

PROPOSAL FOR A REVISION OF THE BY LAWS

THE BY-LAWS OF THE ROCKY NECK ART COLONY, INC

ARTICLE I

Section 1 MISSION AND PURPOSES

The Mission of the Rocky Neck Art Colony, Inc. is to nurture excellence in the visual arts and to celebrate the artistic culture of Rocky Neck.

In the spirit of this Mission, the Rocky Neck Art Colony, Inc. will:

1. Encourage free expression and open mindedness when engaging in creative activity.
2. Acknowledge the importance of the traditions upon which the Rocky Neck Art Colony was founded and work to keep them vital in the context of contemporary culture.
3. Provide opportunities for educational and professional development in the arts, which might include lectures, workshops, exhibitions, scholarships and residencies.
4. Work in partnership with arts institutions, funding agencies, neighbors, businesses and others in the advancement of the Mission of the Rocky Neck Art Colony.

Section 2 TITLE

The title of the corporation will be: The Rocky Neck Art Colony, Inc. and will be located in Gloucester, Massachusetts, U.S.A. The Rocky Neck Art Colony, Inc. is organized as a 501(c) (3) tax exempt corporation.

Section 3 MEMBERSHIP AND FRIENDS OF ROCKY NECK ART COLONY

1. All members, excepting Honorary Members, must have indicated their category of membership on the membership form and, with the exception of Honorary Members, have currently paid the required membership dues for that year.
2. Honorary Members are those who have demonstrated outstanding and unusual service to the Rocky Neck Art Colony or the arts in general and are voted to be such by the membership.
3. Friends of Rocky Neck Art Colony must have indicated on the membership form his or her intention to be a "Friend" and made a contribution of at least the minimum amount established in that year for the "Friends" designation.
4. Any issue that arises in regard to member eligibility will be settled by vote of the Executive Committee.

Section 4 MEMBERSHIP DUES

The yearly dues for Members and the minimum amount for Friends of the Rocky Neck Art Colony will be proposed by the Executive Committee, voted upon by the Membership and serve as a basis for the yearly budget proposal.

ARTICLE II

Section 1 MEETINGS OF THE ROCKY NECK ART COLONY

1. Meetings of the membership of the Rocky Neck Art Colony will be held monthly unless it is determined by the Executive Committee that there is sufficient reason not to hold a meeting.
2. When possible the agenda for each meeting will be distributed in advance.
3. Except when a time pressure exists for a vote by the membership, issues that involve important changes of policy or existing practice should be described to the voting membership prior to the meeting at which the vote is to take place.
4. Meetings of the Membership will be governed by *Roberts Rules of Order* most recently revised.

Section 2 VOTING AT MEMBERSHIP MEETINGS

1. In the course of normal business every member of the RNAC is encouraged to participate and vote at meetings. However when an issue arises that a member believes is inconsistent with the Mission and Purposes in Article I, Section 1, he or she may assert the right to have the vote taken from the group comprised of members present who are either (1) Rocky Neck artists or those working in art-related businesses on Rocky Neck or (2) members of standing committees as defined below. "Rocky Neck Artist" is understood as artists seriously engaged in the making of art or crafts and have a studio or exhibit in a gallery or be active in an art-related business on Rocky Neck.

2. Any disputes concerning voting at Membership meetings will be settled by vote of the Executive Committee.
3. Except as otherwise stated in the By-Laws, all votes will require a greater than 50% majority of the quorum present at a meeting for passage.
4. Proxy votes will be allowed for all votes but will not be counted toward a quorum. Proxy votes must be written and signed and state: (a) the date of the meeting at which the vote is to be taken, (b) the motion, issue or elected office to be voted upon, (c) the vote to be cast and (d) the person at the meeting who will deliver the proxy.
5. All elections will be by written secret ballot.
6. Any other vote may be by written secret ballot should the membership vote to do so.
7. In the event that a vote of the membership is necessary before some deadline or a quorum is not met at the meeting at which the vote is to take place, the vote may be submitted by the Secretary to the membership by mail including email. Procedures will be implemented to communicate with members who do not have email. The quorum for a mail vote will be based upon the number of voting responses and will be the same as that of a meeting.

