

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

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ARTICLE I                    NAME, LOCATION AND CORPORATE SEAL

1. The name of the association shall be NORTH SHORE ARTS ASSOCIATION OF GLOUCESTER, INC. It shall be referred to herein as the “Association.”
2. The Association shall be located in Gloucester, Massachusetts.
3. The Association shall have a circular seal giving the name of the Association.

ARTICLE II                    PURPOSE

1. 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
  - a. promoting the advancement and preservation of the fine arts by having exhibitions that encourage the viewing and acquisition of the fine arts,
  - b. presenting educational and charitable programs that benefit members of the Association and the general public,
  - c. maintaining an acquisition fund with which works of art are bought, including work from its exhibitions, for inclusion in the Association’s permanent collection.
2. 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, DUES and COMMISSIONS

1. The membership of the Association shall consist of the following classifications:
  - a. JURIED ARTIST MEMBERS,
  - b. ASSOCIATE MEMBERS,
  - c. PATRON MEMBERS,
  - d. HONORARY MEMBERS.
2. All classifications of membership shall support the Association by paying their required yearly dues.
3. Membership Classification definitions and privileges
  - a. JURIED ARTIST MEMBERS are those whose works have been accepted by the New Artist Membership Jury. Only juried artist members may vote in annual meetings. Every year, some exhibits shall be designated as restricted to juried artist members.

- b. ASSOCIATE MEMBERS are welcome to attend but may not vote in annual meetings. Every year, some exhibits will be designated as restricted to associate members.
- c. PATRON MEMBERS are individuals or entities interested in supporting the arts and the 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.
- d. HONORARY MEMBERS are individuals so designated by the Board of Trustees as Honorary Members and, as such, are exempt from the requirement of paying dues. Honorary Members do not have voting privileges.
- e. FORFEITURE OF MEMBERSHIP: On the affirmative vote of a majority of the entire Board of Trustees, membership in the Association may be forfeited for conduct deemed detrimental to the interests of the Association.
- f. RESIGNATIONS shall be made in writing to the Board of Trustees of the Association. Any Juried 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.

#### 4. CLASSIFICATIONS, DUES, and COMMISSIONS

- a. Dues shall be paid by Members annually according to their membership classification, such that all Members of like classification pay the same amount.
- b. Dues are approved by a two thirds majority vote of JURIED ARTIST MEMBERS at the Association's Annual Meeting and shall take effect in the following calendar year.
- c. Changes in dues may be proposed by a majority vote of the Board of Trustees through a written notification distributed to all Juried Artist Members at least thirty (30) days prior to an Annual Meeting.
- d. Notice of dues shall be mailed or emailed annually to all Members by March 1st.

- e. Nonpayment of dues.
  - i. 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.
  - ii. 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.
- f. Commissions shall be set for member exhibitions by a majority vote of the Board of Trustees as a percentage (the Rate) of the pre-tax sale price of each work.

#### ARTICLE IV MEETINGS

##### 1. Annual Meeting

- a. The Annual Meeting of the Association shall be held in either August or September each year on a time and date and at a location determined by the Board of Trustees.
- b. Notice of the Annual Meeting shall be mailed or emailed to each member at least thirty (30) days in advance of the meeting date.
- c. Juried Artist Members present at an Annual or Special meeting shall constitute a quorum if they total at least 10% of the total Juried Artist membership.
- d. A Juried Artist Member may be counted as present via electronic remote meeting technology if the connection allows adequate comprehension of the proceedings and the ability to participate.

##### 2. Board of Trustees Meetings

- a. The Board of Trustees shall meet monthly except for December.
- b. The Board of Trustees may call Special Meetings.
- c. Meetings may be held in person or wholly or in part electronically. A Trustee may be counted as present via electronic remote meeting technology if the connection allows adequate comprehension of the proceedings and the ability to participate.
- d. Board of Trustees Meetings: In January of each year, the Board of Trustees shall determine which day of the month to hold the monthly meetings.

- e. The Board of Trustees shall also meet at such other times as may be required in the judgment of the President or any five (5) Members of the Board of Trustees.
- f. Trustees shall be notified electronically no later than (1) week in advance of the date, time, and place of Board meetings.
- g. Five (5) Members of the Board of Trustees, with at least three (3) of them to be Juried 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.

## ARTICLE V BOARD OF TRUSTEES

### 1. Composition

- a. Trustees shall be members of the Association.
- b. 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.
- c. The Board of Trustees shall consist of no more than eighteen (18) and no fewer than twelve (12) individuals including the Officers of the Association, more of whom shall be Juried Artist Members than non-artist members.
- d. Each Trustee shall have one (1) vote.
- e. 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 eighteen (18).

### 2. Term

- a. Trustees are elected for a term of three (3) years. No Trustee shall serve for more than two (2) consecutive terms or six (6) consecutive years. After sitting out for one full term, a Trustee may run for election to the Board.
- b. Trustees shall take office in January following the Annual Meeting.

### 3. Election

- a. Three (3) months preceding the Annual Meeting, the Board of Trustees shall appoint a Nominating Committee comprised of three (3) Juried Artist

Members who shall nominate candidates for Trustees. At least sixty (60) days prior to the Annual Meeting, the committee shall submit the names to the Board of Trustees for approval.

