

BY-LAWS OF THE NORTHEASTERN CONNECTICUT ART GUILD, INCORPORATED

ARTICLE I

Section 1. Name

This Corporation shall be known as The Northeastern Connecticut Art Guild, Incorporated

Section 2. Office

The principle office of the Corporation shall be at such a place in the County of Windham, and State of Connecticut, as the Board of Directors shall from time to time designate.

ARTICLE II

Section 1. Purposes

- (a) To establish a means of supporting and promoting the visual arts in Northeastern Connecticut.
- (b) To serve as an educational and practical resource for its members.
- (c) To provide programs and services to encourage participation and appreciation of the visual arts of the people of the area.

Section 2. Non-profit Corporation

- (a) This Corporation is a non-profit Corporation organized under the Non-Stock Corporation Act of the Connecticut General Statutes, as amended and as such it shall not have or issue shares of stock or pay any dividends.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private person, except that the Corporation 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 Section 2(a) hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (c) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (1) a Corporation exempt from the federal income tax

under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or by (2) a Corporation, contributions to which are deductible under Section 171 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding revision of any future United States Internal Revenue law).

(d) Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE III

Membership

Section 1: Members

Membership shall be open to all local artisans, community members, and business people 18 years of age and older who ascribe to the purposes of the Northeastern Connecticut Art Guild as stated in Article II Section 1 upon payment of current annual dues. No applicant shall be denied membership based upon race, gender, creed, sexual orientation or national origin.

Section 2: Suspension

A member may be suspended for a period or expelled for cause such as violation of any of the by-laws or rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a two-thirds vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at his or her last recorded address at least fifteen (15) days before final action is taken thereon: this statement shall be accompanied by a notice of the time, date and place, where the Board of Directors is to take action in the premises. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice, prior to the Board taking any action.

ARTICLE IV

Section 1: Directors / Powers

The property, business and affairs of the Corporation shall be managed and controlled by or under the direction of the Board of Directors.

Section 2: Directors / Qualifications

Any member whose participation would be beneficial in carrying out the stated purposes of the Corporation shall be eligible to serve as Director.

Section 3: Directors / Number, Election, Term of Offices

The Directors of the Corporation shall be chosen as follows:

(a) Elected Directors

(i) Number: There shall be not less than four (4) nor more than nine (9) Directors who shall be elected by the members.

(ii) Manner of Election: The initial number of Directors shall be elected at the organization meeting of the Corporation by a majority vote of the incorporators, and divided into three groups equal in number and elected for respective terms of one, two, and three years each. Once the one and two year terms have expired, all Directors will serve for a term of three years. If nine (9) Directors are elected, the total number of Directors will be fourteen (14), once the ex-officio Directors (officers) are added in. Commencing with the annual meeting of members, and at each annual meeting of members thereafter, said Directors shall be elected by ballot of the members present voting and by the absentee ballots received. Elected Directors shall serve for a term of three (3) years and until their respective successors are elected and qualified in their stead. Any vacancy in the Board of Directors by reason of death, resignation, or removal from the office of any Director elected under this subsection may, but need not be filled until the next annual meeting of members, by majority vote of all the Directors remaining in office, including both elected and ex-officio Directors. Reduction of the number of Directorships shall not remove any Director from office before the normal expiration of his or her term.

(b) Ex-Officio Directors

In addition to the Directors elected under subsection (a) above, the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer of the Corporation shall be ex-officio Directors and shall be counted in determining whether a quorum is present for the transaction of business at meetings of the Board of Directors and shall have the same voting rights as Directors elected under subsection (a) above.

Section 4: Meeting, Notice

An annual meeting of members for organizational purposes shall be held between March 1 and May 31, 1988. Other meetings of the members, regular or special, may be held either within or without the State at such place as the Board shall determine. Regular meetings of the Board of Directors may be scheduled in advance by resolution at a preceding meeting, and in such case no further notice of such regularly scheduled meetings need be furnished. A Special Meeting of the Directors may be called by the President or by any three (3) Directors. In such case, at least two (2) days' written notice or oral notice shall be given to each Director. Neither the business to be transacted at nor the purpose of any regular or special meeting need be specified in any notice of such meeting.

