

BYLAWS OF THE
HOLLIS ARTS SOCIETY OF NEW HAMPSHIRE
Ratified January 13, 2016

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Article I. Title and Mission

The Hollis Arts Society of New Hampshire, Inc. (HAS) was incorporated in the State of New Hampshire in June of 2007 as a non-profit 501(C)(3) organization. The mission of the HAS is to support a creative arts environment that focuses on creative development, access to economic opportunities, and social interaction of artists and art patrons resulting in the cultural betterment of our regional community.

Article II. Board of Directors

Section 2.01 Members

The Board of Directors (BOD) shall consist of the current elected officers (the Executive Committee), the chairs of the currently appointed committees, and the immediate past president who has retained his or her membership.

Section 2.02 BOD Duties

The BOD shall have the ultimate responsibility for the affairs of the organization as approved by the members. Its role is one of strategic leadership in defining and implementing the vision, mission, and core values of the HAS. It shall adopt policies to ensure the effective stewardship and management of the organization's human and financial resources and shall also oversee adherence to these policies. The BOD shall report to the general membership the business transacted by the Board since the previous meeting.

Section 2.03 Creation of Committees

The BOD may create any sub-committee (standing, special, or ad hoc), appoint persons to serve as members thereof, and change the composition of the sub-committees.

Section 2.04 Meetings of the BOD

- (A) Meetings shall be held at intervals during the year when called by the President with approval of Executive Committee or;
- (B) when called by two-thirds (2/3) vote of the BOD.
- (C) Such notice must designate time, place and purpose of the meeting and be given at least one (1) week in advance of the date for which the meeting is called.

Section 2.05 BOD Voting

- (A) A vote of the BOD may be taken by mail or e-mail at the written request of the President. This shall have the force and effect of a vote taken at a meeting.
- (B) No member shall have more than one vote, and no voting by proxy shall be allowed.
- (C) A majority of the voting members shall constitute a quorum provided that two are members of the Executive Committee.

Section 2.06 Officers

- (A) The officers of the organization shall be the President, Vice President, Secretary, and Treasurer.
 - (i) Each officer shall be elected by the membership.
 - (ii) Each officer, except the Treasurer, within one month after retiring from office, shall deliver to their successors all accounts, records, books, papers and other property belonging to the HAS. The Treasurer shall deliver to the successor all funds, securities and records not later than forty-five (45) days after leaving office.
 - (iii) All officers shall serve for one year with a maximum of 3 consecutive terms.
 - (iv) Newly elected officers will assume their official responsibilities at the end of the regular January meeting.
 - (v) In the event of the resignation, incapacity or death of the President, the Vice-President shall become the President for the unexpired portion of the term.
 - (vi) In the temporary absence of both the President and Vice- President, a temporary Chair shall be elected from the members of the BOD.

Section 2.07 The President shall:

- (A) Preside at all board and general meetings of the HAS;
- (B) In case of an equal division on any votes have the deciding vote;
- (C) Serve as Chairman of the BOD and an ex-officio member of all other committees except the Nominating Committee;
- (D) Keep the original, certified copy of the By-laws;
- (E) Develop policies and procedures, as needed; and
- (F) Work closely with all members of the Board.

Section 2.08 The Vice-President shall:

- (A) Discharge all duties of the President in their absence;
- (B) Assist the president in tasks as assigned; and
- (C) At the end of the President's term, the current Vice-President shall assume the office of President at the Annual Meeting.

Section 2.09 The Secretary shall:

- (A) Keep a faithful record of the proceedings of the general monthly meetings and Board meetings as well as a roster of members present;
- (B) Present BOD and general meeting minutes for acceptance at each meeting;
- (C) Be responsible for all legal documents and records of the organization as well as a duplicate copy of the By-laws; and
- (D) Carry on the correspondence of the HAS at the direction of the President.

Section 2.10 The Treasurer shall:

- (A) Handle all the financial affairs of the HAS and Artsq Vets;
- (B) Timely file all pertinent tax documents related to the SOI(C) (3) non-profit status of the organization;
- (C) Provide written reports at monthly meetings; and
- (D) Disburse funds only upon presentation of original bills and properly executed vouchers.
- (E) The Treasurer's accounts shall be audited once a calendar year but no later than June by an auditor appointed by the President with the approval of the BOD.

Section 2.11 Executive Committee

- (A) The Officers shall constitute the Executive Committee. The Immediate Past President may attend without voting rights.
- (B) The Executive Committee shall transact the business of the HAS between meetings of the BOD. Specific duties shall include:
 - (i) Being responsible for an annual audit; and
 - (ii) Reporting to the BOD the business transacted by the Executive Committee since the previous meeting of the BOD.

- (C) Meetings of the Executive Committee shall be held:
 - (i) When called by the President; or
 - (ii) When called by a majority of the Executive Committee upon written notice or email to every member.
- (D) A majority of the voting Officers shall constitute a quorum for a meeting of the Executive Committee. No member shall have more than one vote and no voting by proxy shall be allowed.
- (E) A vote of the Executive Committee may be taken by mail or email at the request of the President. Such vote shall have the force and effect of a vote taken at a meeting.

Section 2.12 Committees and Chairs

- (A) Committees may include, but are not limited to: Media Relations; Member Relations; Programs; Exhibits; Hospitality; Jury; Membership; Performing Arts; and Social Media/Website.
- (B) Chairs are appointed as defined above in these Bylaws.
 - (i) An appointed chair shall lead each committee's efforts in accordance with the definitions of duties approved by the current BOD.
 - (ii) Each Chair shall communicate status to the President before each BOD and general meeting.
 - (iii) Committee Chairs and committee members shall be appointed for a term of one (1) year and may be reappointed.

