

BY LAWS OF GLASTONBURY ARTS, INCORPORATED

ARTICLE I - GENERAL

SECTION 1. These By Laws are intended to supplement and implement applicable provisions of law and of the Certificate of the Incorporation of the Corporation with respect to the regulation of the affairs of the Corporation.

This association shall be called the Glastonbury Arts, Inc. (formerly the Glastonbury Art Guild) and is a non-profit organization.

It has been organized to bring together artists and art loving people to create and to foster in the area an interest in all phases of artistic expression. Glastonbury Arts maintains a non-discriminatory policy as to race, creed, sex, age and marital status.”

ARTICLE II - MEMBERS

1. Members. The corporation shall have one class of members. The qualification and manner of election or appointment of members are to be as follows:

1. Active Members. Active members are persons who meet the following conditions (1) a person who is actively engaged in furthering the purposes of the Corporation through either (i) personal engagement in fine arts activities, or, (ii) personal engagement in educational, charitable, or other activities related to the purposes of the Corporation; (2) a person who has applied for and been admitted to membership as hereinafter provided; and (3) a person not otherwise exempt who has paid his or her annual dues as hereinafter provided.
- b. Honorary Members. Those persons who have attained distinction in any area of the fine arts and/or who have rendered special or extended service to the Corporation and who have been elected as Honorary Members by the Board of Directors as hereinafter provided (“Honorary Members”).

2. Election of Members. Members shall be elected by an affirmative vote of a majority of the Directors present at a meeting at which a quorum is present. In order to be considered for membership, a person interested in becoming a member shall submit an application to the membership Chairperson in a form as may be prescribed by the membership Chairperson and shall submit full payment for annual dues.

3. Election of Honorary Members. Honorary Members shall be elected by an affirmative vote of two-thirds of the Directors. A person may be nominated to be an Honorary Member by written nomination signed by five or more Members, which nomination shall state the reasons for the nomination and shall be delivered to the membership Chairperson. A Nomination for honorary membership shall be acted upon at the next regular meeting of the Directors following submission of a written nomination. Once elected, an Honorary Member shall continue as an Honorary Member until such status is terminated or the Honorary Member resigns as hereinafter provided. An Honorary Member shall be exempt from annual dues.

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4. Voting Rights. Each Member shall be entitled to one vote on each matter submitted to a vote of the members.

5. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a Member or Honorary Member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting at which a quorum is present, terminate the membership of any Member who shall be in default in the payment of dues. A Member for who termination for cause is proposed shall be given ten (10) days advance written notice of the proposed termination and the reasons therefore. Such notice shall state the time, date, and place of the meeting of the Directors at which such member's termination will be acted upon by the Directors and shall be mailed or delivered not less than ten (10) days prior to the date of such meeting. Such Member shall have an opportunity to be heard at such meeting. No hearing shall be required where the cause of termination is the nonpayment of dues.

6. Resignation. Any member may resign by filing a written resignation with the Membership Chairperson, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessment, or other charges theretofore accrued and unpaid.

7. Reinstatement. Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

8. Transfer of membership. Membership in this Corporation is not transferable or assignable.

ARTICLE III - DIRECTORS

SECTION 1. Authority, Number, Election, and Term of Office. The business, property and affairs of this Corporation shall be under the care and management of its Board of Directors. Directors shall be members in good standing with dues paid in full. The President, First Vice President, Second Vice President, Treasurer, Recording Secretary and Corresponding Secretary, shall be directors, and their election to such office may be made simultaneously with their election as a director. At the regular October meeting of members, the Nominating Committee shall submit its list of nominees for Directors at which time, members in good standing with dues paid in full may submit additional nominees for directors, provided that these nominees are members in good standing with dues paid in full. The President will then direct the Corresponding Secretary or such other designee to provide a list of nominees for director to the membership in writing at least thirty (30) days prior to Annual Meeting of the Membership. The Immediate Past President shall also be a Director and at least six but not more than fourteen other members in good standing with dues paid in full who are not officers shall also be elected. The Directors so elected shall be the number of directorships for the ensuing year. Directors shall hold

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office until the next annual members' meeting and until their successors are duly elected and qualified. Any of the Directors may be removed at any time with or without any showing of cause at any special members' meeting by the vote of two thirds of members in good standing of the Corporation present and entitled to vote.

