

BY LAWS  
OF  
NORTH SHORE ARTS ASSOCIATION OF GLOUCESTER, INC.  
Gloucester, MA 01930

ARTICLE I  
NAME, LOCATION AND CORPORATE SEAL

Section 1. The name of the association shall be NORTH SHORE ARTS ASSOCIATION OF GLOUCESTER, INC. It shall be referred to herein as the "Association."

Section 2. The Association shall be located in Gloucester, Massachusetts.

Section 3. The Association shall have a circular seal giving the name of the Association as follows:

NORTH SHORE ARTS ASSOCIATION OF GLOUCESTER, INC.

ARTICLE II  
PURPOSE

The Association, believing in the importance of American art, is committed to advancing it in every way possible. The Association is formed for the purpose of promoting the advancement and preservation of the fine arts by having exhibitions that encourage the viewing and acquisition of the fine arts, presenting educational and charitable programs that benefit members of the Association and the general public, and maintaining an acquisition fund with which works of art are bought, including work from its exhibitions, for inclusion in the Association's permanent collection. To maintain the Association's high level of excellence in the arts, it shall be persistent in its efforts to invite artists to identify themselves with and to actively participate in the Association's activities.

ARTICLE III  
MEMBERSHIP AND DUES

Section 1. The membership of the Association shall consist of the following classifications: ARTIST MEMBERS, ASSOCIATE MEMBERS, PATRON MEMBERS, CORPORATE MEMBERS and HONORARY MEMBERS. All classes of membership shall support the Association by paying their required yearly dues, attending events and volunteering their services.

Section 2. ARTIST MEMBERS are those whose works have been accepted by the Artist Membership Jury, and will carry full membership privileges including voting and submission of their work for consideration in exhibitions.

Works which may be accepted are original paintings including oil, water media, pastel, collage, mixed media, graphics executed by hand, and sculpture.

Section 3. ASSOCIATE MEMBERS are those who may submit their work for exhibit in any Associate Member exhibition held by the Association. They do not have voting privileges.

Section 4. PATRON MEMBERS are individuals interested in supporting the arts and North Shore Arts Association. They may be entitled to such inducements and privileges as may be granted to them by the Board of Trustees, except the right to vote or to show works in any exhibit.

Section 5. CORPORATE MEMBERS are any business or company contributing significant annual financial support, and are entitled to such inducements and privileges as may be granted by the Board of Trustees, except the right to vote.

Section 6. CLASSIFICATION and DUES: The amount of the annual dues and membership classifications may be established by the following procedure: the Board of Trustees, by a majority vote, shall present its recommendations for any changes in the annual dues or fees of any classification of membership at the Annual Meeting, provided written notice of the proposed changes has been sent to the voting membership at least ten days before the date set for the Annual Meeting. A two-thirds vote of the Artist Members present at said Annual Meeting shall be required to effect any changes.

Section 7. DUES: In January of each year notice of annual dues will be mailed to all Members at the direction of the Treasurer.

- a. Penalty for nonpayment of dues: The Board of Trustees shall have the power to assess such penalties for nonpayment of dues as they deem advisable.
- b. No Member whose dues are unpaid shall be entitled to exhibit, to serve on juries of the Association, or to vote except by special permission of the Board of Trustees.

Section 8. FORFEITURE OF MEMBERSHIP: On the affirmative vote of a majority of the entire Board of Trustees, membership in the Association may be forfeited for either or both of the following reasons:

- a. Conduct deemed detrimental to the interests of the Association.
- b. Nonpayment of dues. Upon payment of past dues, less any relief on arrearages as the Board of Trustees may grant, Artist Members may be reinstated by a majority vote of the Board of Trustees.

Section 9. RESIGNATIONS shall be made in writing to the Recording Secretary of the Association. Any Artist Member who has resigned, but who later reapplies for membership, may be reinstated by a majority vote of the Board of Trustees. The effective date of any resignation shall be stated in the resignation notice or, if not so stated, shall be deemed effective immediately upon receipt.

