

THE FRIENDS OF GREENFIELD DANCE, INC.

BY-LAWS

Amended April 11th. 2015

Article I - General

- 1) The Friends of Greenfield Dance, Inc., hereinafter referred to as the Friends, is a non-profit educational and cultural organization incorporated under Massachusetts General Laws, Chapter 180.
- 2) The principal office of the Friends shall be located at: 401 Chapman Street, Greenfield, MA 01301, but the Friends may carry on such part of its business as may be necessary, desirable or advantageous in other places within or outside the Commonwealth.

Article II - Objectives and Strategies

- 1) The objectives of the Friends are to promote and support the development of cultural programs of music and dance; to facilitate cooperation among musicians and dance community members; to maximize participation in dance events.
- 2) To meet these objectives the Friends shall provide a conduit for attracting and organizing skilled volunteer help; provide the means for pursuing fund raising; provide a vehicle for public involvement; provide a repository for bequests, gifts, and other monies and articles donated to support the Friends' objectives.

In connection with the above, defined objectives, the Friends shall have the right to:

- 3) Solicit and receive by gift or acquire by purchase, lease, exchange, or otherwise obtain such real and personal property as may be appropriate;
- 4) Buy or acquire by gift or otherwise obtain, hold and sell stocks, bonds, notes or other securities for the purpose of investing and reinvesting the funds of the Friends; to borrow money from time to time; to make promissory notes; and otherwise engage in standard sound financial practices to carry out the objectives of the Friends;
- 5) In general to undertake all activities necessary and proper to carry out the objectives of the Friends.
- 6) The Friends shall not, as an organization, engage in fundraising, lobbying, petitioning or similar activities for the purpose of influencing legislation or government policy, nor shall the Friends become involved, as an organization, in any action that might be construed as political in nature.

Article III - Fiscal Year

The fiscal year of the Friends shall begin on the first day of January.

Article IV - Members

- 1) Any person interested in the objectives of the Friends is eligible for membership.
- 2) Classes of membership, dues, and rights of members shall be set by the elected Board of the Friends. The Board may provide for non-voting members as it sees fit.
- 3) All voting members of the Friends are entitled to:
 - a) receive notice of, attend, and vote at the Annual Meeting;
 - b) attend any/all Board meetings (as a courtesy it is recommended that they contact the President to ascertain place, time, and agenda); and
 - c) vote in elections at the Annual Meeting, or Special Meeting in lieu thereof, including on By-laws and amendments. Only voting members in good standing of the Friends may hold elective office.
- 4) All memberships expire on December 31st.
- 5) The Friends Board shall establish membership policies to be ratified by a majority of members present at an Annual Meeting or Special Meeting.

Article V - Annual and Special Meetings

- 1) The Annual Meeting of the Friends shall be held in April at a time and place set by the Board. Notice of the Annual Meeting shall be mailed or otherwise distributed to all voting members in good standing to arrive four (4) weeks prior to the meeting.
- 2) Special Meetings of the membership, including a Special Meeting in lieu of the Annual Meeting, may be called by the President, or a majority vote of the Board. Members of the Friends shall receive at least four (4) weeks notice of such a meeting, and its agenda.
- 3) Transaction of any business at the Annual Meeting or at any Special Meeting shall be a majority of those voting members in good standing and present.
- 4) Membership meetings may consider any topic appropriate to the objectives and goals of the Friends and adopt advisory motions. Action on behalf of the Friends is limited to those items on an agenda distributed at least four (4) weeks before the meeting.

Article VI - Board Meetings

- 1) The Board shall meet monthly at a designated time and place of their choosing.
- 2) A quorum for decision shall be two thirds (2/3) of current Board members.
- 1) Most Friends decisions should be made by consensus. When consensus is elusive, the decision under discussion may be put to a vote and carried by a simple majority, assuming a quorum is present. When necessary, the most recent available edition of Robert's Rules of Order shall govern discussion.
- 2) The Friends decisions shall be governed by these By-laws. The elected Board has final responsibility for ensuring that the Friends operates according to the By-laws. Said Board shall interpret the By-laws and provide for contingencies not covered in them as need arises.