Section 5: Quorum

A majority of the number of Directorships at the time shall constitute a quorum for the transaction of business at meetings of the Board of Directors. The act of a majority of Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors unless the act of a greater number is required by law or by these bylaws.

Section 6: Waiver of Notice

Waiver of any required notice of any Directors' meeting shall be deemed effective if executed by all of the Directors, and any Director present at a Directors' meeting who does not protest prior to or at the commencement of the meeting the lack of proper notice, shall be deemed to have waived notice of such meeting.

Section 7: Directors' Consent

Any resolution in writing, approved and signed by all of the Directors, shall have the same force and effect as if the same were a vote passed by all the Directors at a meeting duly called and held for that purpose, and such a resolution shall be recorded by the Recording Secretary in the Minute book of this Corporation.

Section 8: Committees

The Board of Directors may appoint such standing and/or special committees of Directors as it deems advisable, and shall prescribe the duties and functions, thereof. All such committees will of necessity be ad hoc in nature and will exist as long as their expected assignments are valid.

ARTICLE V

Section 1: Officers

The officers of the Corporation shall be a President, Vice President, a Recording Secretary, Corresponding Secretary and a Treasurer who shall be elected by the Members. The initial officers of the

Corporation shall be elected at the organization meeting of the Corporation by a majority vote of the Members. They shall serve until the first annual meeting of Corporators in 1990. At the annual meeting of Members in 1990 and at each annual meeting of Members thereafter, the officers shall be elected by the Members to serve until the next annual meeting of Members or until their successors have been elected and qualified in their stead. The offices of President, and Recording Secretary and/or Corresponding Secretary may not be held by the same person simultaneously. The duties of the officers of the Corporation shall be such as are prescribed by these by-laws and additional duties may be prescribed by the Board of Directors. Each officer shall be an ex-officio member of the Board of Directors.

Section 2: President

The President shall be the chief executive officer of the Corporation and shall have, subject to the direction and control of the Board of Directors, the general control and management of the business and affairs of the Corporation, and such powers, authority and duties as are customary for such office. He or she shall act as Chairman of the Board of Directors and he or she shall preside at all meetings of the Board of Directors of the Corporation.

Section 3: Vice President

The Vice President shall perform such duties as may from time to time be assigned to him or her by the Board of Directors or delegated by the President. In case of the death, disability or absence of the President, the Vice President shall fill all the duties and be vested with all the power and authority of the President.

Section 4: Recording Secretary

The Recording Secretary shall record and retain the minutes of the proceedings of all meetings of the Board of Directors, and all meetings of the Corporation; shall discharge all other duties required of such officer by law, by delegation from time to time by the Board of Directors or by the President, or as are incident to the office of Recording Secretary.

Section 5: Corresponding Secretary

The Corresponding Secretary shall communicate to the members necessary information to carry on the business of the Guild. He or she shall issue all notices required by law or by these by-laws, and shall discharge all other duties required of such officer by law, by delegation from time to time by the Board of Directors or by the President, or as are incident to the office of Corresponding Secretary. He or she shall have the custody of the seal of the Corporation and all books, records, and papers of the Corporation, except such as shall be in the charge of the Treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board of Directors.

Section 6: Treasurer

The treasurer shall collect dues, have charge and custody of and be responsible for all funds and securities of this Corporation, keep full and accurate accounts of receipts and disbursements of this Corporation, deposit all monies and valuable effects in the name and to the credit of this Corporation and depositories designated by the Board of Directors. The treasurer shall be one of two people to sign all checks (there shall be three (3) signatures on the account and signature cards at the bank that are able to sign checks), and in general perform such other duties as may from time to time be assigned to him or her by the Board of Directors or by the President or as are incident to the office of Treasurer. He or she shall report on the fiscal affairs of the Corporation to the Board of Directors and shall present a detailed financial report to the annual meeting of Members.

Section 7: Terms of Office

Each of such officers shall serve for the term of one (1) year and until his or her successor is duly appointed and qualified. Vacancies among the offices, by reason of death, resignation or other cause, shall be filled by the Board of Directors for the unexpired term.