Section 3 MEETING QUORUM

Meetings of the Rocky Neck Art Colony do not require a quorum unless formal votes are to be taken. In order for a legitimate formal vote of the members to take place at a meeting of the Rocky Neck Art Colony there must be a quorum of at least 20% of the group of members who are (1) Rocky Neck artists as defined above or (2) those engaged in art-related businesses on Rocky Neck or (3) members of standing committees.

ARTICLE III

Section 1 OFFICERS AND STANDING COMMITTEES

The officers will be: President, Treasurer, Secretary, Director of Development, Director of Marketing, Artistic Director and Activities Director. The nominations of officers will take place at the August meeting and the elections at the September meeting. A candidate for officer must have been a Member or a Friend of the Rocky Neck Art Colony during the year preceding his or her taking office.

The membership may choose to appoint an Ad Hoc Officer Nominating Committee prior to any election. Candidates other than those proposed by a nominating committee may be nominated "from the floor" at election meetings by voting members present or by proxy.

Section 2 OFFICER TERMS OF OFFICE

1. The terms of all officers will be two years beginning on November 1st. No officer may serve more than two consecutive terms in the same office without a hiatus of at least one year. No one may serve as more than one officer position during the same period.
2. Should an office become vacant before the expiration of the term, a nomination must be made at the membership meeting following the vacancy with a vote at the next meeting.

Section 3 COMMITTEE MEMBERSHIP

1. Terms of committee members, other than Chairpersons, will be for one year.
2. Members are encouraged to volunteer service on standing committees and are expected to be active in that service. The chairperson will notify the membership and the Secretary of the members of his or her committee prior to the November meeting. There is no specific limit on the number of members of any particular committee. In unusual circumstances, or if a committee member ceases to serve, new members may be added to a committee after November 1st.
3. The membership may, at the recommendation of the Executive Committee, establish *Ad Hoc* committees for matters outside the realm of the standing committees.

Section 4 PRESIDENT

The president will serve as the executive officer of the organization and will chair the meetings of the Membership and of the Executive Committee. All other officers will report to the President and the President is an *ex officio* nonvoting member of all standing committees except that he or she may vote at Executive Committee meetings. The President will have all rights and privileges of members of the Board of Trustees except for vote.

Section 5 ARTISTIC DIRECTOR AND THE ARTISTIC ACTIVITIES COMMITTEE

The Artistic Director of the Rocky Neck Art Colony will oversee the quality and execution of the art related activities of the Colony. These may include but are not limited to exhibitions – including jurying and hanging - readings, lectures, and residencies. The Artistic Director will chair the Artistic Activities Committee. The Artistic Director will carry out the duties of the President in situations in which the President is absent.

Section 6 TREASURER AND THE BUDGET COMMITTEE

The Treasurer will oversee the keeping of the books, paying of all bills, preparing of the tax forms and coordinating the preparation of the annual budget to be presented to the Executive Committee, the Membership and the Board of Trustees. The Treasurer will chair the Budget Committee. One member of the Budget Committee will serve as Membership Coordinator.

Section 7 SECRETARY AND THE ARCHIVE COMMITTEE

The Secretary will oversee the archives of the organization, keep records of the membership meetings and oversee all elections and votes by the membership. The Secretary will chair the Archive Committee. The Archive Committee will be responsible for all activities related to the history of the Rocky Neck Art Colony. One member on the Archive Committee will be the Recording Secretary of the meetings of the Membership

Section 8 DIRECTOR OF MARKETING AND THE MARKETING COMMITTEE

The Director of Marketing will oversee the design of brochures and posters, the advertising of the Colony and its activities, the placing of notices and newspaper and magazine articles and will keep the membership informed of all matters related to the Art Colony. The Director of Marketing will chair the Marketing Committee.

Section 9 DIRECTOR OF DEVELOPMENT AND THE DEVELOPMENT COMMITTEE

The Director of Development will oversee fund raising and all other activities related to the establishing and maintaining of a capital fund for the rental, and/or purchase and improvement of spaces for Colony activities and any other large purchases that the Colony may decide to make. The Director of Development will work closely with the Board of Trustees and chair the Development Committee.

Section 10 ACTIVITIES DIRECTOR AND THE ACTIVITIES COMMITTEE

The Activities Director will oversee all public activities organized by the Colony that do not fall under the responsibilities of the Artistic Director. Examples of such activities for illustrative purposes include such regular events as the Beaux Arts Ball and Nights on the Neck. The Activities Director will Chair the Activities Committee. Chairpersons of important, recurring activities will come from the members of the Activities Committee.

