating Committee shall develop a packet of informative materials for the orientation of new and potential Directors as to their prospective duties.

Section 3. **NOMINATION OF DIRECTORS:** Recommendations for Director nominees may be submitted by any interested person to the Nominating Committee. The Nominating Committee shall, after giving due consideration to such recommendations and such other persons as it may wish to consider, present its slate of Director candidates to the Board and the Members sixty (60) days prior to the next Annual Meeting of Members by mail or e-mail. Such slate may contain, at the discretion of the Nominating Committee, more candidate names than openings. The Board may accept or reject the entire slate. If the slate is rejected, the Nominating Committee shall present the Board of Directors a new or amended slate within two weeks of the rejection of the slate by the Board. Any Member of the Corporation may present nominations thirty (30) days prior to the next Annual Meeting of Members by written notice to the Secretary in the form of a petition with signatures of the greater of 10 (ten) or five (5%) percent of the Members. At the conclusion of the nomination process, notice of all qualified nominations shall be e-mailed to Members and listed on the Corporation website no less than seven (7) days prior to the Annual Meeting. Candidates so nominated shall be presented to Members at the Annual Meeting in addition to those presented by the Nominating Committee. At the annual meeting, the Members present shall vote on the candidates for Board of Directors. In an uncontested election, no candidate receiving less than 51% of the votes of the Members present and voting shall be named Director. In the case of the initial election of Directors at the first annual meeting in December 2004 all notice, tenure, deadline, and posting requirements are waived, although every reasonable effort will be made to notify the membership regarding Director candidates in advance of the meeting..

Section 4. **BOARD MEMBER ATTENDANCE:** If a Director fails to attend three meetings in one year (from election to election), that Director will be deemed to have resigned and his or her position shall be deemed to have become vacant for the remainder of his or her term or until the vacancy is filled pursuant to Article IV, Sections 2 and 7 of these Bylaws. At the discretion of the Board Chair, imposition of this rule may be waived and absences excused due to extenuating circumstances.

Section 5. **RESIGNATION.** A Director may resign at any time effective upon giving written notice to the Board of Directors. Upon notice of the resignation, the Board shall notify the Members through e-mail and the Corporation's web site and either fill the vacancy by appointment for the remainder of the year, or schedule a Special Meeting of Members for the election of a new Director.

Section 6. **REMOVAL OF DIRECTORS.** A 2/3 (two thirds) majority vote or more of the Directors then in office is required to remove a Director for cause.

A Director may be removed from office with or without cause by two-thirds (2/3) vote of the Members present at a meeting of the Members duly noticed and held, provided any Director whose removal

for cause is contemplated at such meeting shall have notice in writing at least seven (7) days prior to such meeting setting forth the reasons for his or her removal and provided further that the Director concerned shall be provided an opportunity to be heard by the Membership. If the President is under consideration for removal, the Members may elect a moderator from the floor to chair the Special Meeting.

The status of the Executive Director as an ex-officio Director of the Corporation shall co-terminate with the Executive Director's contract.

Section 7. VACANCIES ON THE BOARD. Vacancies on the Board may be filled by a vote of the majority of the remaining Directors for the balance of the year, until the next annual Members meeting, even though they may constitute less than a majority of the full Board.

A vacancy on the Board shall be deemed to exist upon the death, resignation or removal of any Director, an increase in the number of Directors or a failure of the Members to fill all Board vacancies at any meeting of Members to elect Directors.

The Members, at a Special Meeting, may elect Directors at any time to fill vacancies on the Board which have not been filled by the Directors.

ARTICLE V: DIRECTOR POWERS AND DUTIES

Section 1. POWERS OF THE BOARD OF DIRECTORS. The Board of Directors is the policy-setting body and is responsible for the oversight and management of the Corporation's business and legal affairs. Towards this end, the Board will exercise all of the corporate powers to do such lawful acts that are not prohibited by either state law or the Articles of Organization.

Section 2. STANDARD OF CARE. Each Director shall perform his or her duties, including those of being a Member on any corporate board, in good faith. Each Director shall execute all duties through the use of the standard as to what in the Director's opinion is in the best interests of the Corporation. In making all decisions a Director shall utilize such reasonable care and inquiry as a reasonably prudent person in a like situation would employ.

Section 3. UTILIZATION OF COMMITTEES. The Board of Directors may create as it deems necessary committees of at least one Director and one or more Members to exercise the powers of the Board of Directors in specified areas of the Corporation's business and legal affairs. Each Committee will elect a Chair. The Director on each Committee will serve as liaison between that Committee and the Board of Directors.

