



CREATIVE ARTS CENTER IN CHATHAM, INC. BYLAWS

Approved by Board of Directors at Board Meeting April 21, 2022 & Annual Meeting June 16, 2022

Article I - Name and Place of Business

The name of the corporation shall be "Creative Arts Center in Chatham, Incorporated" (herein referred to as the "Center"). The principal place of business of the Center is in the Town of Chatham, Massachusetts.

Article II - Purpose

The purpose of the Center, as stated in its Articles of Organization, as amended, to wit: to provide and foster broad cultural and education opportunities primarily in the fields of visual arts, for the benefit of the community of Cape Cod and others who may be interested. In that general connection:

- a. to disseminate information and materials relative to such arts';
- b. to provide and arrange for education, in the fields of such arts;
- c. to carry out or arrange for, by the corporation alone or in cooperation with other organizations and groups, exhibits, festivals, performances and other programs;
- d. to provide facilities in which education, and experimentation in such arts may be carried out;
- e. to make available instructors and speakers, to carry out instruction and demonstration in such arts;
- f. to provide for scholarships to study in the field of such arts; and .
- g. to perform such actions as are reasonably necessary to carry out such purposes, including the right to own, lease or otherwise arrange for the use of real and personal property.

The Center is organized to operate as a tax-exempt organization under the Internal Revenue Code. The restrictions upon its activities are set forth in its' Articles of Organization and include the following:

- a. it is organized exclusively for educational and charitable purposes;
- b. no part of its net income can inure to the benefit of its members or private individuals, except as compensation for services rendered; and
- c. it cannot, as a substantial part of its activities, attempt to influence legislation or participate in any campaigns for or against candidates for public office.

Article III - Membership

The Center embraces DEI (Diversity, Equity and Inclusion.) Any person regardless of race, color, creed, gender identity, age, ethnicity, or disability, interested in the purposes of the Center may become a member by making application and paying the annual membership dues. Dues for membership shall be reviewed and established by the Board of Directors for each category of membership, i.e., individual, family, supporting, patron, and benefactor. The Board of Directors may from time to time create additional categories of membership.

Article IV - Officers

The officers of the Center, each of whom must be a member, shall include President, Vice President, Treasurer, and Secretary. Such officers are referred to herein as the "elected officers." All elected officers shall be elected annually for a two-year term or until their respective successors are elected. The President and Vice President may not serve more than two consecutive terms.

Each officer shall have the powers and responsibilities generally pertaining to such office and such other powers and responsibilities as the Board of Directors, or the members by vote at meetings, may from time to time expressly assign to such office. Among such powers and responsibilities shall be the following:

- a. The President shall have general responsibility and authority for the active management of the Center and supervision over the other officers and any employees of the Center; preside at, and I prepare agenda for, all meetings of members and the Board .of Directors; represent the Center within the community; be an ex officio member of all committees and approve all contract and documents on behalf of the Center.

- b. The Vice President shall assume and exercise the powers and responsibilities of the President in the event of and during the latter's absence or disability and shall carry out such other duties as the President or the Board of Directors shall require. The Vice President shall direct and serve as the chair of the Nominating committee.
- c. The Treasurer shall generally oversee and have custodial responsibility for all dues, fees and other funds and assets received by the Center. The Treasurer shall make financial reports. All audits, financial reports, tax documents and investments shall be managed and prepared by registered professional firms.
- d. The Secretary shall have the powers and responsibilities of a Clerk, prepare and report minutes of all Board meetings.

Article V - Board of Directors

There shall be a Board of Directors consisting of the four officers provided for in Article IV hereof, the immediate past preceding President, the Center's Executive Director, and at least nine other members of the Center, one-third of whom shall be elected at each Annual Meeting of members to serve a term of three years.