## ARTICLE IV MEETINGS

Section 1. The Annual Meeting of the Association shall be held in either July or August each year. Special meetings of the Association may be called by the President or by any three (3) members of the Board of Trustees.

- a. Notice of the Annual Meeting, Members' meetings, and any Special meetings shall be mailed to each member at least thirty (30) days in advance of the meeting date.
- b. Voting Members present at an Annual or Special meeting shall constitute a quorum if they total at least 10% of the Artist membership.

Section 2. Board of Trustee Meetings: The Board of Trustees shall meet on the second Tuesday of each month and at such other times as may be required in the judgment of the President or any five (5) Members of the Board of Trustees.

- a. Trustees shall be notified at least one (1) week in advance of the date, time and place of Board meetings either in writing or electronically

## ARTICLE V BOARD OF TRUSTEES

Section 1. Trustees shall be members of the Association, and the Board of Trustees shall have full charge of the affairs of the Association including, without limiting the generality of the foregoing, the duty and power to engage employees, determine their duties and fix their compensation. The Board of Trustees shall consist of no more than twenty (20) and no fewer than fourteen (14) individuals including the Officers of the Association, at least two-thirds of whom shall be Artist Members, each Trustee having one vote.

Section 2. The Board of Trustees may employ a Gallery Director who will supervise the general workings of the gallery, the work of and reports on any employee of the Association, attend all meetings of the members, shall work with the Finance Committee to create a projected budget, and as a non-voting member attend the monthly meetings of the Board of Trustees giving such reports as may be required, and have other such duties and powers as may be delegated to him or her by the Board of Trustees.

Section 3. Each Trustee shall serve for three (3) years. Non-officer Trustees shall serve for no more than two (2) consecutive terms. A Trustee may run for election after sitting out for one full term. The Trustees shall not serve in excess of six (6) successive years at any one time. Trustees whose terms will expire on December 31 of any year shall be replaced by election of new Trustees at the Annual Meeting before the expiration date. Trustees shall take office in January following the Annual Meeting. The Board has the

option at any time of appointing up to two (2) additional Trustees, provided that the total number of Trustees does not exceed twenty (20).

Section 4. The Board shall appoint, at least two (2) months preceding the Annual Meeting, a Nominating Committee comprised of three (3) Artist Members who shall nominate candidates for Trustees. When Officers are to be elected at an Annual Meeting, the Nominating Committee shall nominate a candidate for each office. The proposed slate shall be mailed to the Artist Members one month prior to the meeting. The Chairperson of the Nominating Committee shall present said nominations for Trustees and/or Officers at the Annual Meeting, plus additional nominations, which are recorded at the Association by the Chair of the Nominating Committee at least two (2) weeks prior to the Annual Meeting and which are supported and recommended in writing by any three (3) Artist Members.

Section 5. The Board of Trustees shall have the power to suspend or expel, by a two-thirds vote of the Trustees present at any regular meeting of the Board, any member for any conduct which the Board may find prejudicial to the welfare and reputation of the Association. The said Member must receive from the Corresponding Secretary of the Association written notice by registered or certified mail addressed to the Members last address on file at the Association, fourteen (14) days prior to the meeting at which the adverse action will be considered by the Board of Trustees and voted upon, and shall have the right to appear before the Board in his or her defense.

Section 6. Seven (7) Members of the Board of Trustees, at least five (5) of them to be Artist Members, shall constitute a quorum for Board meetings. All decisions by the Board of Trustees at a meeting at which a quorum is present shall be approved by a simple majority of the Trustees present at the meeting, unless a greater majority is required by these By Laws.

Section 7. Any Trustee who is absent from three (3) successive meetings of the Board without valid reason may be dismissed as a Trustee of the Board after first having been given by registered or certified mail addressed to the Members last address on file at the Association, due notice of an opportunity to be heard at a meeting of the Board.