SECTION 2. Vacancies. Vacancies in the Board of Directors may be filled for the unexpired portion of the term by majority vote of the remaining Directors.

SECTION 3. Place of Meeting. The Board of Directors may hold its meetings at such place or places within or without the State of Connecticut as it may from time to time determine.

SECTION 4. Meeting. A minimum of four (4) regular meetings of the Board of Directors will be held annually at such date, time and place as the officers may determine. Written or oral notice of the date, time and place of each meeting of the Board of Directors and all special meetings of the Board of Directors shall be given by mail or telephone to each Board member at least three (3) days prior to the date of the meeting, provided that any one or more Directors, as to himself, herself or themselves, may waive such notice in writing or by attendance at such meeting without protesting, prior to or at the commencement of such meeting, the lack of prior notice. Board members are expected to attend at least half of all meetings called.

SECTION 5. Action by Directors without a Meeting. Any resolution in writing concerning action to be taken by the Corporation, which resolution is approved and signed by all of the Directors, severally or collectively where the number of such Directors constitutes a quorum for such action, shall have the same force and effect as if such action were authorized at a meeting of the Board of Directors duly called and held for that purpose, and such resolution, together with the Directors' written approval thereof, shall be recorded by the Secretary in the minute book of the Corporation.

SECTION 6. Quorum and Voting Requirement. The holders of a majority of the directorships shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 7. Compensation of Directors. The Board of Directors shall serve without compensation for their services as a Director.

ARTICLE IV - OFFICERS

SECTION 1. Titles, Election, and Duties. The members shall elect at the annual members' meeting at least four executive board members including a President, a Vice

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President, a Treasurer, and a Recording Secretary. All such officers shall be members of the Board of Directors. The Directors may, in addition to the foregoing officers, appoint one or more additional Vice Presidents, one or more Assistant Treasurers, a Corresponding Secretary and one or more Assistant Secretaries, and various committee chairpersons or co-chairpersons as may be necessary and desirable. The officers shall be members. The duties of the officers of the Corporation shall be such as are imposed by these By Laws and from time to time prescribed by the Directors. All officers shall serve without compensation for their services as an officer.

SECTION 2. President. It shall be the duty of the President to be the chief executive officer of the Corporation, and he or she shall have general supervision over the activities of the Corporation, subject to the control of the Board. The President shall preside at each meeting of the members. He or she shall see that all orders and resolutions of the Board are carried into effect. In general, he or she shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him or her or specifically required to be performed by him or her by these By Laws, by the Board of Directors, or by law.

SECTION 3. First Vice President. The First Vice President shall have such powers and perform such duties as may be assigned to him or her by the Board of Directors or the President. In the absence or disability of the President, the First Vice President shall perform the duties and exercise the powers of the President.

SECTION 4. Second Vice President. The Second Vice President shall have the powers and perform such duties as may be assigned to him or her by the Board of Directors or the President.

SECTION 5. Treasurer. The Treasurer shall have custody of the funds of the Corporation. The Treasurer may endorse for collection checks, notes, and other obligations and deposit the same to the credit of the Corporation in such depositories as the Board of Directors may designate. He or she shall keep accurate books of account of the Corporation's Transactions which shall be the property of the Corporation and shall be subject at all times to the inspection and control of the Board of Directors. The Treasurer shall prepare an annual financial statement including a balance sheet and profit and loss statement that shall be reviewed the Board of Directors.

SECTION 6. Recording Secretary. It shall be the duty of the Recording Secretary to keep the minutes of the meetings of the Board of Directors and of the Annual Meeting of the members in appropriate books. The Recording Secretary shall give and serve all notices of the corporation. The Recording Secretary shall be custodian of the records and of the seal, and affix the latter when authorized and required. The Recording Secretary shall present to the Board of Directors at their stated meetings all communications addressed to him or her officially by the President or any officer or member of the corporation. The Recording Secretary shall attend to all correspondence and perform all the duties incident to the office of Recording Secretary.

