

Nashua Area Artists' Association | Constitution and By-Laws

Constitution

Article I

Section 1. Title and Mission

The title of the organization shall be: NASHUA AREA ARTISTS' ASSOCIATION.

The mission of the Association is to further the education and appreciation of the arts – visual, performing, and literary – in the greater Nashua area and to provide an outlet for local and regional artists to create and exhibit their work.

Section 2. Objective

The Association shall be a permanent non-profit educational and cultural organization located in the Nashua, New Hampshire area. Its objective shall be the advancement of art.

Section 3. Membership

The membership of the organization shall consist of two classes as defined below. The minimum age for individual membership shall be eighteen years. Only exception is within the Family Membership.

Members: Anyone engaged or interested in the pursuit of any of the accepted branches of the arts may be a member. Members pay yearly dues and are entitled to vote and hold office. There shall be three tiers: Individual Membership, Family Membership, and College/University Student Membership.

Life Members: An artist member may be nominated and elected to life membership by a vote of two-thirds majority of the members in attendance at a regularly scheduled meeting of the Association. Life members pay no dues but maintain full membership privileges.

Only members in good standing shall be entitled to vote. The amount of yearly dues payable shall be subject to the wishes of the voting membership.

Article II: Officers of the Executive Board

Section 1. Composition, Duties and Powers

The Officers shall be President, Vice President, Treasurer, Membership Coordinator, Webmaster, Communications Coordinator, and the Newsletter Editor. The Executive Board shall have general charge of the Association's affairs, funds, and property and will manage its day to day affairs pursuant to applicable law, the Constitution, and the Bylaws of the Association. The Executive Board shall have the responsibility for the affairs of the Association as approved by the membership where applicable. The Board's role is one of strategic leadership in defining and implementing the vision, mission, and core values of the Association. It shall adopt policies to ensure the effective stewardship and management of the Association's human and financial resources and shall also oversee adherence to these policies.

The Executive Board may create any committee, appoint persons to serve as members thereof, and change the composition of the committees. Unless otherwise provide by this Constitution and these Bylaws, each committee shall have members in good standing; and a majority of any committee shall constitute a quorum. Unless the Executive Board otherwise designates, committees shall report to and be responsible to the Executive Board and conduct their affairs in the same manner as is provided in this Constitution and these Bylaws.

In case of vacancies, the Executive Board shall elect new members to serve for the unexpired term. A majority of the members of the joint body of the Executive Board and the Advisory Board shall constitute a quorum for any of its meeting and other duties.

Meetings of the Executive Board shall be held monthly, the first Wednesday of each month, unless a different date is agreed upon by a majority of the Committee. All meetings of the Executive Board will be closed to the general memberships and will be open to the Board of Directors and Committees on an as needed basis.

Section 2. President

The President shall preside at all meetings of the Association. In case of an equal division on any questions, s/he shall have a deciding vote. S/He shall serve as Chairman of the Executive Board. S/he shall keep the original certified copy of the Association's Constitution and Bylaws.

Section 3. Vice President

The Vice President shall discharge all duties of the President in his absence. In the event of the absence of both the President and Vice President, a temporary Chairman shall be elected from among the Members of the Executive Board.

Section 4. Treasurer

Treasurer shall handle the Association's financial affairs and shall collect and, under the direction and with the approval of the Executive Board, disburse its funds. S/He shall keep a balanced account of all receipts and expenditures and shall present a written monthly financial statement to the Executive Board as of the last day of the month ending prior to the meeting. His/her accounts shall be audited once a year by the Executive Board. An Annual Report shall be made available to all Executive Board members within thirty (30) days after the submission. This report will be signed by the Treasurer. Copies of all monthly and annual reports shall be filed in the records. The Treasurer shall exhibit at all reasonable times, the financial records of the Association to any Executive Board Member.

Section 5. Membership Coordinator

Membership Coordinator shall be responsible for all communications with members via email and providing accurate information for the newsletters in regards to member news. S/He shall be responsible for tracking membership applications and renewals and developing programs to attract, engage, and retain members. S/he shall be responsible for greeting members at monthly meetings.

Section 6. Webmaster

Webmaster shall maintain an updated website for the Association as well as the design all signage, brochures, flyers etc. that is issued on behalf of the Association.

Section 7. Communications Coordinator

Communications Coordinator shall be responsible for all communications from the Association's main email, distributing incoming inquiries to the appropriate Officer or Committees. Additional email blasts are to be sent at least one week prior to events. S/he shall provide notice of the date, time, and location of each meeting to every member in good standing not less than ten days before the meeting and shall keep the minutes of all meetings and shall send them out in a timely member. S/he will have charge of all the corporation papers and perform all duties of the office as required by the board.

