

# Hollis Arts Society

## **BYLAWS OF THE HOLLIS ARTS SOCIETY OF NEW HAMPSHIRE**

Currently Unratified on 2/6/2025

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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. We are currently a 501 (C)(7) 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**

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 for 1 year (as a consultant, non-voting board member), as long as they have retained their membership.

### **Section 2.02 BOD Duties**

The BOD shall have the ultimate responsibility for the affairs of the organization as approved by the members. It's 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-committee.

### **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 the Executive Committee,
- (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. Currently the BOD meets monthly on the first Tues, except for the month of July (summer break).

### Section 2.05 BOD Voting

- (A) A vote of the BOD may be taken by mail or email 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.
- (D) Voting members of the BOD include President, Vice President, Treasurer, Secretary, West Pearl Gallery Chair, Newsletter Manager, Facebook Manager, Web Site Manager, and Hospitality Chair, if they are present at the Board Meeting or receive a request for a vote through email.

### 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 an option to renew.
  - (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 assigned; and
- (C) In the event of the resignation, incapacity, or death of the President, the Vice-President shall become the President until the end of that year.
- (D) After the end of that year, the VP shall then have first choice to continue as president for the remainder of the original President's term. Should the VP decide to not continue in the roll of President another member can run for the position of President for a term of 3 years.

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 the 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 financial affairs of the HAS
- (B) Timely file all pertinent tax documents related to the 501 (C)(7) 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 HAS between meetings of the BOD. Specific duties shall include:
  - (i) Being responsible for an annual audit.
  - (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 voting 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 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 of the BOD.

(C) Every member is expected to participate in one or more HAS committees during

the membership year.

#### Section 4.02

- (A) Annual dues shall be payable by January 1<sup>st</sup> for the coming year.  
The membership year ends the following December 31<sup>st</sup>.
- (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 January 1<sup>st</sup>.

#### Section 4.03 Juried Members

- (A) As a juried member of the HAS, a member may participate in 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 membership 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 on the second Wednesday of each month (except July), 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 to December 31st of each year.

### **Article VII. Nominations and Elections**

#### Section 7.01

The officers 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

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 a two-thirds (2/3) majority of all of the disinterested members of the BOD, which majority shall also equal or exceed any quorum requirements specified by these Bylaws.
- (iii) There shall be no vote until full and fair disclosure of the material facts of the transaction to the BOD after notice and full discussion of the transaction by the BOD.

### Section 11.03

The BOD shall maintain a list of 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 the 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 of 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 the 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 the availability of funds:
  - (i) Outstanding bills.
  - (ii) If the dissolution occurs before a HAS event, fees will be refunded on a proportionate basis, paid to 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**

Bylaws created on September 16, 2024

Currently unamended