

Summary of bylaws changes

Mission updated in purpose, to reflect latest version of it.

Board of Directors staggered one & two year terms were eliminated. Two year terms for all replaced them.

Key words like Organization, In Good Standing, added to bring uniformity.

Entire Section on Executive Committee added, to include flexible amount of VP's, each to be delegated responsibility.

We deleted "no person may hold two offices at a time."

Added "or designate" to secretary, to make sure minutes covered in case of secretary's absence.

Changed the entire section on "Committees" to update how it has actually worked.

Sandwich Arts Alliance, Inc.

Bylaws

ARTICLE I Organization

1. The name of the Organization shall be the Sandwich Arts Alliance, Inc.
2. The Sandwich Arts Alliance, Inc. shall be incorporated as a non-profit Organization in Massachusetts.
3. The Sandwich Arts Alliance, Inc. will abide fully by the rules and regulations pertaining to a non-profit charitable Organization in the State of Massachusetts.
4. The mailing address of the initial principal office of the Organization shall be Sandwich Arts Alliance, Inc., PO Box 1332, Sandwich, MA, 02563.

ARTICLE II PURPOSES

Sandwich Arts Alliance is an artist-driven nonprofit organization that promotes the arts and the artist—bridging business and the arts, empowering artists, serving as a platform for new works, cultivating our creative economy, and culturally enriching our community. This mission will bring economic vitality to the town and will make Sandwich a destination for the arts.

1. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.
2. The Organization's purpose shall be so interpreted as to be consistent with Section 501(c)(3) of the United States Internal Revenue Code (and successor provisions); no part of its net earnings, if any, shall inure to the benefit of any private shareholder or individual; and the Organization shall not participate nor intervene by publishing or distributing statements or otherwise in any political campaign on behalf of any candidate for public office.
3. To the extent required by Section 501(c)(3) as amended from time to time, no substantial part of the Organization's activities shall consist of attempting to influence legislation.

ARTICLE III MEMBERSHIP

1. Membership in this Organization shall be based on payment of annual dues to be set by the Board of Directors. Those who have paid dues shall be considered members in good standing.
2. All members in good standing shall be eligible to vote for the Board of Directors at the Annual Meeting.

ARTICLE IV BOARD OF DIRECTORS

1. The voluntary Board of Directors shall have charge of the management of the Organization and its property, and may exercise all or any of its powers.
3. Except as otherwise provided by these Bylaws or in the Articles of Organization, the corporation shall have a minimum of nine (9) Directors and a maximum of fifteen (15) Directors which includes the Officers.
4. Any vacancy, at any time, existing in the Board of Directors may be filled by the vote of a majority of the Board of Directors at the next scheduled meeting.
5. Except as otherwise provided by law, by the Articles of Organization, or by these Bylaws, Directors shall hold office for a term of two (2) years.
6. Directors may resign by delivering their written resignation to the Organization at its principal office or to the President. Such resignation shall be effective upon a vote of the Board at its next regular meeting.
7. A Director may be removed from office, with cause, by vote of two-thirds of the Directors then in office. A Director may be removed only after reasonable notice and opportunity to be heard before the Board of

Directors.

8. The President of the Organization, by virtue of the office, shall be Chairman of the Board of Directors.

ARTICLE V NOMINATING COMMITTEE

1. The Board of Directors shall appoint a Nominating Committee for the purpose of recommending a slate of Directors to be voted on at the Annual Meeting.
2. The Nominating Committee shall present a slate for the Board of Directors chosen from members in good standing of the Organization. At the first meeting of the fiscal year, Board member will elect members of the Executive Committee.
3. At the Annual Meeting in June, the proposed slate shall be presented. All members in attendance may submit nominees from the floor. After nominations are closed, voting would take place. If no changes are suggested from the original slate, a voice vote by all members in attendance and in good standing may be taken. If other nominees are received, a written tally may be done by private ballot.
4. Votes shall be tallied and reported on by the Secretary.