Section 2.13 BOD Resignation

Any member of the BOD may resign at any time by delivering written notice of resignation to the President, to a meeting of the Board, or to the Secretary.

Article III. Parliamentary Authority

The rules of parliamentary procedure comprised in the current edition of Robert's Rules of Order, Newly Revised, shall govern all proceedings of the HAS, the BOD, and the Executive Committee, subject to such special rules as have been or may be adopted.

Article IV. Members

Section 4.01 Membership

- (A) Any person is a member in good standing upon payment of annual dues.
- (B) Dues for an individual may be waived for one (1) year upon approval by the BOD.
- (C) Every member is expected to participate in one or more HAS ... committees during the membership year.

Section 4.02 Dues

- (A) *Annual dues shall be payable by September 1st for the coming year. The membership year ends the following August 31st. [Amended February 8, 2017]*
- (B) (B) Members who are delinquent in the payment of dues shall forfeit their rights, and privileges as members.
- (C) The amount of dues shall be set by the BOD each year prior to September 1st.

Section 4.03 Juried Members

- (A) As a juried member of the HAS, a member may participate in any of the shows the HAS produces, including any show designated as a juried show.
- (B) The jury process shall be in accordance with guidelines approved and published by the current BOD.
- (C) Once a juried member of HAS, the member will receive a written notification stating such for their records.

Article V. Meetings

Section 5.01 Annual Meeting

- (A) The Annual Meeting of the Association shall be held in January at which time officers shall be elected by a majority vote of the membership present.
- (B) Each member in good standing shall have one (1) vote.
- (C) The newly elected officers will assume their official responsibilities at the end of the regular January meeting.

Section 5.02 Regular Meetings

- (A) Regular meetings of the membership of the HAS shall be held the second Wednesday of each month, or on another date as voted by the membership.
- (B) Speaker fees shall be determined by the current BOD.

Section 5.03 Special Meetings

- (A) Special meetings of the HAS may be called at the discretion of the President.
 - (i) Notice of any special meeting must be mailed via the Newsletter, Email, or other appropriate means at least ten (10) days before such meeting date to members in good standing at their last known address.
 - (ii) The notice shall include the date, time, place, and purpose of the special meeting.
 - (iii) No business shall be transacted at any special meeting except for that purpose for which such meeting was called.

Section 5.04 Quorum for General Membership Meetings

- (A) A minimum of 25% of the members in good standing shall constitute a quorum at all general membership meetings of the HAS.
- (B) A quorum is required to vote on any issue.
- (C) The quorum shall be determined by consulting the current list of members in good standing.

Article VI. Fiscal Year

The fiscal year of the HAS shall run from January 1st and to December 31st of each year.

Article VII. Nominations and Elections

Section 7.01 The officers to be elected shall be President, Vice President, Secretary, and Treasurer.

Section 7.02 A Nominating Committee of members appointed by the President should publish to the members a list of nominees for the offices at the general membership meeting prior to the Annual Meeting.

Section 7.03 Additional nominations from the floor may be accepted at the general meeting and at the Annual Meeting.

Section 7.04 Each officer's term shall begin at the close of the Annual Meeting at which they are elected.

Article VIII. Loans

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

Article IX. 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.

Article X. Indemnification of Officers

The HAS shall purchase and maintain insurance on behalf of any person who is a member of the BOD against liability asserted against him and incurred by him in any capacity or arising out of his status as a member of the BOD.

Article XI. Pecuniary Benefit Transactions

Section 11.01 Disclosure

- (A) Every Board member must keep an accurate Conflict of Interest Disclosure Form on file with the Secretary.

Section 11.02 Approval

- (A) The HAS may engage in a pecuniary benefit transaction if all of the following conditions are met:

- (i) The transaction is for goods or services purchased in the ordinary course of the business of the organization, for the actual or reasonable value of the goods or services or for a discounted value, and the transaction is fair to the HAS.
- (ii) The transaction receives affirmative votes from at least two-thirds majority of all of the disinterested members of the BOD, which majority shall also equal or exceed any quorum requirements specified in these Bylaws.
- (iii) There shall be no vote until full and fair disclosure of the material facts of the transaction to the BOD and after notice and full discussion of the transaction by the BOD.

Section 11.03 The BOD 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 HAS.

Article XII. 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 HAS. 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 Article shall be in addition to and not in lieu of the applicable provisions of New Hampshire law regarding conflicts of interest.

Article XIII. Amendments

These Bylaws may be amended at any regular meeting of the HAS by a majority vote, provided that the amendment has been submitted in writing to each member at least one week prior to the meeting.

Article XIV. Dissolution

Section 14.01 Process

- (A) This vote may occur at any regular meeting of the HAS by a majority vote with a proper quorum, provided that the Motion to Dissolve has been submitted in writing to each member at least one month prior to the meeting.
- (B) In the case of dissolution of the HAS, payment shall be made in the following order based on availability of funds:
 - (i) Outstanding bills.
 - (ii) If the dissolution occurs before a HAS event, fees will be refunded on a proportionate basis to paid participants based on remaining funds.
 - (iii) Any remaining assets shall be donated to another charitable organization established for the development of the creative and performing arts in the State of New Hampshire.

Amendments

Amendment 1: February 8, 2017 Article IV, Section 4.02A Dues:
Annual dues shall be payable by January 1st for the coming year. The membership year ends on December 31st.