Section 8. The Board of Trustees may fill any vacancies in its membership for the unexpired term thereof.

Section 9. The Board of Trustees shall establish a Conflict of Interest Policy and Code of Conduct Agreement, to be reviewed by the Board annually.

Section 10. All Trustees shall pay Membership dues; sign both the Conflict of Interest Policy and Code of Conduct Agreement on or before the first Board Meeting in January. The signed Conflict of Interest and Code of Conduct forms will be kept by the Recording Secretary.

## ARTICLE VI OFFICERS

Section 1. The Officers of the Association shall be elected by the Artist Members at the Annual Meeting from the nominations submitted by the Nominating Committee and shall be as follows: President, Vice President or two (2) Co-Vice Presidents, Recording Secretary, Corresponding Secretary, and Treasurer. Officers shall be Members of the Association, but not necessarily Artist Members, except that either the President or a Vice President shall be an Artist Member. The proposed slate shall be mailed to the Artist Members one month prior to the meeting. The Chairperson of the Nominating Committee shall present said nominations for Trustees and/or Officers at the Annual Meeting, plus additional nominations which are recorded at the Association by the Chair of the Nominating Committee at least two (2) weeks prior to the Annual Meeting and which are supported and recommended in writing by any three (3) Artist Members.

Section 2. All officers shall be elected for a term of two (2) years beginning January following the Annual Meeting at which they were elected and shall serve for a period of two (2) years or until their successors are elected and qualified. No President or Vice President shall be elected for more than two (2) consecutive terms of the same office.

Section 3. All Officers shall serve without compensation, except that the Corresponding Secretary, the Recording Secretary, and the Treasurer may be paid at the discretion of the Board of Trustees.

## ARTICLE VII DUTIES OF OFFICERS

Section 1. The **President** shall preside at all meetings of Members and at all meetings of the Board of Trustees. The President shall coordinate the activities of the Association at all times under the general direction of the Board of Trustees, and shall annually appoint the Chairpersons of all standing and ad hoc committees subject to the approval of the Board of Trustees. Ex-officio the President shall be a member of all committees with the exception of the Nominating Committee. In addition, the President shall not vote at Board Meetings unless to break a tie or a vote taken by paper ballot.

Section 2. A **Vice President**, or two Co-Vice Presidents shall perform such duties as the President and Board of Trustees shall direct, and in the absence or disability of the President, perform all duties of the President until otherwise directed by the Board of Trustees. In the absence of the President and Vice President/s at a meeting of the Board of Trustees, a majority of the Trustees present at the meeting shall appoint a President pro tem for that meeting.

Section 3. The **Recording Secretary** shall keep, in a book or books provided therefore, a schedule and current membership list of the Association and of the Board of Trustees; shall be responsible for preserving and maintaining permanent records and related documents, including the minutes of meetings of the Association; shall have charge of the

seal of the Association; shall perform all other duties incident to this office and such as may be required by the Board of Trustees.

Section 4. The **Corresponding Secretary** shall receive from the officers of the Board of Trustees and/or the Gallery Director all general communications addressed to the Association (unless the content of the communication indicates action by the offices of the President or the Treasurer); shall answer communications, send notices of all meetings and carry out such duties as may be required by the Board of Trustees.

Section 5. The **Treasurer** shall receive and deposit in such bank or banks as may be designated by the Board of Trustees all moneys of the Association, and shall disburse the same as directed by the Board, and shall in a book or books provided therefore keep full and accurate account of all receipts and disbursements; shall provide monthly Treasurer's reports to the Board of Trustees, and, at the close of the fiscal year, make available to the Board and to the members a full report of said receipts and disbursements. The fiscal year of the Association shall begin on January 1 and end on December 31 of each year.

Section 6. The Board of Trustees may require any Officer, agent or employee to give bond for the faithful performance of his or her duties in such amount and with such surety as it may deem proper.