The Executive Committee shall consist of only Directors serving on the Board and shall deliberate on personnel decisions and policies, and shall assist the Board President in special considerations relating to the strategic direction of organization and other significant issues. The Executive Committee may take action in emergency situations without consulting the full Board of Directors.

The Finance Committee shall have oversight of financials and investment strategies of the Corporation investment strategy and shall assist the Executive Director in setting annual budget targets, planning for capital improvements and related tasks.

The Development Committee shall develop relationships with corporate donors for purposes of fundraising and strategic alliances.

The Bylaw Committee shall review suggested bylaw changes and make recommendations regarding their implementation to the Board and Members.

The Nominating Committee shall be constituted and operate as specified in Article IV, Section 2.

The Board of Directors shall also establish *ad hoc* committees as appropriate, such as a Strategic Planning Committee to review long-term goals for the Corporation in areas including facilities, fund raising and programming and assess progress toward those goals.

The Board of Directors may make such further provisions for appointment of members and chairmen of such committees, establish procedures to govern their activities and delegate thereto such authority and power as the Board of Directors may deem necessary for the efficient management of the property, affairs, business and activities of the Corporation, provided the same are not contrary to any provision of these Bylaws.

The terms of office of members of committees shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

Section 4. COMMITTEE MINUTES. All committees created by the Board shall keep regular and detailed records of their activities and make regular reports to the full Board of Directors.

Section 5. EXECUTIVE DIRECTOR AND STAFF

The Board of Directors shall hire an Executive Director, who shall be retained on contract. The Executive Director shall carry out the missions as specified by the Board of Directors and be responsible for the effective staffing and operation of the Corporation. The Executive Director shall perform such duties as the President or the Board may assign. The Executive Director normally attends all Board of Directors' meetings and presents a report at each meeting. All additional staff members and operational consultants shall be hired and supervised by the Executive Director.

Section 6. CONSULTANTS. The Board of Directors has the authority to appoint one or more persons to serve as consultants to the Board in conducting its duties of oversight, planning and policy setting. Such consultants perform such special assignments as delegated to them by the President and furnish such consultations on such matters as requested by the Board.

Section 7. ADVISORY BOARD. The Board Chair may appoint, with the approval of the Board, an Advisory Board to promote the objectives of the Corporation, further its purposes and advise the Board of Directors concerning the general policies applicable to, and the progress of the work of, the Corporation. The Board Chair may appoint the Chair of the Advisory Board.

ARTICLE VI. DIRECTOR MEETINGS

Section 1. REGULAR DIRECTOR MEETINGS. Regularly scheduled meetings of the Board of Directors may be held without special notice at such time and place as set by resolution of the Board of Directors. Regular monthly meetings of the Board of Directors shall be held at the corporate offices or such other place as they designate. Board meetings are open to Members of the Corporation, but the Board retains the right to go into executive session as needed.

The Board of Directors shall hold an Organizing Meeting without notice immediately after and at the same place as the Annual Meeting of Members. The sole items of business to be conducted at this Meeting will be the election of Officers and the setting of a time and date for the next meeting of the Board.

Section 2. SPECIAL DIRECTOR MEETINGS. Special Meetings of the Board of Directors may be called by the President or Secretary upon receipt of a written request to do so from a Director. The President must call a Special Meeting if so requested by two (2) Directors. Notice of Special Meetings shall be given to each Director at least forty- eight (48) hours prior to the meeting. Such notice shall be given either personally to each Director or by mail, phone or e-mail.

The actions taken at a Special Meeting of Directors that was not properly called and noticed will nonetheless be considered valid if: (a) all of the Directors are present at the meeting and sign a written consent to the meeting and the actions taken thereunder, or (b) a majority of the Directors are present at the meeting and those Directors not present sign a written consent to the meeting and the actions taken thereunder. Such consent may be given either before or after the meeting has been held.

If a Director attends a Special Meeting which was not properly called and noticed without objecting upon arrival, that Director waives such notice and the actions taken thereunder shall be as valid as if the meeting was properly called.

Any action consented to in writing or e-mail by each and every Director shall be as valid as if adopted by the Board of Directors at a duly warned and held meeting of the Board, provided such written consent or e-mail is inserted in the minute book.

Section 3. QUORUM. At any meeting of the Board of Directors, no action may be undertaken unless a quorum of Directors is present. A quorum of Directors shall constitute at least fifty (50%) percent of duly elected and appointed Directors. Unless state law specifies a higher percentage, every act or resolution of the Board shall need only a majority vote of the Directors present to pass. Each Director shall have one vote and such vote may not be done by proxy.

