

Marblehead Festival of Arts, Inc.

Marblehead Festival of Arts, Inc.

By Laws of the Corporation

Article I

Name, Location and Corporate Seal

The name of the Corporation is: Marblehead Festival of Arts, Inc. The principal place of business of the Corporation will be in the Town of Marblehead, County of Essex, Commonwealth of Massachusetts.

The Corporation may also have an office at such other places as the Board of Directors may from time to time appoint or the business of the Corporation may require. The seal shall have inscribed thereon, the name of the Corporation, year of organization, and the words "Incorporated Massachusetts."

Article II

Purpose of the Corporation

To promote, foster and encourage the fine arts and other forms of arts and crafts, including, but not limited to: painting, music, drama, sculpture, cinema and ballet, and to promote, foster and encourage the artistic development of Marblehead through the medium of an annual arts festival.

In furtherance of the aforementioned objectives, the Corporation may borrow funds, raise funds by solicitation, contract to acquire or lease real estate and personal property, hire employees and perform all other acts which may be necessary and proper to effectuate the aforementioned purposes of the Corporation.

Article III

Membership

All persons who attended the first meeting of the Marblehead Festival of Arts, Inc. (March 1963) shall be deemed regular members of the Corporation. New members may be elected by a favorable vote of a majority of those members present and voting at a regular meeting or at a special meeting of the members called for that purpose.

All persons may become associate members and may become such pursuant to the rules and regulations which the regular members may set forth, but such associate members shall not be entitled to vote, but may enjoy all other privileges and benefits of membership.

The Secretary shall keep a register of all regular members in a separate book. Said register to contain the names, addresses, email addresses, and date of admission to membership. The Secretary may keep a register of associate members.

Article IV

Officers and Directors

The Officers of the Corporation shall be a President, First Vice President, Second Vice President, Third Vice President, if any, Treasurer and Secretary. The Board of Directors of the Corporation shall consist of the Officers, immediate past President and between six (6) and twelve (12) other individuals who shall be Directors who may also serve as major committee chairpeople. All members of the Board of Directors shall serve one-year terms, and shall be elected by the regular members by ballot at the Annual

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Meeting each year. When deemed necessary, a Third Vice President may be elected by the regular members by ballot at the Annual Meeting or by the Board of Directors at any of its regular meetings.

A Nominating Committee selected by the President shall select one candidate for each office and between six (6) and twelve (12) additional candidates for the offices of Directors. Notice of the names of the candidates thus selected by the Nominating Committee shall be given in the Notice of the Annual Meeting. The President, at the Annual Meeting, shall nominate the candidates thus selected by the Nominating Committee for the respective offices and directorships for which they were selected. Nominations may subsequently be made from the floor, after which nominations shall then be closed and the ballot taken.

Each Director will serve a one-year term, including those Directors for the year 1999-2000. Terms shall be renewable at the advice of the Nominating Committee. No prescribed term limits shall be imposed.

Article V

Resignation, Terminations and Vacancies

Any Officer or Director may resign their office at any time; such resignation to be made in writing and to take effect from the time of its receipt by the Corporation unless some time is fixed in the resignation, and then from that time. Any Officer or Director who has been absent for three (3) consecutive regular meetings of the Board of Directors without satisfactory notice or explanation, or fails to perform his or her prescribed duties under these By Laws, may be terminated from the office of Officer or Director by a majority vote of a quorum of the Board of Directors.

Vacancies are to be filled by a majority vote of a quorum of the Board of Directors.

Article VI

Powers of Directors

The property, affairs and business of the Corporation shall be managed and directed by the Board of Directors who may exercise all such powers of the Corporation as are set by Law or as these By Laws require to be otherwise exercised.

In addition to the powers hereinabove described, the Board of Directors may appoint such subordinate officers or committees as they deem necessary.

Article VII

Quorum of and Voting by Directors

A majority of the Directors in office for the time being shall constitute a quorum of the Board of Directors for the transaction of business. In all matters in which a favorable vote of the Board of Directors shall be required, a majority vote of all Directors present and voting shall be required, assuming a quorum is present.

Electronic voting is permissible, as long as a written record of the electronic vote is recorded by the Secretary in the next board's meeting minutes.

Article VIII

President

The President shall be the chief executive officer of the Corporation; shall preside at all meetings of the Board of Directors and the members; shall enforce and carry out the orders of the Board of Directors; and shall discharge all other duties imposed by law, by these By Laws and by the Board of Directors.

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Article IX

Vice Presidents

The First Vice President shall be the assistant chief executive officer of the Corporation; shall preside at all meetings of the Board of Directors and the members in the absence of the President; shall enforce and carry out the orders and instructions of the President and, in the President's absence, shall carry out the duties of the President. The Vice President shall discharge all other duties imposed by law, by these By Laws and by the Board of Directors. The Second Vice President shall discharge all the aforementioned duties in the absence of the President and the First Vice President. The Third Vice President, if any, shall discharge all the aforementioned duties in the absence of the President, First Vice President, and Second Vice President.