Section 7. Because of absence or for any other reason it may deem sufficient, the Board of Trustees may delegate any or all powers of any Officer to another Officer or to any other Trustee for such time as it may deem proper.

Section 8. Every officer shall, upon his or her resignation or upon the expiration of his or her term of office, deliver all books and records, papers, moneys, choices in action, and other property of the Association into the hands of his/her successor in office or to the President.

## ARTICLE VIII COMMITTEES AND THEIR DUTIES

Section 1. The **Executive Committee** shall be comprised of the Officers of the Association and shall be responsible solely for the transaction of important and urgent business between Board meetings and for business referred to it by the Trustees. The Executive Committee shall report its activities to the Board at the next monthly meeting.

Section 2. There shall be the following Standing Committees, each consisting of not fewer than (3) members, the Chairperson of which shall be appointed annually by the President, subject to the approval of the Board of Trustees: Arts and Exhibitions, Education, Finance, Hospitality, House, Acquisition and Nominating. The remaining members of the foregoing Committees shall be invited to serve by the Chairperson of the respective Committees. Each Committee Chairperson shall make such periodic status reports as may be necessary to keep the Board apprised of the work of the Committee.

Section 3. The **Arts and Exhibitions Committee**, whose Chairperson shall be appointed annually by the President, subject to the approval of the Board of Trustees, shall have general charge of all exhibitions, including the rules, regulations, and program therefore, subject to the approval of the Board of Trustees.

Section 4. The **Education Committee** shall have general charge of all educational programs.

Section 5. The **Finance Committee** shall have general charge and oversight of the financial affairs of the Association including the Acquisition Fund, the Educational Funds, Leases and Grants. The Committee shall cause appropriate repairs and maintenance to be made on a timely basis in cooperation with the House Committee. The Committee shall prepare, in conjunction with the Gallery Director, and monitor a projected annual budget, and be responsible for the presentation of the Treasurer's monthly statement to the Board of Trustees. At least one member of this Committee should, if available, have financial management and/or public accounting experience.

Section 6. The **Hospitality Committee** shall have charge of the serving of refreshments at opening and closing receptions and at other functions of the Association as planned.

Section 7. The **House Committee** shall report periodically to the Board of Trustees, have general charge of the building, grounds and equipment of the Association, and any major expenditure needed for these purposes must be referred to the Board of Trustees. The House Committee shall constantly monitor throughout the year the maintenance and upkeep of the physical plant and equipment belonging to the Association.

Section 8. The **Acquisition Committee** shall with the guidance of the Chairperson of the Finance Committee oversee the acquisition, accessioning and deaccessioning of works of fine art, the works' appraisal, provenance, repair and restoration, storage, safekeeping and display. The Acquisition Committee shall include an Historian who shall be in charge of gathering and organizing information on all current and past Artist Members. The Committee shall report quarterly to the Board of Trustees and shall manage and enhance the financial account of the Museum Account.

Section 9. The **Nominating Committee** is comprised of three (3) Artist Members who shall nominate candidates for the Board of Trustees as well as a candidate or candidates for each office as vacancies occur. The proposed slate shall be mailed to the Artist Members one month prior to the meeting. The President is not permitted to serve on the Nominating Committee.

Section 10. The **Human Resources Committee** shall be comprised of three Members, one of whom is not a current Board Member, and shall be responsible for overseeing NSAA's human resources, including policies, procedures and training protocol. Additionally, this Committee is responsible for addressing staff performance, addressing all workplace related issues and mediation between the Board and staff.

Section 10. The **Volunteer Committee** shall work with the Gallery Director to develop a list of volunteers from the volunteer forms submitted with Membership dues each year. It will also recruit and coordinate volunteers for various Committees and events.

Section 11. The President as required may appoint special ad hoc Committees.