Section 11 EXECUTIVE COMMITTEE

The Executive Committee will be chaired by the President and will be comprised of the officers of the Rocky Neck Art Colony. The Executive Committee will oversee the long range planning of the Rocky Neck Art Colony. It will advise the President in the carrying out of his or her responsibilities and vote upon matters brought to it by the President. The executive Committee will be charged with approving budgetary transfers or allocations within the budgetary limits established by the yearly budget and approved by the Board of Trustees.

ARTICLE IV

Section 1 RESPONSIBILITIES OF THE BOARD OF TRUSTEES

1. Assuring that the Rocky Neck Art Colony remains focused upon the Mission and Purposes as defined in Article I.
2. Working with the President and the Director of Development to assure the financial stability and capital development of the Rocky Neck Art Colony.
3. Approving the fiscal year operating budgets. Such budgets must be presented to the Board of Trustees by the President and will not take effect until such approval is effected.
4. Approving all expenditures relating to capital development and the instituting of all new paid positions.

Section 2 BOARD MEMBERSHIP

The Board of Trustees will be composed of:

1. A Chairperson and six other members.
2. Two of the members will be elected from among the Artist Members of the Rocky Neck Art Colony by vote of the membership of the Rocky Neck Art Colony.
3. The other five of the members will be elected by the existing members of the Board of Trustees, including artist and non-artist members.
4. All terms of membership on the Board of Trustees will be for two years beginning November 1st and will be renewable by election.
5. Should a vacancy occur prior to the end of a term, that position will be filled by vote of the Trustees or, in the case of Artist Members, by the membership of the Rocky Neck Art Colony for the remainder of that vacant term.
6. The President of the Rocky Neck Art Colony will not be counted as a Trustee but will have all rights and privileges of a Trustee except vote.

Section 3 BOARD CHAIRPERSON

1. The Chairperson of the Board of Trustees will be elected from the Trustees by the Trustees.
2. The Chairperson will chair all meetings of the Trustees.
3. The term of the Chairperson will be two years.
4. The Chairperson of the Board of Trustees may not serve as Chair for more than two consecutive terms without a hiatus of at least one year.

Section 4 BOARD MEETINGS

1. The Board of Trustees will meet as often as necessary as determined by its members but in any case no fewer than three times per year.
2. Meeting notices will be made by the Chairperson and, except in cases of emergency, will provide one month's notice.
3. All meetings of the Trustees will be open to the Members of the Rocky Neck Art Colony unless the Trustees, for good and sufficient reason, choose to carry out the meeting in executive session.
4. In the event that a vote of the Trustees is necessary before some deadline and a meeting is not possible prior to that deadline, the vote may be submitted to the Trustees by mail including email.

ARTICLE V

Section 1 AMMENDMENTS TO THE BY-LAWS

1. The By-Laws of the Rocky Neck Art Colony may be amended by a two-thirds or greater vote of the all members of the group comprised who are either (1) Rocky Neck artists or those working in art-related businesses on Rocky Neck or (2) members of standing committees as defined above. In this clause the phrase “all members of the group ...” is intended literally and does not mean “of a quorum at a meeting”.
2. The vote will take place at a meeting of the membership after sufficient time is allotted for discussion. It will be by secret ballot and shall permit written proxy votes. Proxy votes will not be counted toward a quorum. The vote will take place only after the specific amendments or changes to the By-Laws have been available to the members in writing, with the exact wording of the change, at least 30 days prior to the vote.
3. Should the meeting at which an amendment is to be voted upon not reach the two-thirds minimum of voters, discussion of the amendment may still take place and the vote will be submitted to the voters by mail, including email, as soon as possible. In this event each vote must include the name of the voting member.
4. After the written, proposed amendments have been distributed to the Membership the vote must take place within 60 days.

Section 2 NON-PROFIT STATUS

In accord with the requirements of the Internal Revenue Code,

1. The organization is organized exclusively for charitable, religious, educational and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code.
2. No part of the earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements on behalf of any candidate for public office. Notwithstanding any provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income tax Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any Federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.
3. Upon the dissolution of the Rocky Neck Art Colony, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal Government, or to a State or local government for a public purpose.