Section 8. Newsletter Editor

Newsletter Editor shall be responsible for gathering information from fellow Officers and members and present it in a timely newsletter put out every month.

Section 9. Advisory Board

In addition to the Executive Board, there shall also be established a group of three members to be known as the Advisory Board. One of these members should be a past President, unless s/he took on another role. Candidates for this body are to be nominated by the Officers. Members of this Board shall attend all meetings, have full voting privileges, adhere to the same rules and guidelines established by this Constitution and these Bylaws regarding the Executive Board, and assist in maintaining traditional policies of the Association.

Article III: Board of Directors and Committees

Section 1. Area Art Initiative Committee

Area Art Initiative Director and the supporting Committee shall be responsible for the event and exhibition calendar, coordinating the setup and breakdown of all exhibitions, as well as the refreshment and event entertainment (music, etc.). S/he is responsible for establishing and maintaining exhibit opportunities outside of the Associations gallery in local organizations and establishments. S/he will be responsible for managing the ArtHub, and setting up the schedules for internal/external workshops and classes. Committee will consist of ArtHub Committee, Event/Program Committee, Media (print/online) Relations, and Social Media Relations. S/he shall serve as primary point of contact for all media inquiries. Proactively identify outlets/reporters to submit information related to the Association. Work closely with other departments to help craft communications strategy, Press Releases, and maintain consistency in organizational messaging. Help create, maintain, and disseminate all press materials. Assist in the promotion of the Associations' events.

Section 2. Artist Development Program Committee

Artist Development Program Director and supporting Committee shall be responsible for soliciting applications and chairing the review committee for the annual scholarships. S/he is responsible for educational programming and the development of a strategic plan, while providing oversight of the Artists Development Program in partnership with Executive Board. Manage participant and program staff recruitment processes. Fully document (photographically and in database) artwork produced in ADP workshops. Formulate, direct and coordinate marketing strategies, activities and policies to promote ADP. Communicate with teachers, students, parents, etc. to answer questions, disseminate or explain information and address complaints. Organize and run Emerging Art Student Talent programs and exhibitions, as well as the Scholarship and Internship Programs.

Section 3. Greeley Park Art Show Committee

Greeley Park Art Show Director and supporting Committee shall be responsible for coordinating the annual art show.

Section 4. Fundraising Committee

Fundraising Director and supporting Committee shall be responsible for developing and implementing a plan for raising funds for both ongoing operations and special projects (i.e. building renovations). They will be responsible for identifying potential sponsors to cover program costs in exchange for good publicity, as well as to make sure any current sponsors are regularly appreciated publicly. Make sure the sponsors' information/support is announced in all public communication along with any relevant information (logos, links, etc.).

Section 5. Volunteer/Hospitality Committee

Volunteer Director shall manage the help of many volunteers to support the Officers and Committees in all aspects of the Association's operations. S/he is responsible for finding, contacting, and managing volunteers. S/he is responsible for meeting and greeting guests and visitors at events but will not be responsible for correspondence or communication. The volunteer group, under the direction of the Volunteer Director, shall be made up of the Association's members willing to volunteer their time. This group will be tasked to help in any activities as needed by the Association.

Article IV

Section 1. Compensation for Services

Members of the Executive Board and Advisory board shall be precluded from rendering services for compensation to the Association. However, they may be reimbursed for reasonable expenses associated with carrying out their duties in accordance with such policies as may be established by the Executive Committee from time to time.

Section 2. Standard of Care

An Officer shall perform his official duties, including as a member of any committee on which he may serve, in good faith, in a manner such Officer believes to be in the best interest of the Association and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances.

Section 3. Inspection

Every Officer of the Association shall have the absolute right at any time to inspect and copy all financial books, records, and documents, and to inspect the physical properties of the Association.

Section 4. Resignation

An Officer or member of the Executive Board may resign at any time by delivering written notice of resignation to the President of the Association or to a meeting of the Committee.

Article V

Section 1. Amendments

Bylaws shall be reviewed by the Officers, or a committee established for that purpose, each year prior to the Annual Meeting. These Bylaws may be revised, repealed, or amended by a simple majority of votes cast at the Annual Meeting or a Special Meeting, provided that the written text of the proposed revision, appeal, or amendment is made available to all voting members via email or paper delivery at least 10 days prior to the meeting where changes are to be discussed and voted upon. The Constitution may be amended by a two-thirds favorable vote of the members present and voting at any regularly scheduled meeting; provided that such proposed amendment(s) is signed by at least five Officers or members.

