



By Laws

of

North Shore Arts Association
of Gloucester, Inc.

2010

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BY LAWS
OF
NORTH SHORE ARTS ASSOCIATION OF GLOUCESTER, INC.
Gloucester, MA 01930

ARTICLE I
NAME, LOCATION AND CORPORATE SEAL

Section 1. The name of the association shall be NORTH SHORE ARTS ASSOCIATION OF GLOUCESTER, INC. It shall be referred to herein as the Association.

Section 2. The Association shall be located in Gloucester, Massachusetts.

Section 3. The Association shall have a circular seal giving the name of the Association as follows:

NORTH SHORE ARTS ASSOCIATION OF GLOUCESTER, INC.

ARTICLE II
PURPOSE

The Association, believing in the importance of American art, is committed to advancing it in every way possible. The Association is formed for the purpose of promoting the advancement and preservation of the fine arts by having exhibitions that encourage the viewing and acquisition of the fine arts, presenting educational and charitable programs that benefit members of the Association and the general public, and maintaining an acquisition fund with which works of art are bought, including work from its exhibitions, for inclusion in the Association's permanent collection. To maintain the Association's high level of excellence in the arts, it shall be persistent in its efforts to invite artists to identify themselves with and to actively participate in the Association's activities.

ARTICLE III
MEMBERSHIP AND DUES

Section 1. The membership of the Association shall consist of the following classifications: ARTIST MEMBERS, ASSOCIATE MEMBERS, JUNIOR MEMBERS, PATRON MEMBERS, CORPORATE MEMBERS, LIFETIME and HONORARY MEMBERS. All classes of membership shall support the Association by paying their required yearly dues, attending events and volunteering their services.

Section 2. ARTIST MEMBERS are those whose works have been accepted by the Artist Membership Jury, and will carry full membership privileges including voting and submission of their work for consideration in exhibitions.

Works which may be accepted are original paintings including oil, water media, pastel, collage, mixed media, graphics executed by hand, and sculpture.

Section 3. ASSOCIATE MEMBERS are those who may submit their work for exhibit in any Associate/Patron Member exhibitions held by the Association. They do not have voting privileges.

Section 4. PATRON MEMBERS are those interested in supporting the arts and North Shore Arts Association. They shall be entitled to such inducements and privileges as may be granted them by the Board of Trustees, except the right to vote or to show work in any exhibit.

Section 5. LIFE MEMBERS are those who have paid the required fee for this classification, and who, if a lay member (i.e., any member who was not an Artist Member), may exhibit their work in any lay member exhibit held by the Association. See current approved actuarial table. They do not have the right to vote unless previously they were an Artist Member.

Section 6. HONORARY MEMBERS are those who may be elected by the Board of Trustees in recognition of distinguished service in the advancement of the fine arts and/or valuable service to the Association. They shall be exempt from payment of dues. They do not have the right to vote unless previously they were an Artist Member.

Section 7. JUNIOR MEMBERS are those under the age of 18 who are interested in the study of art, and are entitled to such inducements and privileges as may be granted them by the Board of Trustees, except the right to vote.

Section 8. CORPORATE MEMBERS are any business or company contributing significant annual financial support, and are entitled to such inducements and privileges as may be granted by the Board of Trustees, except the right to vote.

Section 9. FAMILY MEMBERS are non-artist adults and their children or grandchildren under age 18 residing in the same household. They shall be entitled to such inducements and privileges as may be granted them by the Board of Trustees, except the right to vote.

Section 10. CLASSIFICATION and DUES: The amount of the annual dues and membership classifications may be established by the following procedure: The Board of Trustees may by a majority vote present its recommendation for a change in the annual dues or fees of any classification of membership at the Annual Meeting, provided written notice of the proposed change has been sent to the voting membership at least ten days before the date set for the Annual Meeting. A two-thirds vote of the Artist Members present at said Annual Meeting is required to effect the change.

Section 11. DUES: In January of each year notice of annual dues will be mailed to all members at the direction of the Treasurer.

- a. Penalty for nonpayment of dues: The Board of Trustees shall have the power to assess such penalties for nonpayment of dues as they deem advisable.
- b. No member whose dues are unpaid shall be entitled to exhibit, to serve on juries of the Association, or to vote except by special permission of the Board of Trustees.

Section 12. FORFEITURE OF MEMBERSHIP: On the affirmative vote of a majority of the entire Board of Trustees, membership in the Association may be forfeited for either or both of the following reasons:

- a. Conduct deemed detrimental to the interests of the Association.
- b. Nonpayment of dues. Upon payment of past dues, less any relief on arrearages as the Board of Trustees may grant, Artist Members may be reinstated by a majority vote of the Board of Trustees.