The duties of one Vice President shall include but not be limited to coordination of visual and literary arts chairpeople. The duties of the other Vice President shall include but not be limited to coordination of event, support and development chairpeople. If three Vice Presidents are elected, coordination of visual and literary arts chairpeople shall be the duty of one Vice President, coordination of event and support chairpeople shall be the duty of another Vice President, and coordination of development chairpeople shall be the duty of another Vice President. As an alternative, the total duties as enumerated above for the above Vice Presidents, and any additional duties, can be allocated by the Nominating Committee or by the Board of Directors, in any manner, as long as all of the duties are assigned to a Vice President.

Article X

Treasurer

The Treasurer shall have custody of all moneys, debts, obligations, documents, contracts, and other papers belonging to the Corporation, and of its corporate seal; and shall safely keep the same in some bank or trust company as approved by the Board of Directors. He or she shall collect all moneys due and owing to the Corporation and shall disburse the same pursuant to the contracts and obligations of the Corporation, or the order of its Board of Directors or of its members, by check of the Corporation signed by him or her, or by approved electronic funds transfer. The Treasurer shall make, sign, endorse and accept for and in the name of and behalf of the Corporation, promissory notes, drafts, and other negotiable instruments, and then only in the regular course of business, notes, acceptances and drafts.

The Treasurer shall execute and deliver on behalf of the Corporation, all such instruments under its corporate seal as may be necessary in the conduct of the business, or as may be ordered by the members or Directors. The Treasurer shall, with the Secretary's assistance, be responsible for filing any documents required by State or Federal law, including but not limited to Annual Reports, Tax Statements, and Form PCs. He or she shall give a detailed report of the financial condition of the Corporation to the Board of Directors once every six months, and to the members at the Annual Meeting. The books of the Treasurer are to be audited at least annually by an outside party and at any other time the Board of Directors may designate. The Treasurer shall perform such other duties pursuant to his or her office as shall be prescribed by the Board of Directors.

A non-voting position of Assistant Treasurer may be appointed by the Board of Directors to assist the Treasurer when deemed necessary.

Article XI

Secretary

The Secretary, who shall be a resident of the Commonwealth of Massachusetts, shall attend all meetings of the members and Directors, shall keep full, true and accurate records in the record books of the Corporation of all business transacted at such meetings. The Secretary shall maintain true, correct, and complete copies of all relevant documents, including but not limited to the Articles of Organization, By Laws, Marblehead Festival of Arts Festival Guidelines, the register of members,

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and all record books of the Corporation; and shall discharge all other duties properly appertaining to the office and which may be attached thereto by the Board of Directors. The Secretary shall give notice of all meetings of the members in the manner prescribed by these By Laws. The Secretary shall be duly sworn to the faithful and impartial discharge of his or her duties. In the absence, or incapacity or inability to act of the Secretary, a temporary Secretary shall be appointed by a majority vote of a quorum of the Board of Directors, who shall also be duly sworn.

Article XII

Annual Meeting of Members

The Annual Meeting of the members shall be held at the principal office of the Corporation in the Town of Marblehead, Commonwealth of Massachusetts, on the fourth Tuesday in September each year. The first Annual Meeting shall be held on the fourth Tuesday in September, 1963. In case the Annual Meeting, for any year, shall not be duly called or held, the Board of Directors or the President shall cause a Special Meeting to be held as soon as may be thereafter in lieu of, and for the purpose of such Annual Meeting and all proceedings at such Special Meeting shall have the same force and effect as if taken at the regular Annual Meeting. At such Annual Meetings, elections shall be held for any Officers and Directors.

Beginning with the Annual Meeting held in 1968, any member of the Corporation who missed two (2) consecutive Annual Meetings may, by a majority vote of a quorum of the members present and voting at an Annual Meeting, be removed from the rolls of the members of the Corporation, and be made an Associate Member of the Corporation.

Article XIII

Special Meetings of Members

Special Meetings of the members shall also be held in the Commonwealth of Massachusetts and shall be called by the Secretary or, in the case of their absence, incapacity or disability, by such persons as the Board of Directors shall appoint, whenever requested in writing to do so by the President, or a majority of the Directors, or upon the written application of five or more members who are entitled to vote.

Article XV

Notice of Meetings of Members

Notice of all meetings of the members shall be given by the Secretary or, in case of their absence, incapacity or disability, by such persons as the Board of Directors shall appoint, by electronic mail, or by U.S. postal mail if no deliverable email address is on record, at least seven (7) days before the day fixed for such meeting, postage prepaid, and addressed to each member on record at their address as it appears on the books of the Corporation, a written or printed notice, stating the place, day, hour and purpose of such meeting. Every member shall be for all purposes deemed to have been notified of any meeting if he or she shall be present at such meeting or shall in writing waive notice thereof, either before or after the meeting. No notice of the time, place or purpose of any regular or Special Meeting of the members shall be required if every member, or his or her attorney thereunto authorized, by a writing which is filed with the records of the meeting, waives such notice.