- b. When Officers are to be elected at an Annual Meeting, the Nominating Committee shall nominate a candidate for each executive office and shall submit the names to the Board of Trustees for approval no later than sixty (60) days prior to the Annual Meeting.
- c. The proposed slate shall be mailed or emailed to the Juried Artist Members thirty (30) days prior to the meeting.
- d. The Chairperson of the Nominating Committee shall present said nominations for Trustees and/or Officers at the Annual Meeting.
- e. Additional nominations for Trustees may be entered and
  - i. Are to be recorded at the Association by the Chair of the Nominating Committee at least two (2) weeks prior to the Annual Meeting
  - ii. Are to be supported and recommended in writing by any three (3) Juried Artist Members and shall also be presented at the Annual Meeting.

#### 4. Removal

- a. 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 Trustee for any conduct which the Board may find prejudicial to the welfare and reputation of the Association. The said Member must receive from the Secretary of the Association written notice by registered or certified mail addressed to the Trustee's 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.
- b. 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 from the Secretary of the

Association 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.

5. Vacancy: The Board of Trustees may fill any vacancies in its membership for the unexpired term thereof.
6. Conflict of Interest and Code of Conduct
  - a. The Board of Trustees shall establish a Conflict of Interest Policy and Code of Conduct Agreement, to be reviewed by the Board annually
  - b. All Trustees shall sign both the Conflict of Interest Policy and Code of Conduct Agreement on or before the first Board Meeting in January.
  - c. The signed Conflict of Interest and Code of Conduct forms shall be kept by the Secretary.

#### ARTICLE VI            OFFICERS

1. The Officers of the Association shall be elected by the Juried Artist Members at the Annual Meeting from the nominations submitted by the Nominating Committee and approved by the Board of Trustees.
2. The Officers of the Association shall be as follows:
  - a. President,
  - b. Vice President,
  - c. Secretary,
  - d. Treasurer.
  - e. A Second Vice President may be elected by the Juried Artist Members or appointed by the President with Board approval, in which case they may be referred to as Co-Vice Presidents.
3. Officers of the Association must be either a Juried Artist Member or an Associate Member of the Association except that either the President or a Vice President shall be a Juried Artist Member.
4. All Officers shall be elected for a term of two (2) years beginning January following the Annual Meeting and shall serve for a period of two (2) years or until their successors are elected and qualified. No President or Vice President shall serve for more than two (2) consecutive terms or four (4) consecutive years in the same office.

#### ARTICLE VII            DUTIES OF OFFICERS

1. The President shall
  - a. preside at all meetings of Members and at all meetings of the Board of Trustees.
  - b. coordinate the activities of the Association at all times under the general direction of the Board of Trustees,
  - c. 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.
2. A Vice President, or two Co-Vice Presidents shall
  - a. perform such duties as the President and Board of Trustees shall direct,
  - b. in the absence or disability of the President, perform all duties of the President until otherwise directed by the Board of Trustees.
  - c. 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.
3. The ~~Secretary~~ shall
  - a. keep, in a book or books provided therefore, a schedule and current membership list of the Association and of the Board of Trustees
  - b. be responsible for preserving and maintaining permanent records and related documents, including the minutes of meetings of the Association,
  - c. have charge of the seal of the Association,
  - d. perform all other duties incident to this office and such as may be required by the Board of Trustees.
4. The Treasurer shall
  - a. oversee the receipt and deposit in such bank or banks as may be designated by the Board of Trustees all moneys of the Association,
  - b. oversee the disbursement of the same as directed by the Board,
  - c. oversee, audit and assure that a full and accurate account of all receipts and disbursements is maintained current and secure,
  - d. provide monthly Treasurer's reports to the Board of Trustees
  - e. at the close of the fiscal year, make available to the Board and to the members a full report of said receipts and disbursements,



- f. engage with professional accountants and tax experts as needed to provide audited permanent records of all financial transactions.
  - g. The fiscal year of the Association shall begin on January 1 and end on December 31 of each year.
- 5. 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.

ARTICLE VIII COMMITTEES AND THEIR DUTIES

- 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.
- 2. The Arts and Exhibitions Committee
  - a. The Chairperson shall be appointed annually by the President, subject to the approval of the Board of Trustees
  - b. In conjunction with the Gallery Director, shall have general charge of all exhibitions and programming, subject to the approval of the Board of Trustees.
  - c. Shall present nominations for Exhibition Jurors to the Board of Trustees as laid out below.
- 3. The Finance Committee shall
  - a. have general charge and oversight of the financial affairs of the Association including:
    - i. the Acquisition Fund,
    - ii. the Educational Funds,
    - iii. Leases,
    - iv. Grants.
  - b. The Committee shall cause appropriate repairs and maintenance to be made on a timely basis in cooperation with the House Committee.
  - c. The Committee shall, in conjunction with the Gallery Director,
    - i. Prepare and monitor a projected annual budget.