Article VII - Board of Directors

In keeping with our stated purposes, meetings of the Board will actively foster a spirit of comradeship in all our deliberations. We promise to work from good intentions and express ourselves clearly and honestly, always holding others in respect. We will share resources and learn together, realizing our time is a gift to the dance community and the community at large. In the end, we promise to abide by all Board decisions.

- 1) The Friends Board shall consist of eleven (11) Directors elected by the members in good standing at the Annual Meeting. The Officers of President, Vice-President, Secretary, and Treasurer are included in the eleven members of the Board.
- 2) Directors shall elect from among themselves the following four Officers: President, Vice-President; Secretary; and Treasurer. Each Officer is responsible for the duties assigned herein to said Officer, but each Officer may delegate to another Officer or member of the Board the actual performance of such daily duty assigned to said Officer.
- 3) Directors are elected for three (3) year terms, staggered to provide continuity. Directors are limited to two (2) consecutive full terms. Newly elected Directors shall take office at the close of the Annual Meeting. Officers shall be elected by the sitting Board of Directors at the next regular Board meeting following the Annual Meeting.
- 4) The President shall preside at all meetings of the Friends and of its Board. The President is the official representative of the Friends in conducting its general affairs, carrying out and promoting its objectives. The President calls regular and Special Meetings; serves ex-officio on all committees except Board Development; reports annually on the State of the Friends at the Annual Meeting; ensures that required state and federal reports are filed; and if desired, or necessary, provides that an independent auditor or financial reviewer is appointed. The President has the power to sign cheques, notes or any other documents on behalf of the Friends.
- 5) The Vice-President performs the duties of the President in the case of death, disability or absence of, or at the request of the President. The Vice-President shall maintain an accurate list of all members in good standing.
- 6) The Secretary takes and keeps the minutes of all meetings of the Friends, including Annual Meetings, Special Meetings and regular Board meetings, and including

circulating minutes as necessary after meetings. The Secretary maintains the list of members of the Board and of all its committees in conjunction with the Board Development Committee.

- 7) The Treasurer is the custodian of the funds received by the Friends, and acts as the disbursing officer, and keeps a record of all receipts and expenditures. The Treasurer prepares and submits quarterly statements to the Board and a complete Financial Report to the Annual Meeting. The Treasurer shall ensure that all state and federal reports are filed in a timely manner. The Treasurer shall prepare or have prepared an annual letter stating their donation of the previous year to donors no later than January 31st of each year. The President, Secretary, and Treasurer of the Board have the authority to sign cheques.
- 8) In the case of a vacancy on the Board between elections, this shall be filled by a vote of the Board from names suggested by the Board Development Committee for the remainder of that term. Should this person desire to continue, the interim term will not count towards the two-term limit when they stand for election at the next Annual Meeting. (See Board Development Committee, 2.)

Article VIII - Committees

- 1) The Executive Committee shall jointly appoint committees as needed to do the work of the Friends. Each Committee should have at least one duly elected Board member, while other persons on the committee may be drawn from the general membership.
- 2) Standing Committees - These committees shall operate all year round and make regular reports at Board meetings as requested.
 - Board Development shall be charged with finding new Board members and handling elections. (See Article IX)
 - Finance Committee - shall make policy re: collection, management, and distribution of funds. (See Article X)
 - Membership Development shall be charged with enlarging membership and advising the Board on classes of membership, dues, and rights of members. Any changes to the schedule set forth in Article XI shall become effective on a vote of the Board. (See Article XI)
 - Outreach Committee is charged with engaging the talents of the membership and creating volunteer opportunities. (See Article XII)
 - Events Committee shall be charged with organizing events to further the aims of the Friends and shall handle all details, including publicity. (See Article XIII)
- 3) Ad hoc Committees - Such committees are time limited and formed to address a specific task.

