

**BY-LAWS  
of the  
ROCKY NECK ART COLONY, INC.**

**AMENDED AND RESTATED AS OF XXX**

**ARTICLE I MISSION AND TITLE**

**Section 1 MISSION VISION VALUES**

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

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

- Encourage free expression and open mindedness.
- 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.
- Foster the economic and cultural vitality of the Rocky Neck community
- Provide opportunities for educational and professional development in the arts, which might include lectures, workshops, exhibitions, scholarships and residencies.
- Provide space to artists and non-profit organizations for artistic and cultural programming.
- Work in partnership with arts institutions, funding agencies, neighbors, businesses and others in the advancement of the Mission of the Rocky Neck Art Colony.

**Vision:**

The Rocky Neck Art Colony's vision is to be a preeminent center for creative achievement and inspiration, sustained by a rich cultural history and the commitment of its community.

**Values:**

The essential values underlying our vision and mission include high standards of creative achievement, community, professional development, innovation and volunteerism, all within a spirit of inclusiveness.

**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 under Massachusetts law as a charitable nonprofit corporation and is recognized as a Section 501(c) (3) tax exempt organization.

**ARTICLE II MEMBERSHIP AND MEETINGS**

**Section 1 MEMBERSHIP**

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 fulfilled the membership dues requirement 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 Board of Trustees. Honorary members will not be required to pay dues and do not possess the vote.

3. Any issue that arises in regard to whether a person or organization is or is not a member will be settled by vote of the Executive Committee.
4. The yearly dues for members of the Rocky Neck Art Colony will be proposed by the Executive Committee of the Board of Trustees ("Executive Committee") for approval by the Board of Trustees for inclusion into the yearly budget proposal.

## **Section 2 MEETINGS OF THE MEMBERSHIP**

1. Regular meetings of the membership of the Rocky Neck Art Colony will be held every two months at a date and time determined by the Executive Committee unless it is determined by the Executive Committee that there is sufficient reason not to hold a meeting or to meet more frequently. Reasonable notice of the meeting will be provided to the members. **An annual meeting of the members will be held to elect the Artist Trustees referenced in Article III, Section 2 of these bylaws.**
2. The agenda for each meeting will be distributed to the membership 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.

## **Section 3 QUORUM AND VOTING AT MEMBERSHIP MEETINGS**

1. Each member of the Rocky Neck Art Colony is entitled to one vote.
2. In the course of normal business every member of the Rocky Neck Art Colony is encouraged to participate and vote at meetings in person or by proxy.
3. QUORUM: Meetings of the Rocky Neck Art Colony do not require a quorum unless formal votes are to be taken. In order for a vote of the members to be binding, a quorum of at least 15% of the members entitled to vote must be present in person or represented by proxy at a meeting.
4. **APPROVAL OF MINUTES: No quorum is needed for approval of minutes of general membership meetings. Approval of the minutes of each membership meeting will take place at a subsequent meeting by majority vote of the members present and entitled to vote. [This allows for more expeditious approval of Minutes]**
5. For passage, all votes require a majority vote at a meeting at which a quorum is present, in person or by proxy.
6. Proxy voting will be allowed for all votes. Proxies 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 who is designated as proxy.
7. All elections in which there is more than one candidate will take place by written, secret ballot. Any other vote may be by written secret ballot should the membership vote to do so.
8. **If a vote of the membership is required and 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 about the vote with members who do not have email. Adoption of a vote in this manner will require unanimous written consent of the members**

eligible to vote. [This language was inserted by our legal counsel to ensure enough opportunity for discussion on important matters before voting; consequently it discourages taking votes by email]

## ARTICLE III THE BOARD OF TRUSTEES

### Section 1 RESPONSIBILITIES

The Board of Trustees will carry out the following responsibilities:

- Assure that the Rocky Neck Art Colony remains focused upon the Mission and Purposes as defined in Article I.
- Work with the Executive Director and the Executive Committee to assure the financial stability and capital development of the Rocky Neck Art Colony and the appropriate use of charitable assets.
- Oversee and take an active role in the fundraising, development and community outreach processes of the Rocky Neck Art Colony.
- Oversee the long range planning of the Rocky Neck Art Colony, Inc. and the Rocky Neck Art Colony Galleries, Inc.
- Approve the operating budget for each fiscal year. Such budget must be presented to the Board of Trustees by the Treasurer and will not take effect until such approval occurs.
- Approve all capital development expenditures and the institution of all new paid positions.
- Approve all proposed changes to the By-Laws of the Rocky Neck Art Colony.
- The Board of Trustees will establish ad hoc committees or work groups as necessary to assist in carrying out the responsibilities of the Board.