ARTICLE VI

Section 1: Election of Officers

As the first order of business at each annual meeting of the Corporation, an election shall be held for the officers of the Corporation. Nominations shall be taken from the floor, first for the office of President, and a vote taken thereon. The vote of a majority of the Members present and absentee ballots received shall be required to determine the election. In case no nominee obtains a majority on the first ballot, a second ballot will be taken to decide between the two (2) leading candidates on the first ballot. In the case of a tie, the Board of Directors shall cast a single vote to break the tie. All ballots shall be written.

Upon election, the President shall assume office immediately and conduct the election of the Vice President, Recording Secretary, Corresponding Secretary and Treasurer in that order, in the same manner as the preceding election.

Section 2: Directors

Upon completion of the election of officers, the business of the meeting shall turn to the election of Directors. Those nominees receiving the highest number of votes shall be the Directors of the corporation.

ARTICLE VII

The Corporation shall indemnify each person formerly, now or hereafter elected or appointed a Director, Officer, Employee or Agent of the Corporation against all expense reasonably incurred or paid by him in connection with the defense or disposition of any actual or threatened claim, action, suit, or

proceeding (civil, criminal or other including appeals) in which he or she may be involved as a party or otherwise by reason of any action of omission or alleged action or omission (including those ante-dating the adoption of this article) by him or her while serving in any such capacity; except for expense incurred or paid by him or her (1) with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in the reasonable belief that his action was in the best interest of the Corporation, or (2) with respect to any matter as to which he or she shall agree or be ordered by any court of competent jurisdiction to make payment to the Corporation, or (3) which the Corporation shall be prohibited by law or by order of any court of competent jurisdiction from indemnifying him or her.

No matter disposed of by settlement, compromise, or the entry of a consent decree, not a judgment of conviction or the entry of any appeal in a criminal proceeding, shall of itself be deemed an adjudication of not having acted in the reasonable belief that the action taken or enacted is in the best interest of the Corporation. The term "expense" shall include, without limitation, settlements, attorney fees, costs, judgments, fines, penalties and other payments the right of indemnification herein provided for shall be in addition to any other right which any such person may have or obtain, shall continue as to any such person who has ceased to be such trustee, officer, employee, or agent, and shall inure to the benefit of the heirs and personal representative of any such person.

ARTICLE VIII

Section 1. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and ends on the last day of December of each year.

Section 2. Rules for Meeting

The Current edition of Robert's Rules of Order, newly revised, shall govern the conduct of all meetings of Members and of the Board of Directors, and of any committee of the Corporation.

Section 3. Audit Committee

The President shall, on or before November first of each year, appoint two (2) Directors as an audit committee, whose duties shall be to examine the books, records,, and accounts of the Corporation. Such committee shall have the right and privilege to engage the services of any accountant that they may deem necessary to aid and assist them in such audit. They shall report the result of their audit at the next annual meeting of the Members of the Corporation.

Section 4. Amendment

- (i) These by-laws may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the Directors of the Corporation present and voting at any meeting of the Directors at which a quorum is present and for which written

notice of the meeting setting forth the proposed amendment has been furnished to each member not less than seven (7) days before the meeting, provided that such amendment shall be proposed by the Board of Directors.

- (ii) No amendment to the By-laws shall be effective which shall adversely affect the status of the Corporation as a tax exempt organization described in Section 501(c)(3) of the Internal Revenue Code.

Section 5. Dues

The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation by members. Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is accepted to membership for the remainder of the fiscal year of the Corporation.

AMENDMENT I

The Board of Directors shall be allowed to spend up to \$50 without member approval.

AMENDMENT II

The Northeastern Connecticut Art Guild is NOT responsible for any damages to artwork incurred in any Art Shows hosted by the Art Guild. Neither shall any member of the Hanging Committee, Art Show Committee or Art Show Contact Person be held responsible for any damages to artworks being displayed at an Art Guild show. Each member who participates in a Northeastern CT Art Guild art show is responsible for purchasing their own insurance if they so desire. This amendment is to be displayed on all "sign-up" sheets for art shows hosted by NECTAG. The Artist's signature denotes compliance with the above amendment.

AMENDMENT III

The President and/or Vice President shall be responsible for the contents of the mail and the whereabouts shall be determined by the Board of Directors. He or she will be responsible for picking up the mail, reviewing its contents and distributing it to the appropriate officer(s) on a regular basis.