- ii. be responsible for periodic reporting on the Association's financial performance and financial condition to the Board of Trustees.
  - iii. At least one member of this Committee should, if available, have financial management and/or public accounting experience.
- 4. 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.
- 5. The House Committee shall
  - a. monitor throughout the year the maintenance and upkeep of the physical plant and equipment belonging to the Association,
  - b. have general charge of the building, grounds, and equipment of the Association,
  - c. report the condition of the facility and progress on projects monthly to the Board of Trustees,
  - d. communicate non-routine efforts and expenditures needed to sustain or improve the facilities to the Board of Trustees.
- 6. The Acquisition Committee shall
  - a. with the guidance of the Chairperson of the Finance Committee oversee the activities associated with the Association's collection of works of fine art including:
    - i. acquisition,
    - ii. accessioning and deaccessioning,
    - iii. appraisal,
    - iv. provenance,
    - v. repair and restoration,
    - vi. storage and safekeeping,
    - vii. display,
  - b. include an Historian who shall be in charge of gathering and organizing information on all current and past Artist Members,
  - c. Report quarterly to the Board of Trustees.
- 7. The Nominating Committee shall
  - a. be comprised of three (3) Juried Artist Members,

- b. nominate candidates for the Board of Trustees as well as a candidate or candidates for each office as vacancies occur,
  - c. propose a slate to the Board of Trustees for approval no later than sixty (60) days prior to the Annual Meeting and which shall be mailed or emailed to the Juried Artist Members no later than thirty (30) days prior to the Annual Meeting,
  - d. present the slate of nominees to the Artist Members present at the Annual Meeting including:
    - i. Members of the Board of Trustees,
    - ii. Officers of the Board of Trustees,
    - iii. Membership Jury,
    - iv. Exhibit Jury.
8. The Human Resources Committee shall be
- a. appointed if and when issues arise requiring HR expertise,
  - b. comprised of three Members, one of whom is not a current Board Member,
  - c. responsible for overseeing NSAA's human resources, including policies, procedures, and training protocol,
  - d. responsible for addressing workplace related issues and mediation between the Board and staff.
9. The Volunteer Committee shall
- a. work with the Gallery Director to develop a list of volunteers from the volunteer forms submitted with Membership dues each year,
  - b. recruit and coordinate volunteers for various Committees and events.
10. Community Engagement Committee
- a. Promote and inspire the arts on Cape Ann and beyond through outreach and education. Its mission is to create lasting partnerships.
  - b. Serve diverse audiences by expanding awareness of arts and culture.
  - c. Engage in creative projects that have a positive and lasting impact in the community.
  - d. Ad Hoc Committees may be appointed by the President as required.

## ARTICLE IX            JURIES

1. Election for a one-year term of both Exhibition and Artist Membership Juries shall be by ballot distributed to the Artist Members at least thirty (30) days prior to the Annual Meeting. Every attempt shall be made to see that the Juries represent the broadest spectrum of fine art media.
2. Exhibition Jury:
  - a. The Exhibition Juries for the year beginning in January shall consist of at least a fourteen (14) member jury pool plus four (4) or more alternates.
  - b. Seven (7) Juried Artist Members shall constitute a jury on a rotating basis with the intent to create a different jury for each show.
  - c. A list of potential candidate nominations shall be drawn up by the Arts and Exhibitions Committee and presented to the Board of Trustees for approval no later than sixty (60) days prior to the Annual Meeting.
  - d. The completed ballot of members who have agreed to be candidates must be sent to the membership.
  - e. 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) Juried Artist Members present at the meeting.
3. Artist Membership Jury
  - a. Artist Member Juries for the year beginning in January shall consist of at least seven (7) members plus five (5) or more alternates.
  - b. Seven (7) Juried Artist Members shall constitute a quorum and at least two-thirds vote to accept shall be required for admission of an applicant.
  - c. The nomination, notification, Board of Trustees approval, introduction, and voting by the Artist Members will be the same as for Exhibit Jurors.
4. Serving on the Artist Membership Jury shall in no way preclude any Artist Member from serving concurrently on an Exhibition Jury.
5. Jury members may not serve two years in succession.
6. Non-Member Jury
  - a. 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.

7. Non-Juried Exhibits 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 Exhibits.

#### ARTICLE X            VOTING

1. Juried Artist Members may vote at a Members meeting.
2. Elected Board Trustees may vote at a Members meeting.
3. Voting by proxy or absentee ballot shall not be permitted.
4. No member who has failed to pay his or her annual dues shall be entitled to vote.
5. Votes for election shall be conducted by ballot. The ballots may be either electronic or paper.
6. Voting may take place from the time the ballots are distributed up until adjournment of the Annual Members' Meeting. Ballots received after adjournment shall not be counted.
7. Voting on non-election related measures may be conducted by whatever means is convenient during Members Meetings.

#### ARTICLE XI            AMENDMENTS

1. These By Laws may be amended by the following procedure:
  - a. Any five (5) voting members of the Association may present a signed proposed amendment or amendments to the Board of Trustees.
  - b. These bylaws may be amended or repealed, and additional bylaws may be adopted at any Annual or Special Meeting of the Association if:
    - i. 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.
    - ii. 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 XII            INDEMNIFICATION

1. 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.
2. 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.