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SECTION 7. Corresponding Secretary. It shall be the duty of the Corresponding Secretary, in the absence of the Recording Secretary, to perform the Recording Secretary's duties, and such officer shall also perform such other duties as may be assigned to him or her, or specifically required to be performed by him her, by the Board of Directors, or by the President. The Corresponding Secretary shall also maintain a record of members which shall correspond with the record maintained by the Membership Chairperson and shall cause to be given notice of all meetings of members and Directors. The Corresponding Secretary shall assist with all major mailing of the Corporation.

SECTION 8. Term of Office and Vacancies. Each of such officers shall serve for the term of one year and until his or her successor is duly appointed and qualified, but any officer may be removed by the Board of Directors at any time with or without cause and with or without notice by a resolution adopted by the affirmative vote of Directors holding a majority of the directorships. Vacancies among the officers by reason of death, resignation, or other causes shall be filled for the unexpired term by the majority vote of the Directors in office, though such Directors are less than a quorum.

ARTICLE V – MEETINGS OF THE MEMBERSHIP

SECTION 1. Annual Meetings. The Annual Meeting of the Membership shall be held during the month of November of each year at such time and in such place as shall be determined by the President of the Corporation. At such meeting, the Members shall elect the Directors and Officers of the Corporation who shall hold their offices for a one (1) year period commencing upon their election at the Annual Meeting of the Membership or until their successors are chosen. Notice of the proposed slate of incoming Directors to be nominated at the Annual Meeting shall be given one month prior to the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting.

SECTION 2. Special Meetings. Special Meetings of the Membership may be held upon call of two-thirds of the Board of Directors.

SECTION 3. Notice. Written or oral notice of the date, time and place of each Annual Meeting and all special meetings of the Membership shall be given to each Member by mail to his or her residence or usual place of residence at least ten (10) days prior to the date of the meeting. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Membership need be specified in the notice or waiver of notice of such meeting.

SECTION 4. Quorum. At the Annual Meeting of the Membership, 20% of the Membership shall constitute a quorum. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present. In the absence of a quorum, the Membership present, by a majority vote without notice other than announcement, may adjourn the meeting from time to time until a quorum shall attend.

SECTION 5. Voting Power. The voting power of the Members at the Annual Meeting or any special meeting of the Membership shall be vested in all Members in good standing

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with dues paid in full. There shall be no proxy voting. An Individual Membership shall constitute one (1) vote and a Family Membership shall constitute two (2) votes provided both members are present and eligible to vote.

SECTION 6. Power of the Annual Meeting. The Members at the Annual Meeting of the Membership shall have the following powers: (1) to elect the Directors of the Corporation; (2) to amend the By Laws of the Corporation; (3) to receive reports of the Board of Directors and Officers of the Corporation and such other reports as may be deemed necessary by the President and to take action thereon not inconsistent with the action or powers of the Board of Directors; and (4) to act upon any other business referred to the Membership by the Board of Directors.

ARTICLE VI - COMMITTEES

SECTION 1. Executive Committee. There shall at all times be an Executive Committee of the Corporation consisting of those Directors then serving as officers of the Corporation, i. e., President, First Vice President, Second Vice President, Treasurer, Recording Secretary and Corresponding Secretary. The Executive Committee shall have and may exercise all authority of the Board of Directors of the Corporation, except as such authority may be limited by specific resolution of the Board of Directors. At any meeting of the Executive Committee, four Directors who are members of the Executive Committee and members of the Corporation in good standing shall constitute a quorum and all questions shall be decided by a majority of the Directors present. Minutes of all Executive Committee meetings shall be kept by the Secretary.

SECTION 2. Nominating Committee. The President shall appoint, in September, a Nominating Committee of not more than five members in good standing, a majority of whom shall constitute a quorum, to prepare a list of nominees for the next selection. The list shall be presented to the membership at its regular October meeting so that it may be transmitted to the members in writing with the call for the annual meeting of the membership.

SECTION 3. Standing Committees. Committees include the following Committees: Annual Fine Art & Craft Show, Membership, Program, Building & Grounds, Hospitality, School and Finance. Each such committee shall have such powers and perform such duties, not inconsistent with the law, the Certificate of Incorporation or these By Laws, as may be assigned to it by the Board.