Article XVI

Quorum and Voting

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At every meeting of the membership of the Corporation, ten (10) members shall constitute a quorum. A lesser number may adjourn for a period not exceeding thirty (30) days. In all matters requiring an affirmative vote, a majority of a quorum of the members present and voting shall be sufficient, unless otherwise provided by these By Laws or the statutes of the Commonwealth of Massachusetts.

Article XVII

Meetings of Directors

Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may determine and notice of the Board of Directors' meetings shall be called by the Secretary wherever the President or a majority of the Board of Directors shall so request and may be called at any time by any two (2) Directors. A notice of forty eight (48) hours shall be given of such Special Meeting; but the actions of a majority of a quorum of the Board of Directors at any meeting shall be valid notwithstanding any defect in the notice of such meeting, and every Director shall for all purposes be deemed to have been duly notified of a meeting if he or she shall be present at such meeting or shall in writing waive notice thereof, either before or after the meeting.

Article XVIII

Notice

Whenever under the provisions of the By Laws, notice is required to be given to any Officer, Director or member, it shall be construed to be a personal notice, but such notice may be given in writing by depositing same in a post office or letter box by post paid notice by U.S. mail, or by electronic mail, addressed to such Directors, Officers or members at their respective address as the name appears on the records of the Corporation. The time of giving such notice shall be the time when the same shall be postmarked, or electronic date-stamped. Any notice to any member or Director may be waived in writing at any time by the person entitled to such notice, and such person shall be bound by the action taken at any meeting referred in such waiver and at any adjournment thereof.

Article XIX

Annual Awards

I. At each year's Festival, a special Edward D. Carey Award shall be awarded at the painting exhibit to the outstanding juried watercolor painting chosen by the Vice President responsible for the coordination of visual arts chairmen, one member of the Marblehead Festival of Arts, Inc., Board of Directors and a member of the Edward D. Carey family, if the family so chooses. In the event any of the aforementioned is/are unable to participate, the President will appoint a member(s) of the Marblehead Festival of Arts, Inc. Board of Directors as an alternate. The award will consist of a brass plate inscribed with the words "Marblehead Festival of Arts, Inc., Edward D. Carey Memorial Award (and year)." The award may be affixed to the painting.

II. The Lee Smith Award in Drawing shall be awarded annually at the drawing exhibit to a juried drawing chosen by the Vice President responsible for the coordination of visual arts chairmen, and by two members of the Marblehead Festival of Arts, Inc., Board of Directors. In the event any of the aforementioned is/are unable to participate, the President will appoint a member(s) of the Marblehead Festival of Arts, Inc., Board of Directors as an alternate. The award will consist of a brass plate inscribed with the words "Marblehead Festival of Arts, Inc., Lee Smith Memorial Award (and year)." The award may be affixed to the drawing.

III. At each year's Festival, a special Samuel Chamberlain Award shall be awarded at the photography exhibit to the outstanding juried photograph chosen by the Vice President responsible for the coordination of visual arts chairmen, one member of the Marblehead Festival of Arts, Inc.,

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Board of

Directors and a member of the Samuel Chamberlain family, if the family so chooses. In the event any of the aforementioned is/are unable to participate, the President will appoint a member(s) of the Marblehead Festival of Arts, Inc., Board of Directors as an alternate. The award will consist of a brass plate inscribed with the words "Marblehead Festival of Arts, Inc., Samuel Chamberlain Memorial Award (and year)." The award may be affixed to the photograph.

Other awards may be designated from time to time by the Marblehead Festival of Arts, Inc., Board of Directors.

Article XX

Amendment of By Laws

These By Laws may be amended, altered or replaced and new By Laws adopted by a vote of 2/3 of a quorum of the members present and voting at any Annual or semi-Annual Meeting of the members, or at any Special Meeting of the members called for the purpose of taking action on such amendment, alteration or repeal provided notice of the amendment, alteration or new By Laws is given to each member not less than seven (7) days prior to the date of the meeting.

Article XXI

Donations

In the event that the annual operations of the Marblehead Festival of Arts, Inc., result in creating a surplus of funds in excess of the needs of the Corporation, these surplus funds may be donated to a Massachusetts charity approved by the Board of Directors.

In any event, no surplus funds derived from the operation of the Marblehead Festival of Arts, Inc., shall inure to the benefit of any member.

Article XXII

Fiscal Year

The fiscal year of the Corporation shall be the twelve (12) month period beginning October 1 and ending with and including the last day of September each year.

Article XXIII

Dissolution

In the event that the objectives of the Corporation are not realized, upon a 2/3 vote of a quorum of the regular members at the Annual Meeting or at a Special Meeting called for the purpose of dissolution, the Corporation may be dissolved, and upon dissolution, any remaining assets of this Corporation shall be distributed to the Town of Marblehead, Massachusetts.

Adopted March, 1963

Amended September, 1963
Amended November, 1973
Amended November, 1980
Amended October, 1990

Amended October, 1968
Amended October, 1974
Amended October, 1984
Amended September, 1999

Amended September, 1970
Amended October, 1978
Amended September, 1989
Amended November 2016