Article VI

Section 1. Distribution of Assets on Dissolution

If, for any reason, the Nashua Area Artists Association is dissolved, its assets upon dissolution shall be distributed to another exempt organization to be used in such a manner that will best accomplish the general purposes for which the dissolved organization was organized.

Section 2. Gender

As used herein, "his", "hers", "he", "she", etc. are used interchangeable with no regard to a specific gender.

Section 3. Associated Organizations

The Association's ArtHub, and any other associated organization, shall be operated and managed in a manner consistent with this Constitution and these Bylaws, as applicable, in addition to any other rules and procedures that may, from time to time, be approved and enacted for its operation by the Executive Board of the Association.

By-Laws

Article I

Section 1. Annual Meeting

The Annual Meeting of the Association shall be held in October at which time Officer as prescribed by the Constitution shall be voted on and elected by a majority vote. Each member in good standing shall have one (1) vote. The newly elected Officers will assume their official responsibilities at the regular November meeting.

Section 2. Regular Meetings

Regular meetings of the membership of the Association shall be held monthly, the first Wednesday of each month, or other date as voted by the membership for convenience.

Section 3. Special Meetings

The President at his discretion may call special meetings of the Association. Notice of any special meeting is to be emailed or mailed via the Newsletter or other appropriate means at least ten (10) days before such meeting date to members in good standing at their last known address. The notice shall include the date, time, place, and purpose of the special meeting.

Section 4. Quorum

A minimum of five members in good standing shall constitute a quorum at all meetings of the Association.

Section 5. Elections & Nominations

At a regular meeting preceding the Annual meeting, the association shall accept nominations for each Officer position. If a member wishes to add themselves into the running for an Officer position, s/he must attend this meeting and present their bid for nomination. Officers shall be elected at the Association's Annual meeting in October. They shall assume their duties at the beginning of the fiscal year of November 1st. At the regular meeting immediately preceding the Annual meeting, volunteers will be called upon to support the Officers as part of Committees.

The position of the Treasurer will be filled by special election with nominations coming from the Officer. Nominees will be required to send resumes and attend interviews with the Board.

Section 6. Voting

All voting members in good standing as of the date of the election may cast a ballot in person at the Annual Meeting, through mail (absentee ballots), or online. All votes shall be anonymous.

Section 7. Term & Vacancies

The term of elected Officers will be for two years. Officer Vacancies shall be filled by a special election if the previous Officer resigned within their term.

Article II

Section 1. Membership

Application for membership may be made to any member and referred to the Membership Coordinator. S/he is accepted upon payment of annual dues.

Section 2. Membership Fees

Yearly dues shall be payable on a rolling basis through the year. Members who are delinquent in the payment of dues shall forfeit their rights and privileges as members.

Section 3. Forfeiture of Membership

Recommendation of a forfeiture of membership may be brought for the following reasons:

- a. Conduct deemed detrimental to the interests of the Association.
- b. Non-compliance with any signed contracts, agreements, or policies and procedures.
- c. Non-payment of dues.

On the affirmative vote of a majority of the entire Executive Board, notification regarding the forfeiture of membership shall be given by email or mail, to his last known address, with reasonable notice of the proposed action. The member in question may request an appeal and appear at a meeting of the Executive Board.

Article III

Section 1. Amendments

The Bylaws may be amended in the same manner as heretofore provided for the amendment of the Constitution.

Section 2. Principal Office

The principal office of the Association shall be located within the State of New Hampshire.

Section 3. Fiscal Year

The fiscal year of the Association shall end on October 30 of each year, unless the Executive Board determines otherwise.

Section 4. Loans

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name, unless authorized by a vote of the Executive Board.

Section 5. Governing Law

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the laws of the State of New Hampshire as then in effect shall apply.

Section 6. Nondiscrimination Policy

The policy of the Association prohibits discrimination on the basis of age, sex, religion, race, color, creed, sexual orientation, physical or mental disability, national or ethnic origin, or marital or parental status in the recruitment and employment of employees, in the acceptance of members, in the awarding and acceptance of grants and funds, and in the operation of all programs and services.

Section 7. Indemnification of Officers

The Association shall indemnify any person who was or is a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was an Officer of the Association, against expense (including attorney fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, but only if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Subject to the foregoing, the Association may indemnify any such person in such circumstances to

the fullest extent permitted by law. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person (a) did not act in good faith and in a manner which he reasonably believed to be in the best interest of the Association and/or, (b) with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was lawful. Notwithstanding anything in this Section 7 to the contrary, the Association shall not indemnify any Officer in connection with a proceeding by or in the right of the Association; or in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, which he was adjudged liable on the basis that personal benefit was improperly received by him.