Section 13. RESIGNATIONS shall be made in writing to the Recording Secretary of the Association. Any Artist member who has resigned, but who later reapplies for membership, may be reinstated by a majority vote of the Board of Trustees.

ARTICLE IV MEETINGS

Section 1. The Annual Meeting of the Association shall be held in July or August each year. Special meetings of the Association may be called by the President or by any three (3) members of the Board of Trustees.

- a. Notice of the Annual Meeting, members= meetings, and any Special meetings shall be mailed to each member at least thirty (30) days in advance of the meeting date.
- b. Voting members present at an Annual or Special meeting shall constitute a quorum if they total at least 10% of the Artist membership.

Section 2. Board of Trustee Meetings: The Board of Trustees shall meet on the second Tuesday of each month and at such other times as may be required in the judgment of the President or any five (5) members of the Board of Trustees.

- a. Trustees shall be notified at least one (1) week in advance of the date, time and place of meetings, either in writing or electronically.

ARTICLE V OFFICERS

Section 1. The Officers of the Association shall be elected by the Artist Members at the Annual Meeting from the nominations submitted by the Nominating Committee plus any additional nominations proffered by the Artist Membership and shall be as follows: President, Vice President or two (2) Co-Vice Presidents, Recording Secretary, Corresponding Secretary, and Treasurer. Officers need to be members of the Association, but not necessarily Artist Members, except that either the President or a Vice President shall be an Artist Member. The proposed slate will be mailed to the Artist Members one month prior to the meeting. Additional nominations which are supported and recommended by any three Artist Members in writing will be accepted up to two weeks prior to the annual meeting. Such additional nominations will be communicated to the Artist Members prior to the Annual Meeting.

Section 2. All Officers shall be elected for a term of two (2) years beginning January following the Annual Meeting at which they were elected and shall serve for a period of two (2) years or until their successors are elected and qualified. No President or Vice President shall be elected for more than two (2) consecutive terms of the same office.

Section 3. All Officers shall serve without compensation, except that the Corresponding Secretary, the Recording Secretary, and the Treasurer may be paid at the discretion of the Board of Trustees.

ARTICLE VI DUTIES OF OFFICERS

Section 1. The **President** shall preside at all meetings of members and at all meetings of the Board of Trustees. The President shall coordinate the activities of the Association under the general direction of the Board of Trustees, and shall annually appoint the Chairpersons of all standing and ad hoc committees subject to the approval of the Board of Trustees. Ex-officio the President shall be a member of all committees with the exception of the Nominating Committee.

Section 2. The **Vice President**, or two Co-Vice Presidents, shall perform such duties as the President and Board of Trustees shall direct, and in the absence or disability of the President, perform all duties of the President until otherwise directed by the Board of Trustees. In the absence of the President and both Co-Vice Presidents at a meeting of the Board of Trustees, a majority of the Board of Trustees shall appoint a President pro tem for that meeting.

Section 3. The **Recording Secretary** shall keep, in a book or books provided therefor, a schedule and current membership list of the Association and of the Board of Trustees; shall be responsible for preserving and maintaining

permanent records and related documents, including the minutes of meetings of the Association; shall have charge of the seal of the Association; shall perform all other duties incident to this office and such as may be required by the Board of Trustees.

Section 4. The **Corresponding Secretary** shall receive from the officers of the Board of Trustees and/or the Gallery Director all general communications addressed to the Association (unless the content of the communication indicates action by the offices of the President or the Treasurer); shall answer communications, send notices of all meetings and carry out such duties as may be required by the Board of Trustees.

Section 5. The **Treasurer** shall receive and deposit in such bank or banks as may be designated by the Board of Trustees all moneys of the Association, and shall disburse the same as directed by the Board, and shall in a book or books provided therefor keep full and accurate account of all receipts and disbursements; shall provide monthly Treasurer=s reports to the Board of Trustees, and, at the close of the fiscal year, make available to the Board and to the members a full report of said receipts and disbursements. The fiscal year of the Association shall begin on January 1 and end on December 31 of each year.

Section 6. The Board of Trustees may require any officer, agent or employee to give bond for the faithful performance of his or her duties in such amount and with such surety as it may deem proper.

Section 7. Because of absence or for any other reason it may deem sufficient, the Board of Trustees may delegate any or all powers of any Officer to any other Officer or to any other Trustee for such time as it may deem proper.

Section 8. Every officer shall, upon his or her resignation or upon the expiration of his or her term of office, deliver all books and records, papers, moneys, choices in action, and other property of the Association into the hands of his/her successor in office or to the President.