Article IX - Board Development Committee

- 1) Board Development Committee shall consist of 3 members. Terms shall be for three (3) years with one term expiring each year to provide continuity. No member is entitled to succeed himself or herself as a member of this committee. The Committee shall elect its own Chair yearly.
- 2) Board Development Committee has the principal responsibility for finding candidates from the members in good standing for board positions, which are, or might become, vacant. They will conduct a search for candidates and solicit suggestions from Board members and the membership at large throughout the year. This shall be effected through the newsletter, the e-mail membership list, the web site, and all other appropriate communication channels. The Committee shall then interview each candidate to acquaint him or her with the Friends objectives, invite them to attend a regular Board meeting, and gain their consent to serve if elected.
- 3) Board Development Committee shall prepare the ballots for the Annual Meeting, or the Special Meeting in lieu thereof, in time for it to be included in the announcement of said meeting. Furthermore, it will be made clear that any member in good standing may be

- nominated by petition of 5 members putting the name forward, if such member consents to serve and the nomination is received 4 weeks before the Annual Meeting.
- 4) Nominations may be made from the floor at an Annual Meeting with 5 members backing the nomination. The name is then forwarded to the Board Development Committee for action.
 - 5) Board Development Committee shall act as counter of ballots at the Annual Meeting.
 - 6) A simple majority of those members in good standing at the Annual Meeting is required for election to the Friends Board. In the event of a tie, a second ballot at the Annual Meeting shall decide the outcome.
 - 7) In the case of vacancies on the Board between Annual Meetings, Board Development Committee will submit candidates' names to the Board, who shall vote to fill the vacancy. Such Directors shall serve until the following Annual Meeting, or Special Meeting in lieu thereof, when they may be placed on the ballot, if agreeable to continue to serve, and elected to a full term in their own right.

Article X - Finance Committee

- 1) The fiscal year of the Friends ends on December 31st.
- 2) The Finance Committee shall take the lead in dealing with any and all transactions as listed in Article II, Items 2, 3, and 4.
- 3) The income of the Friends shall be used solely to promote the objectives in Article II, and not for the profit of any individual.
- 4) Finance Committee shall set procedures dealing with disbursement of funds, which shall be ratified by the full Board at a regular meeting.
- 5) The Friends shall maintain enough money in its accounts to pay for the usual expenses of a membership organization such as mailings, advertising, phone and computer fees and any other incidental expenses incurred in pursuing the objectives as stated in Article II. The President, Secretary, and Treasurer have the authority to sign cheques as necessary.
- 6) All motions involving expenditures of funds greater than \$100 shall require approval of a simple majority of the Directors present and voting at a regular meeting of the Board, provided a quorum is present. A quorum shall be two thirds (2/3) of the Board of Directors.
In the event of a timely decision needed between scheduled Board meetings, the President may call a special board meeting. If a quorum of Directors cannot assemble in person, the President may, at his/her discretion, notify Directors through electronic means of the particulars and request Directors to respond. President may then call for an electronic vote. The decision requires a simple majority to pass.
- 7) Treasurer shall prepare, or have prepared, and mailed by January 31st., a letter stating the amount donated by each donor over the past year. The letter will include information on the deductibility of dues regarding possible goods or services provided to you as a result of membership as a guide to reporting such on your tax form.
- 8) In the event of liquidation of the Friends' assets, all funds and other property shall be used in a manner consistent with the aims and objectives stated in Article II, or transferred to a non-profit organization tax-exempt under the provision of Section 501(c)(3) of the Internal Revenue Code, as amended, with similar or compatible objectives.

Article XI - Membership Development Committee

Membership Development shall be charged with enlarging membership and advising the Board on classes of membership, dues, and rights of members. Any changes to the following shall become effective on a vote of the Board.

- 1) Membership dues per annum are as follows:

Individual	\$20
Family (2 adults + minor children)	\$35
Senior (65+)	\$17
Lifetime	\$1,000

 Payment to be no later than December 31st. of the current year for the coming year.

Membership dues received on or after September 1st. in a given year will entitle the person to membership through December 31st. of the following year.

- 2) Members will receive one reminder of lapsed standing.
- 3) Only members in good standing may serve on the Friends Board. Non-payment of dues by December 31st shall result in automatic termination from the Board.