### Section 2 BOARD MEMBERSHIP

The Board of Trustees will be composed of a minimum of eleven members who must be members in good standing of the Rocky Neck Art Colony as follows:

*Artist Trustees:* Three of the members of the Board 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 at the Annual Meeting. They will serve on the Board of the Rocky Neck Art Colony, Inc. and, at the discretion of the Board of Trustees may also serve on the Rocky Neck Art Colony Galleries, Inc. Board. [Changed from two to three Artist Members, elected by the membership]

*At Large Trustees:* The remaining eight or more members of the Board will be elected by the existing members of the Board of Trustees to serve on the Board of Trustees of the Rocky Neck Art Colony and, at the discretion of the Board of Trustees, may also serve on the Board of Trustees of the Rocky Neck Art Colony Galleries, Inc. [Providing that remaining Trustees will be appointed by the Board]

### Section 3. TERMS OF MEMBERSHIP OF BOARD MEMBERS

1. *Terms of Membership:* The terms of membership on the Board of Trustees will be for two years beginning November 1st of each Trustee's service year and will be renewable by election as described above. 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 Trustees, by vote of the membership of the Rocky Neck Art Colony, for the remainder of that vacant term.
2. *Term Limits:* Members of the Board of Trustees may not serve for more than three consecutive terms without a hiatus of at least one term. **[Term limits added]**

#### **Section 4 BOARD OFFICERS**

1. The Officers of the Rocky Neck Art Colony will form the Executive Committee and will be: President, Vice President, Artistic Director, Treasurer and Secretary. The Officers will be elected from the Trustees by the Trustees. **[Providing Officers elected by Trustees]**
2. **President:** The President, or his or her designee, will chair all meetings of the Board of Trustees and the meetings of the Executive Committee.. All other officers will report to the President. The President will, in consultation with the Executive Director, establish the agenda for the meetings of the Board. **[Providing that the RNAC President serves as Board Chair]**
3. **Vice President:** The Vice President will have such duties and powers as shall be designated from time to time by the Board of Trustees or by the President and in any case shall be responsible to and shall report to the President. In the absence or disability of the President, the Vice President, or such other officers as the Board of Trustees shall determine, shall have the powers and duties of the President.
4. **Treasurer:** The Treasurer will oversee the keeping of the books, paying of all bills, preparing of the tax forms and coordinate the preparation of the annual budget to be presented to the Executive Committee for approval of the Board of Trustees. The Treasurer will establish ad hoc committees or work groups as necessary to assist in carrying out the responsibilities of the position.
5. **Secretary:** The Secretary will oversee the archives of the organization, keep records of the meetings of the membership and Board of Trustees, and oversee all elections and votes by the membership and the Board. The Secretary will establish ad hoc committees or work groups as necessary to assist in carrying out the responsibilities of the position and may recruit members to record the minutes of the membership and the Executive Committee.
6. **Artistic Director:** The Artistic Director of the Rocky Neck Art Colony will oversee the quality and execution of the arts and cultural activities of the Art Colony. These may include but are not limited to exhibitions, including jurying and hanging, readings, lectures, music, and residencies. The Artistic Director will establish ad hoc committees or work groups as necessary to assist in carrying out the responsibilities of the position.

#### **Section 5 EXECUTIVE COMMITTEE**

1. The Executive Committee will be chaired by the President, or the President's designee, who must be a Trustee, and will be comprised of the President, Vice President, the Artistic Director, Treasurer, and Secretary.
2. The Executive Committee will oversee the operations, activities and decisions of the Executive Director and approve budgetary transfers or allocations within the budgetary limits established by the yearly budget as approved by the Board of Trustees.