Section 4. RULES. Unless otherwise determined by a two-thirds vote of the sitting Directors, meetings of the Board of Directors shall be governed by Robert's Rules of Order, Newly Revised (1990), except as the rules are superceded by the provisions of the Articles of Organization or these Bylaws

ARTICLE VII: OFFICERS

Section 1. APPOINTMENT. The Board of Directors shall appoint the Officers of the Corporation. The Officers of the Corporation shall be the President, Vice President, Secretary (Clerk), Treasurer, and past President. The Clerk shall be a resident of the Commonwealth unless the Corporation shall have a duly appointed resident agent. The election of Officers shall normally occur, except for the filling of vacancies, at the organizational meeting of Directors following the Annual Meeting of Members.

Section 2. OFFICERS' TERM OF OFFICE. The term of office for the Officers of the Corporation shall be one year. The Vice President and President may serve for up to three consecutive terms. The Secretary and Treasurer may serve as long as they are elected to the Board of Directors. Any Officer may be removed from office by the Board at any time by a majority vote. Any vacancy in any office of the Corporation shall be filled by the Board of Directors.

Section 3. RESIGNATION. Any Officer may resign from that position at any time by giving written notice to the Board of Directors. A resignation shall take effect on the date specified in the notice unless the Board of Directors votes to have a sooner date and removes the resigning Officer prior to the effective date of the resignation.

Section 4. PRESIDENT. The President of the organization, by virtue of his or her office, shall be Chair of the Board of Directors. The Vice President shall, in the event of the absence or inability of the President to exercise his or her office, become acting President of the organization with all the rights, privileges and powers as if he or she had been the duly elected President.

Section 5. VICE-PRESIDENT. The Vice President shall serve the duties of the President in his or her absence. He or she shall also serve as chair of the Bylaw Committee.

Section 6. TREASURER. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for accounting for and investing such monies or securities of the organization. He or she shall cause to be deposited in a regular business bank or trust company a sum not exceeding the amount specified by the Board of Directors and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a nonprofit corporation in this Commonwealth. He or she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He or she shall exercise all duties incident to the office of Treasurer.

Section 7. SECRETARY. The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his or her duty to file any certificate required by any statute, federal or state. He or she shall give and serve all notices to Members of this organization. He or she shall be the official custodian of the records of this organization. He or she may be one of the Officers required to sign the checks and drafts of the organization. He or she shall present to the Membership at any meetings any communication addressed to him or her as Secretary of the organization. He or she shall submit to the Board of Directors any communication addressed to him as Secretary of the organization. He or she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Section 8. COMPENSATION. No Director or Officer shall for reason of his or her office be entitled to receive any salary or compensation, but nothing herein shall be construed to disqualify an Officer or Director for receiving reasonable compensation from the organization for duties other than as a Director or Officer. Any compensation shall be subject to restrictions established by conflict of interest policies promulgated by the Board of Directors.

ARTICLE VIII. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX: CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. **CONTRACTS:** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business.

Section 2. **LOANS:** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. **CHECKS, DRAFTS OR ORDERS:** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 4. **DEPOSITS:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors shall select.

ARTICLE X: AMENDMENTS

An amendment to the bylaws may be proposed by the Board of Directors or by a written petition signed by the greater of twenty (20) or twenty (20%) percent of the Members. The Bylaw Committee shall study such proposed amendment and make recommendations to the Board and the Members regarding its adoption. The Board may, by a three-fourths (3/4) majority vote, make changes to Articles II, III, VII, VIII and IX. Amendments to Articles I, IV, V, VI, X and XI or the addition of an Article or Articles requires approval of two-thirds (2/3) of the Membership in attendance at a Special Meeting. Renumbering of existing Articles requires approval of two-thirds (2/3) of the entire Membership of the Corporation.

ARTICLE XI: DISSOLUTION, SALE OF ASSETS, AND MORTGAGE TRANSACTIONS

As provided in the Articles of Organization, the Corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts by an affirmative vote of the majority of the Directors of the Corporation then in office provided that notice of the proposed dissolution has been given to the Members of the Corporation, a special meeting of the Members has been called, and the dissolution proposal has not been rejected by vote of the Members. Any proposed dissolution shall conform to the provisions of the Articles of Organization, as shall any sale or disposition of assets. Any mortgage or pledge of, or granting of a security interest in, property or assets of the Corporation shall be authorized by a two-thirds vote of the Board of Directors, subject to disapproval by the Members in

the same manner as required for approval of a petition for dissolution of the Corporation.

In the event of dissolution, the Board of Directors continues in office until all legal and financial matters have been settled in accordance with the Articles of Organization.