Article XII - Outreach Committee and Volunteer Committee

- 1) Outreach Committee is charged with expanding the dance community by encouraging new dancers from the community at large, especially Colleges, Universities, and High Schools through the use of flyers, visits and social media.
- 2) a) Volunteer Committee is charged with working with other committees to make volunteers available for activities sponsored by Friends.
b) Volunteer Committee develops relationships with members and other dancers; devises a form to elicit ideas and talents that benefit the objectives of Friends; files these forms and keeps them updated.

Article XIII – Events Committee

Events Committee shall be charged with organizing events to further the aims of the Friends and shall handle all details, including publicity.

Article XIV- Dissolution

- 1) Dissolution of the Friends may be effected at a Special Meeting by a majority of those present and voting. All members shall receive written notice of such intent four (4) weeks prior to the meeting, including the agenda.

Article XV - Conflict of Interest

- 1) No Director shall be eligible for appointment to any paid position involving the Friends. No former Director, until the expiration of one year, shall be eligible to bid on contracts for the Friends.
- 2) Except as in hereinafter specified, no Director shall have financial interest, directly or indirectly, in a contract made by the Friends. This provision will not be violated if:
 - a) such financial interest consists of ownership of less than 1% of the stock of a corporation contracting with the Friends;
 - b) the Director declares his/her interest and does not participate in any decision related to the contract;
 - c) the contract is between the Friends and a state, county, or municipal agency or a private, non-profit, tax-exempt entity.

Article XVI - Personal Liability

- 1) The members, directors and officers of the Friends shall not be personally liable for any debt, liability or obligation of the Friends. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Friends may look only to the funds and property of the Friends for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Friends.

Article XVII - Indemnification of Directors, Officers, Employees and other Agents

- 1) Right to Indemnification - To the extent legally permissible and consistent with any tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended, and with the Employee Retirement Security Act of 1974, as amended, the Friends shall indemnify and reimburse out of corporate funds any person (or the personal representative of any person) who at any time serves as a member of the Friends Board, and any employees or agent of the Friends, whether or not then in office, against and for any and all claims and liabilities to which he or she may be or become subject to by

reason of such service, and against and for all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he or she is made a party by reason of such service, except with respect to any matter as to which he or she shall have been adjudicated in any proceedings not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Friends. In effecting such indemnity and reimbursement, the Board may enter into such agreements and make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other right or privileges to which such person may be entitled.

- 2) Indemnification in Advance of Final Disposition of Action - Indemnification of the persons specified in Article XIV, Paragraph (1) herein, may include payment by the Friends of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under these By-laws or under Section 6 of Chapter 180 of the General Laws of Massachusetts.
- 3) Insurance - The Friends shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, employee or other agent, or member of the Board, against any liability incurred by him or her in any such capacity, or rising out of his or her status as such, whether or not the Friends would have the power to indemnify him or her against such liability.
- 4) No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to his or her acts or omissions, which occurred at any time prior to such amendment or repeal without his or her consent.
- 5) Articles XIII and XIV are added to provide the greatest amount of immunity from individual liability for those who act on behalf of the Friends with regard to third persons. The Friends currently has third party liability insurance covering its "members", as defined in its insurance policy, with regard to physical injury.

Article XVIII - Amendments to these By-laws

- 1) Amendments to the by-laws may be proposed by the Friends Board or by petition of 15 or more members in good standing of the Friends.
- 2) Amendments may be adopted by mail ballot or at the Annual Meeting or Special Meeting held in lieu thereof. Copies of the proposed amendments must be mailed or otherwise distributed to all voting members at least four weeks before the closing date for the ballots, the Annual Meeting or Special Meeting in lieu thereof, depending on which method is used.
- 3) The mailing of proposed amendments to Friends members shall include any explanation by the sponsor of the amendments, the recommendations of the Board, and the written opinions, if any, of any Board member.
- 4) The amendment shall be adopted if approved by a majority of Friends members voting, either in person or by mail, as the case may be.

Article XIX - Effective Date

The effective date of these By-laws is April 11th., 2015.

Signed _____
Claire L. Bateman, President