SECTION 4. Other Committees. The Board of Directors, by resolution, may provide for such other standing or special committees of the Board of Directors with such powers and duties, as it deems desirable and may discontinue the same at its pleasure.

ARTICLE VII - SEAL

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The corporate seal of this Corporation shall consist of a circular disc with the name of the Corporation and the words "Connecticut" and "Seal" thereon.

**ARTICLE VIII – INDEMNIFICATION OF
DIRECTORS, OFFICERS, EMPLOYEES AGENTS AND OTHERS**

The Corporation shall, to the full extent permitted by and in accordance with the Connecticut General Statutes, indemnify each person who is or was a director, officer, employee or agent of the Corporation and each other person may be entitled to indemnification under said statutes.

ARTICLE IX - FINANCES

Checks drawn on any account of the Corporation shall be signed by the individuals authorized by the Executive Committee. All operating expenditures must be reviewed monthly by the Treasurer who will make regular reports to the Board of Directors and the Finance Committee. All capital or unusual expenditures in excess of \$1,000.00 must be approved the Board of Directors except in emergency situations when the Executive Committee may approve such an expenditure. All capital or unusual expenditures less than \$1,000.00 must be approved by the President or, in his or her absence, by the Treasurer.

Members shall pay annual dues in an amount established and approved at the Annual Meeting of the Membership which dues are owed and payable on the first day of January of each year. If dues are not paid within thirty (30) days thereof, then such member shall not be in good standing.

The Board of Directors shall annually appoint an independent auditor to review the financial statement of the Corporation. Every three years, the Board of Directors shall appoint an independent auditor to audit the financial statement of the Corporation.

ARTICLE X - CHARGES

All fees charged by the Corporation for rental of space, lessons, classes and other activities shall be set by the Board of Directors. Discounts for members shall also be set by the Board of Directors as provided in Section 3 of Article II of these By Laws. The Board of Directors shall, at its October meeting, set membership dues for the next calendar year, which are due and payable by January 1. Members who have not paid their dues by March 1 of the calendar year or within sixty (60) days of having applied for membership shall be considered to be in default and not in good standing and ineligible for the perquisites of membership. If, after being provided written notice of default of dues payment, a member does not pay his or her dues within another sixty days of such written notice, his or her membership may be terminated at the discretion of the Board of Directors.

ARTICLE XI - AMENDMENTS

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These By Laws may be amended by the affirmative vote of the Membership representing two-thirds of the Members present and entitled to vote at the Annual Meeting of the Membership or at a special meeting of the Membership duly called pursuant to Article V, Sections 1, 2 and 3 for that purpose, provided that written notice shall have been sent to each Member entitled to receive such notice, which notice shall state the amendments which are proposed to be made in such By Laws. Only such changes as have been specified in the notice shall be made.

Proposed amendments may be submitted by any Member in good standing with dues paid in full and must be submitted in writing and signed by the proposer to the Board of Directors on or before August 31 of the year prior to the Annual Meeting of the Membership. Any proposed amendment shall be adopted or rejected as submitted to the Board of Directors and may not be amended, altered, changed or modified from the floor at the Annual Meeting of the Membership. All amendments approved by the Membership shall be binding and in effect immediately following the adoption thereof unless the amendment provides otherwise.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Robert’s Revised Rules of Order (as the same shall, from time to time be updated and revised) shall be the authority for all matters of procedure not specifically covered by these By Laws, or by special rules of procedure or orders of the day adopted by the Corporation. If any provision set forth in these By Laws regarding parliamentary procedure is unclear, Robert’s Revised Rules of Order shall govern.

ARTICLE XIII - DISSOLUTION

In the event of the dissolution of the Corporation all of its assets shall be conveyed or distributed only to an organization or organization created, and operated for non-profit purposes, similar to those of the Glastonbury Arts, Incorporated, the Corporation, or conveyed or distributed subject to the limitation that they shall be used only for such purpose.

The Glastonbury Arts, Incorporated

By: _____

Duly authorized _____, Its