ARTICLE VII BOARD OF TRUSTEES

Section 1. Trustees shall be members of the Association, and the Board of Trustees shall have full charge of the affairs of the Association including, without limiting the generality of the foregoing, the duty and power to engage employees, determine their duties and fix their compensation. The Board of Trustees shall consist of no more than twenty (20) and no fewer than fourteen (14) individuals including the Officers of the Association, at least two-thirds of whom shall be Artist Members, each Trustee having one vote.

Section 2. The Board of Trustees may employ a Gallery Director who will supervise the general workings of the gallery, the work of and reports on any employee of the Association, attend all meetings of the members, shall work with the Finance Committee to create a projected budget, and as a non-voting member attend the monthly meetings of the Board of Trustees giving such reports as may be required, and have other such duties and powers as may be delegated to him or her by the Board of Trustees.

Section 3. Each Trustee shall serve for three (3) years. Non-officer Trustees shall serve for no more than two (2) consecutive terms. A Trustee may run for election after sitting out for one full term. The Trustees shall not serve in excess of six (6) successive years at any one time. Trustees whose terms have expired shall be replaced by election at each Annual Meeting. Elected Trustees shall take office in January following the Annual Meeting. The Board has the option at any time of appointing up to two (2) additional Trustees.

Section 4. The Board shall appoint, at least two (2) months preceding the Annual Meeting, a Nominating Committee comprised of three (3) Artist Members who shall nominate candidates for Trustees. When Officers are to be elected at an Annual Meeting, the Nominating Committee shall nominate a candidate for each office. The Chairperson of the Nominating Committee shall present said nominations for Trustees and/or Officers at the Annual Meeting plus additional nominations which are recorded at the Association at least two (2) weeks prior to the Annual Meeting and which are supported and recommended by any three (3) Artist Members in writing. The proposed slate will be mailed to the Artist Members one month prior to the meeting.

Section 5. The Board of Trustees shall have the power to suspend or expel, by a two-thirds vote of the Trustees present at any regular meeting of the Board, any member for any conduct which the Board may find prejudicial to the welfare and reputation of the Association. The said member must receive from the Corresponding Secretary of the Association written notice by registered mail, fourteen (14) days prior to the meeting at which the adverse action will be considered by the Board of Trustees and voted upon, and shall have the right to appear before the Board in his or her defense.

Section 6. Seven (7) members of the Board of Trustees, at least five (5) of them to be Artist Members, shall constitute a quorum for Board meetings. All decisions by the Board of Trustees at a meeting at which a quorum is present shall be approved by a simple majority of the Trustees present at the meeting, unless a greater majority is required by these By Laws.

Section 7. Any Trustee who is absent from three (3) successive meetings of the Board without valid reason may be dismissed as a Trustee of the Board after first having been given by certified mail due notice of an opportunity to be heard at a meeting of the Board.

Section 8. The Board of Trustees may fill any vacancies in its membership for the unexpired term thereof.

Section 9. The Board of Trustees shall establish a Conflict of Interest Policy, to be reviewed by the Board annually.

ARTICLE VIII COMMITTEES AND THEIR DUTIES

Section 1. The **Executive Committee** shall be comprised of the Officers of the Association and shall be responsible for the transaction of important and urgent business between Board meetings and for business referred to it by the Trustees. The Executive Committee shall report its activities to the Board at the next monthly meeting.

Section 2. There shall be the following **Standing Committees**, each consisting of not fewer than three (3) members, the Chairperson of which shall be appointed annually by the President, subject to the approval of the Board of Trustees: Arts and Exhibitions, Education, Finance, House, Nominating and Acquisition. The remaining members of the foregoing Committees shall be invited to serve by the Chairperson of the respective Committees. Each Committee Chairperson shall make a quarterly status report to the Trustees on the work of the Committee.

Section 3. The **Arts and Exhibitions Committee**, whose Chairperson shall be appointed annually by the President, subject to the approval of the Board of Trustees, shall have general charge of all exhibitions, including the rules, regulations, and program therefore, subject to the approval of the Board of Trustees.

Section 4. The **Education Committee** shall have general charge of all educational programs.

Section 5. The **Finance Committee** shall have general charge and oversight of the financial affairs of the Association including the Acquisition Fund, the Educational Funds, Leases and Grants. The Committee shall cause appropriate repairs and maintenance to be made on a timely basis in cooperation with the House Committee. The Committee shall prepare, in conjunction with the Gallery Director, and monitor a projected annual budget, and be responsible for the presentation of the Treasurer's monthly statement to the Board of Trustees.

Section 6. The **House Committee** shall report quarterly to the Board of Trustees, have general charge of the building, grounds and equipment of the Association; any major expenditure needed for these purposes must be referred to the Board of Trustees. The House Committee shall constantly monitor throughout the year the maintenance and upkeep of the physical plant and equipment belonging to the Association.