3. The Executive Committee will oversee the long range planning activities of the Rocky Neck Art Colony. The Executive Committee will establish ad hoc committees or work groups as necessary to assist in carrying out the responsibilities of the Committee.

## **Section 6 BOARD MEETINGS**

1. The Board of Trustees will meet as often as necessary as determined by the Trustees but in any case no fewer than once per quarter per calendar year.
2. Meeting notices will be made by the President and, except in cases of emergency, will be provided with sufficient time to be considered by the Trustees.
3. Members of the Rocky Neck Art Colony may attend all meetings of the Board of Trustees and may participate upon written request submitted to and approved by the President at least one week in advance of the meeting at which participation is requested. The Trustees, for good and sufficient reason, may choose to carry out portions of meetings in executive session. **[Clarifying members' participation at Board meetings]**
4. In the event that a vote of the Trustees is necessary in order to comply with a deadline before it is possible to schedule a meeting of the Board, the vote may be submitted to the Trustees by mail, including email, and will be effective only upon unanimous written consent of all Trustees then in office. **[This language was inserted by our legal counsel to ensure enough opportunity for discussion on important matters before voting; consequently it discourages taking votes by email]**
5. A quorum for a meeting of the Board of Trustees will be a majority of the Trustees then in office, and any matter will be decided by a majority vote at a meeting at which a quorum is present unless a higher number is required by law or these bylaws.
6. The Trustees or any committee thereof may meet by conference call or other accessible communications such that all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence at the meeting.

## **Section 7 EXECUTIVE DIRECTOR**

1. Upon the approval of the Board of Trustees, the Art Colony may employ an Executive Director. Reporting to the Executive Committee, the Executive Director will have overall operational responsibility for implementing the Mission of the Rocky Neck Art Colony. He or she will have the skills and responsibility for working within the organizational structure of the Rocky Neck Art Colony to: engage and motivate volunteers and staff, assure that designated fundraising goals are met, oversee marketing and public relations for RNAC programs, partner with colleagues in other arts organizations and accept other roles as developed by the Executive Committee.
2. The Executive Director, or his or her designee, will chair the meetings of the members hip.

## **ARTICLE IV BYLAWS AMENDMENTS AND NON-PROFIT STATUS**

### **Section 1 BYLAWS AMENDMENTS**

1. Amendments to the By-Laws may be proposed by the Board of Trustees or by petition of one or more members. A petition is required to contain (1) the exact language of the proposed amendment, (2) the names and addresses of the signers (3) the signatures of the signers and (4) the date of each signature.

The petition will be delivered to the Secretary of the Rocky Neck Art Colony who will arrange for hearings leading to a vote in no more than 60 days from the receipt of the petition by the Secretary.

2. Votes for Bylaws amendments will take place at a meeting of the membership at which sufficient time is allotted for discussion. It will be by secret ballot and shall permit proxies. 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(s), at least 30 days prior to the vote.
3. After the written, proposed amendments has been distributed to the Membership the vote must take place within 30 days.
4. The voting on any amendment proposal will be overseen and certified by the Secretary of the Rocky Neck Art Colony.
5. If a quorum is not met at a meeting at which an amendment is to be voted upon, discussion of the amendment may still take place, and the vote may be submitted to the members eligible to vote by mail, which may include email. In this event each vote must include the name and address of the voting member. A vote in this manner will be approved only upon unanimous written consent of all members eligible to vote. **[This language was inserted by our legal counsel to ensure enough opportunity for discussion on important matters before voting; consequently it discourages taking votes by email]**

## Section 2 NON-PROFIT STATUS

1. In accord with the requirements of the Internal Revenue Code, the organization is organized exclusively for charitable, religious, educational and/or scientific purposes described in 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.
3. 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 (including the publishing or distribution of statements) on behalf of any candidate for public office.
4. Notwithstanding any provisions of this document, the organization shall not carry on any other activities not permitted to be carried on 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 by an organization, contributions to which are deductible under section 170 of the Internal Revenue Code, or corresponding section of any future tax code.
5. 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, that are similar to the purposes of the Rocky Neck Art Colony, or shall be distributed to the Federal Government, or to a State or local government for a public charitable purpose similar to that of the Rocky Neck Art Colony.