To the extent that an Officer of the Association has been wholly successful on the merits in defense of any action, suit, or proceeding referred to in this Section 7, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith to the fullest extent permitted by law.

The Association shall purchase and maintain insurance on behalf of any person who is an Officer of the Association against liability asserted against him and incurred by him in any capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under provisions of this Section 7.

Article IV

Section 1. Loans

The Association shall not make any loan of money or property to, or guarantee the obligation of any Officer, member, or agent.

Section 2. Pecuniary Benefit Transactions

Except as provided in Section 3 hereof, the Association or its Executive Board shall not approve, or permit the Association to engage in, any pecuniary benefit transaction. A pecuniary benefit transaction is an action to which the Association is a party and in which one or more of its Officers or members has a direct or indirect financial interest in excess of \$100 on an annual aggregate basis. An Officer or member shall be deemed to have an indirect interest in any pecuniary benefit transaction involving a person or entity of which an Officer or member, or a member of the immediate family of an Officer or member, is a proprietor, partner, employee, or Officer.

The following shall not be considered pecuniary benefit transactions:

- a. Reasonable compensation for expenses incurred in connection with official duties of an Officer.
- b. A continuing transaction entered into by the Association, merely because a person with a financial interest therein subsequently becomes an Officer of the Association.

Section 3. Approval

The Association may engage in a pecuniary benefit transaction if all of the following conditions are met:

- The transaction is for goods or services purchased in the ordinary course of the business of the Association, for the actual or reasonable value of the goods or services or for a discounted value, and the transaction are fair to the Association.
- The transaction receives affirmative votes from at least two-thirds majority of all of the disinterested members of the Executive Board, which majority shall also equal or exceed any quorum requirements specified in these Bylaws after full and fair disclosure of the material facts of the transaction to the Committee and after notice and full discussion of the transaction by the Committee.
- The Executive Board shall maintain a list disclosing each and every pecuniary benefit transaction, including the names of those to whom the benefit accrued and the amount of the benefit, and keeps such list available for inspection by members of the Association.

Section 4. Conflict of Interest

A conflict of interest or an appearance of a conflict of interest may arise when an Officer has a direct or indirect interest in another entity that enters into a transaction with the Association. Direct or indirect interests include any legal, equitable, or fiduciary interest or position in an entity by an Officer or member of an Officer's family. Any such interest shall be disclosed and made a matter of record at the time of the election to the Executive Board. No

officer having a conflict or interest in any matter shall be counted in determining the quorum for the meeting, nor be present when the matter is discussed or voted on. Meeting minutes shall reflect that the disclosure was made, that the Officer abstained and was not present during the discussion or vote, and that a quorum existed not counting such Officer. The conflict of interest provision of this Section 4 shall be in addition to and not in lieu of the applicable provisions of New Hampshire law regarding conflicts of interest.

The Nashua Artists Association, the preceding organization to the Nashua Area Artists Association, was created in 1951 as a nonprofit charitable organization and was incorporated under the general laws of New Hampshire on August 7th, 1964. Its charter was signed by:

Bernadette Clement
Rosanna Killion, Charter Member
Peter Ashley
Donald Ellingwood, Charter Member
Gilbert Clement
Herbert L. Smith

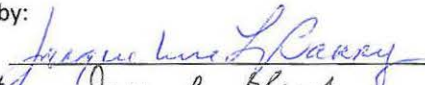
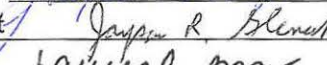
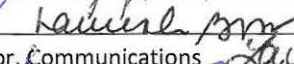

Changes made in 1979 were signed by:

Stephanie Zanichkowsky
Ellen Davison
Beryl N. Smith, Past President
Bernadette Clement, Past President and Charter Member
Donald Ellingwood, Charter Member.

Changes made in 2001 were by signed by:

Garry N. Henkel, President
Marla McCormick, Vice President
Harriet Winchester, Past President and Recording Secretary
Alberta Geyer, Corresponding Secretary
Sue Whitten, Treasurer.

Changes made in 2015 were by signed by:

Jacqueline L. Barry, President 
Jayson Gleneck, Vice President 
Lauren Boss, Treasurer 
Laura Barry, Webmaster, Editor, Communications 
Teresa Moler, Advisory Board 