ARTICLE VI EXECUTIVE COMMITTEE

1. The Officers of the Organization shall be known as the Executive Committee.
2. The Executive Committee shall consist of a President, Vice Presidents, Secretary, and Treasurer. Others may be added, as deemed necessary by the President. The entire slate must be approved by the Board of Directors.
 - a) Terms of office are one year.
3. The President shall:
 - a) Preside at all meetings.
 - b) See that all books, reports and certificates required by law are properly kept or filed.
 - c) Be one of the Officers who may sign the checks or drafts of the Organization.
4. The Vice-President(s) shall, in the absence or inability of the President to exercise the office, become acting president of the Organization with all the rights, privileges, and powers as if he/she had been the duly elected president. Each VP will be delegated an area of responsibility.
5. The Secretary shall keep the minutes of each meeting. The Secretary will also keep records of the Organization in books kept for that purpose; and will present at meetings the minutes of the preceding meeting, including voting counts. Those minutes, as presented or amended, will be voted on by the Board, to make them official.
6. The Treasurer shall:
 - a) Have the care and custody of all monies belonging to the Organization.
 - b) Be solely responsible for such monies or securities of the Organization.
 - c) Be responsible for deposits in a regular bank or trust company.
 - d) Be one of the Officers who shall sign checks or drafts of the Organization.
 - e) Render at regular Board meetings a verbal account of the finances of the Organization.
 - f) Render at stated periods, determined by the Board of Directors, a written account of the finances of the Organization. Such report shall be physically affixed to the minutes of such meeting.
7. Officers shall by virtue of their office also be members of the Board of Directors.

ARTICLE VII MEETINGS

1. Regular meetings of the Board of Directors shall be held on a monthly basis unless waived by the President, with no less than six (6) meetings held each year.
2. Meeting agendas, and the prior meeting's minutes, shall be provided at least two (2) days in advance of Board meetings.
3. At any meeting of the Board of Directors, a majority of the elected Board members in office shall constitute a quorum for the transaction of business.
4. Special meetings of the Board of Directors may be called by the President or a majority of Board members.
 - a) Members shall be notified by the Secretary no less than forty-eight (48) hours in advance of a special meeting, unless every member of the Board verbally, or by electronic transmission, consents to a meeting within a shorter period of time.
 - b) A quorum of the Board of Directors must be present to conduct a special meeting, or to vote on any new motions at a regular meeting.
5. The Annual Meeting shall be held in June for the election of Directors.
6. The Secretary, or designate, shall post and electronically send all members the Annual Meeting agenda, including budget materials, the slate of officers, and all other relevant materials 30 days in advance of the Annual Meeting.

ARTICLE VIII VOTING

1. At all meetings, except for the election of Officers and Directors, all votes shall be by voice or a show of hands.
2. For election of Officers, anonymous ballots shall be provided, if a slate is contested.
3. At any regular or special meeting, if a majority requests, any question may be voted upon by an anonymous written ballot.
4. Each Director shall have one (1) vote and such voting may not be done by proxy unless the vote is for Officers.
5. The Secretary shall conduct the election of Officers and be responsible for tallying the votes.
6. In extenuating circumstances, such as weather, or illness of a majority of members, the Board may make decisions electronically.

ARTICLE IX SALARIES

1. Directors will not receive payment for their services on the Board.
2. No Officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from the Organization for duties other than as a Director or Officer.
3. The Board of Directors, upon receiving all necessary information and recommendation from the Executive Committee, shall approve the hiring and the compensation of any and all vendors which were determined to be necessary for the conduct of the business of the Organization.
4. The Board of Directors shall approve any hiring recommendations made by the Executive Committee, involving an Organization employee collecting salary or hourly wage.

ARTICLE X COMMITTEES

1. All committee representatives of this Organization shall be appointed by the Board of Directors. They shall remain on committees unless action is taken by the Board of Directors to terminate the committee, or if they resign from the committee.
2. The nature of the committees shall be decided upon by the President and with the approval of the Board of Directors.
3. The committees are subject to change from time to time depending upon Organizational needs.

ARTICLE XI FISCAL YEAR

1. The Fiscal Year of this Organization shall begin on the first day of July and end on the last day of June each year.

ARTICLE XII DISSOLUTION

1. In the event this Organization is dissolved without prior termination or disposition of funds, the remaining funds, after payment of any indebtedness, shall be given to a non-profit charitable Organization, on Cape Cod, which in some way supports the arts.
2. In the event of the inability of the Organization to fill vacancies in both the President and Vice President offices at the same time, the Treasurer may dissolve the Organization.

ARTICLE XIII AMENDMENTS

1. These Bylaws may be altered, amended or repealed when there is a need to do so.
2. The President shall appoint a Bylaw Committee to propose any changes.
3. The Bylaw Committee shall present the proposed changes (if any) to the Board of Directors for approval before presenting the proposed changes for a vote of the general membership at the Annual Meeting.
4. At least 30 days prior to the Annual Meeting, the proposed Bylaw Amendments, shall be sent, in writing or electronically, to all members.
5. Amended Bylaws shall be adopted by a two-thirds majority vote of the members in good standing present at the Annual Meeting.