Section 7. The **Nominating Committee** is comprised of three (3) Artist Members who shall nominate candidates for the Board of Trustees as well as a candidate or candidates for each office as vacancies occur. The Chairperson of the Nominating Committee will present such nominations two weeks before the Annual Meeting to all Artist Members and for vote at the Annual Meeting.

Section 8. The **Acquisition Committee** shall with the guidance of the Chairperson of the Finance Committee oversee the acquisition, accessioning and de-accessioning of works of fine art, the works= appraisal, provenance, repair and restoration, storage, safekeeping and display. The Acquisition Committee shall include an Historian who shall be in charge of gathering and organizing information on all current and past Artist Members. The Committee shall report quarterly to the Board of Trustees and shall manage and enhance the financial account of the Museum Account.

Section 9. The President as required may appoint special ad hoc Committees.

ARTICLE IX JURIES

Section 1. Election of both Exhibition and Artist Membership Juries shall be by ballot of the Artist Members present at the Annual Meeting. Every attempt shall be made to see that the Juries represent the broadest spectrum of media.

Section 2. EXHIBITION JURIES: Nominations for the Exhibition Juries for the following year shall consist of no more than a fourteen (14) member jury pool, and shall be drawn up by the Arts and Exhibitions Committee and presented to the Board of Trustees thirty (30) days prior to the Annual Meeting. Additional nominations may be made from the floor, provided the candidate or candidates so nominated have agreed to serve and are supported by three (3) Artist Members present at the meeting. Each jury shall constitute of seven (7) Artist Members on a rotating basis, with the intent to create a different jury for each show.

- a. After the election of any jury, the members of said jury shall elect their own Chairperson.
- b. No member of the Association may serve on an Exhibition Jury two (2) years in succession.
- c. No work shall be placed on exhibition in a juried show unless it has received at least a majority vote of the jury judging the exhibition with the exception of works by newly admitted Artist Members, one of whose works must be shown in the first exhibition of the season following their admission.

Section 3. ARTIST MEMBERSHIP JURY: Nominations for the Artist Membership Jury, consisting of seven (7) Artist Members and four (4) Artist Members as alternates, shall be drawn up annually by the Artist Members of the Board of Trustees at least thirty (30) days prior to and presented at the Annual Meeting. Additional nominations may be made from the floor, provided the candidate or candidates so nominated have agreed to serve and are supported by any three (3) Artist Members present at the meeting. The Artist Membership Jury shall pass upon the works submitted by applicants for Artist Membership and report thereon to the Board of Trustees.

- a. Seven members of the jury shall constitute a quorum and at least a two-thirds vote shall be required for admission of an applicant.
- b. Serving on the Artist Membership Jury shall in no way preclude any Artist Member from serving concurrently on an Exhibition Jury.
- c. Jury members may not serve two years in succession.

Section 4. NONMEMBER JURIES: Any use of Juries of Selection to be composed of persons who are not members of the Association shall be authorized by the Board of Trustees subject to such terms and conditions of qualification, employment, compensation and procedure as the Board shall determine.

Section 5. NONJURIED SHOWS shall be authorized by the Board of Trustees. The Chairperson of the Arts and Exhibitions committee in consultation with and with the approval of the Board of Trustees shall have general charge of the rules and regulations of said shows.

ARTICLE X VOTING

Section 1. Only Artist Members may vote at a members= meeting.

Section 2. Voting by proxy or absentee ballot shall not be permitted.

Section 3. No member who has failed to pay his or her annual dues shall be entitled to vote.

ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert=s Rules of Order Newly Revised* shall govern NSAA in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XII AMENDMENTS

These By Laws may be amended by the following procedure:

Any five (5) voting members of the Association may present a signed proposed amendment or amendments to the Board of Trustees. These By Laws may be amended or repealed and additional By Laws may be adopted at any Annual or Special meeting of the Association if:

- a. The Board of Trustees shall present the proposed amendments to the voting membership of the Association who have been given notice of the meeting and proposed action at least thirty (30) days prior to the announced date.
- b. Vote on the proposed amendments has been passed by a two-thirds majority of those voting members present at the Annual Meeting or a meeting duly called to consider said amendment or amendments.

ARTICLE XIII INDEMNIFICATION

The Association shall have the power to indemnify and hold harmless any Trustee, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Trustee, Officer, or employee. (Except in cases involving willful misconduct).

The Association shall to the fullest extent permitted by the Section 6 of Chapter 180 of the General Laws of the Commonwealth of Massachusetts as the same may be amended and supplemented, and insofar as the Association=s status as an organization exempt from federal income tax is not adversely affected thereby, indemnify any and all persons whom it shall have power to indemnify under said section of the General Laws from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section of the General Laws. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in the official capacity of the person indemnified and action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, Officer, employee, agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