1. The Board of Directors may, in its discretion and from time to time, appoint one or more Assistant Treasurers and one or more Assistant Secretaries, each of whom shall serve at the pleasure of the Board and shall have the authority and responsibility to act in case of the absence or disability of the Treasurer or Secretary, respectively, and such other duties, authority and responsibilities as may be assigned to them by the Board.
2. The Board may also, in its discretion and from time to time, establish committees and appoint the chairpersons thereof (e.g., Finance, Membership, Personnel, etc.), including an Executive Committee, as the Board deems necessary or desirable to attend to or carry out general or specific functions relating to the operations and purposes of the Center.
3. Subject to provisions of law, of the Articles of Organization, and these Bylaws, the Board of Directors shall have the powers and responsibilities generally vested in a Board of Directors, including, without limitation, the power and responsibility to determine the policies and general direction of the Center.
4. There shall be a meeting of the Board at least every three months and such other meetings as may be called by the President. A quorum at such meeting shall be a majority of the members of the Board in office at time of the meeting and decisions of the Board shall be by majority vote at a meeting at which a quorum is present. Votes taken through electronic communication may be utilized as needed.
5. The Executive Director, though a member of the Board, shall have no vote on matters relating to his/her appointment, tenure or compensation.

Article VI - Nominating Committee

1. There shall be a Nominating Committee, consisting of not less than three (3) directors, one of whom shall be the Vice-President, who shall act as chair. The President shall serve as an ex-officio member as provided in Article IV herein. The committee shall be appointed annually for the purpose of nominating officers and directors of the organization.
2. The function of the Nominating Committee shall be the cultivation, recruitment and nomination of new Board members. The Chair shall present a slate of nominees at the Annual Meeting, who are willing to serve if duly elected, as members of the Board of Directors and Officers of the Creative Arts Center. All nominations shall be vetted by the Nominating Committee.
3. In developing a slate of nominees, the Committee may seek recommendations from members of the Board of Directors and other members of the Center, and shall strive to maintain a current list of eligible candidates for membership on the Board of Directors.

Article VII - Vacancies Among Officers or Elected Members

1. Vacancies among the officers or other elected members of the Board of Directors or Governance Committee shall be filled as promptly as practicable for the unexpired terms of office by vote of a majority of the remaining elected members of the Board of Directors.

2. A vacancy shall be deemed to exist in case of death, resignation, prolonged disability, or whenever, in the determination of the Board of Directors, there is a failure to perform diligently the designated function of the particular office.

Article VIII - Meetings of Members

1. The Annual Meeting of the Center shall be held between May 1 and June 30, at a time and place determined by the Board of Directors and communicated to the members by ten days prior written notice.
2. Special meetings of the members shall be called by the President (or, in their absence, by any other officer) upon order of the Board of Directors or upon written petition of twenty or more members, and upon ten days prior written notice to the members which shall also include the purposes for which the special meeting is called.
3. All members shall be entitled to notice of each meeting of the Center and to vote at each such meeting. At all meetings of members of the Center a quorum shall consist of 10% of the membership being present in person at the meeting.
4. The Board of Directors, in its discretion, may-determine to employ written proxies for the purpose of any meetings, whether annual or special, in which case a quorum shall consist of 10% of the membership present in person or represented by proxy.

Article IX - Financial

1. The fiscal year of the Center shall be January I to December 31.
2. An annual budget shall be prepared by the Treasurer and Executive Director and approved by the Board of Directors to provide for operating expenses and capital outlays.
3. All disbursements of funds shall be by check signed by either the President, Treasurer, Assistant Treasurer or Executive Director. Except as may be required by law or to implement a program or policy previously approved by the Board of Directors, no disbursement of funds in excess of \$1,000 for any single expenditure shall be made unless approved by the Board.
4. The Center is authorized to accept donations of money and property to be used in carrying out its purpose, provided that if any such donations should be offered subject to conditions or restrictions, such donation cannot be accepted unless the conditions or restrictions are approved by vote of the Board of Directors. However, no such donation can be accepted if it be conditioned or restricted in such a manner as shall require the disposition of its income or principal for any purpose other than an exempt organization as defined in the Internal Revenue Code.

Article X - Amendments

These Bylaws may be amended by the members at any meeting by vote of two-thirds of the voting members present at such meeting, and written notice of the proposed changes shall be given to the members ten days prior to the meeting.

Approved by the Board of Directors April 21, 2022 and Annual Meeting June 16, 2022

Mission Statement: The Creative Arts Center in Chatham is dedicated to high quality arts education for all. Our staff, volunteers and faculty of talented working artists and craftsmen foster creativity in a welcoming environment where the visual arts are explored and celebrated through classes, exhibitions, community outreach and special events.