## ARTICLE IX JURIES

Section 1. Election of both Exhibition and Artist Membership Juries shall be by ballot of the Artist Members present at the Annual Meeting. Every attempt shall be made to see that the Juries represent the broadest spectrum of media.

Section 2. EXHIBITION JURIES: Nominations for the Exhibition Juries for the following year shall consist of no more than a fourteen (14) member jury pool, and shall be drawn up by the Arts and Exhibitions Committee and presented to the Board of Trustees thirty (30) days prior to the Annual Meeting. Additional nominations may be made from the floor, provided the candidate or candidates so nominated have agreed to serve and are supported by three (3) Artist Members present at the meeting. Each jury shall constitute of seven (7) Artist Members on a rotating basis, with the intent to create a different jury for each show.

- a. After the election of any jury, the members of said jury shall elect their own Chairperson.
- b. No member of the Association may serve on an Exhibition Jury two (2) years in succession.
- c. No work shall be placed on exhibition in a juried show unless it has received at least a majority vote of the jury judging the exhibition with the exception of works by newly admitted Artist Members, one of whose works must be shown in the first exhibition of the season following their admission.

Section 3. ARTIST MEMBERSHIP JURY: Nominations for the Artist Membership Jury, consisting of seven (7) Artist Members and four (4) Artist Members as alternates, shall be drawn up annually by the Artist Members of the Board of Trustees at least thirty (30) days prior to and presented at the Annual Meeting. Additional nominations may be made from the floor, provided the candidate or candidates so nominated have agreed to serve and are supported by any three (3) Artist Members present at the meeting. The Artist Membership Jury shall pass upon the works submitted by applicants for Artist Membership and report thereon to the Board of Trustees.

- a. Seven members of the jury shall constitute a quorum and at least a two-thirds vote shall be required for admission of an applicant.
- b. Serving on the Artist Membership Jury shall in no way preclude any Artist Member from serving concurrently on an Exhibition Jury.
- c. Jury members may not serve two years in succession.

Section 4. NON MEMBER JURIES: Any use of Juries of Selection to be composed of persons who are not Members of the Association shall be authorized by the Board of Trustees subject to such terms and conditions of qualification, employment, compensation and procedure as the Board shall determine.

Section 5. NON JURIED SHOWS shall be authorized by the Board of Trustees. The Chairperson of the Arts and Exhibitions Committee in consultation with and with the approval of the Board of Trustees shall have general charge of the rules and regulations of said shows.

#### ARTICLE X VOTING

Section 1. Only Artist Members may vote at a Members' meeting.

Section 2. Voting by proxy or absentee ballot shall not be permitted.

Section 3. No member who has failed to pay his or her annual dues shall be entitled to vote.

#### ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern NSAA in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

#### ARTICLE XII AMENDMENTS

These By Laws may be amended by the following procedure:

Any five (5) voting members of the Association may present a signed proposed amendment or amendments to the Board of Trustees. These bylaws may be amended or repealed and additional bylaws may be adopted at any Annual or Special meeting of the Association if:

- a. The Board of Trustees shall present the proposed amendments to the voting membership of the Association who have been given notice of the meeting and proposed action at least thirty (30) days prior to the announced date.
- b. Vote on the proposed amendments has been passed by a two-thirds majority of those voting members present at the Annual Meeting or a meeting duly called to consider said amendment or amendments.

ARTICLE XIII  
INDEMNIFICATION

The Association shall have the power to indemnify and hold harmless any Trustee, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Trustee, Officer, or employee, except in cases involving willful misconduct..

The Association shall to the fullest extent permitted by the Section 6 of Chapter 180 of the General Laws of the Commonwealth of Massachusetts as the same may be amended and supplemented, and insofar as the Association's status as an organization exempt from federal income tax is not adversely affected thereby, indemnify any and all persons whom it shall have power to indemnify under said section of the General Laws from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section of the General Laws. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in the official capacity of the person indemnified and action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, Officer, employee, agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.