

# **THE FRIENDS OF GREENFIELD DANCE, INC.**

## **BY-LAWS**

Amended August 27, 2020

### **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 - Goals and Objectives**

- 1) The goal of the Friends is to preserve and promote the growth of the folk dance community in Greenfield. In order to do so, the Friends have formed the following objectives:
- 2) The objectives of the Friends are to:
  - a) Facilitate communication and cooperation among members of the dance community
  - b) Maximize attendance at dance events
  - c) Provide financial support to programs that enrich the folk dance community
- 3) Strategies to meet these objectives are varied and may include encouraging and modeling a welcoming environment, outreach, bi-annual meetings with dance organizers, holding regular Friends meetings open to all, encouraging visibility of organizers and members of the Friends board to be open to comments and concerns, organizing fundraising events (such as the Fall Frolic), and providing a repository for donations, as well as other strategies as determined by the board or membership.
- 4) In connection with the above defined objectives, the Friends shall have the right to:
  - a) Solicit and receive by gift or acquire by purchase, lease, exchange, or otherwise obtain such real and personal property as may be appropriate;
  - b) 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;
  - c) In general to undertake all activities necessary and proper to carry out the objectives of the Friends.
- 5) 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) Membership levels are as follows:
  - Individual
  - Family (2 adults plus minor children)

### Seniors (65+) and Students

- 3) Yearly membership begins upon payment of annual dues and expires on December 31. However, membership dues received on or after September 1 in a given year will entitle the person to membership (and benefits) through December 31 of the following year.
- 4) The Board shall set the membership dues amount for each membership level before September 1 for the following year's dues.
- 5) A lifetime membership shall be awarded with a one-time payment of \$1,000 per person.
- 6) 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.The Board may provide for non-voting members as it sees fit.
- 7) Only voting members in good standing may actively serve on the Friends Board. If a Board member's standing has lapsed, they may not vote until they return to good standing.
- 8) The Friends Board may establish additional 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 or May 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 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 weeks notice of such a meeting, and its agenda.
- 3) Decisions at the Annual Meeting or at any Special Meeting shall be made by a majority of those voting members in good standing. The Board shall determine, and state in the Meeting announcement, how votes can be submitted for the upcoming Meeting.
- 4) Member 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 weeks before the meeting.

### **Article VI - Board of Directors**

In keeping with our stated purposes, meetings of the Board will actively foster a spirit of camaraderie 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 Directors elected by the Friends 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. If there is a vacancy on the Board, the Board may continue to operate.
- 2) The Board shall elect from among Board members 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 pass on to another willing Officer or member of the Board the actual performance of such assigned duties.

- 3) Board members are elected for terms of three years, staggered to provide continuity. Board members are limited to two consecutive full terms. Newly elected board members shall begin their terms at the close of the Annual Meeting. After two consecutive terms, former Board members may not serve on the Board again until one full year has passed. After this year, their eligibility is the same as any other new Board member.
- 4) Officers shall be elected yearly by the sitting Board at the first regular Board meeting following the Annual Meeting.
- 5) A vote to remove a Board member from the Board may be proposed at any regularly scheduled Board meeting. This vote shall be included on the agenda of, and take place at the next regularly scheduled Board meeting, and requires a two-thirds (2/3) majority of all Board members to pass. This vote shall use secret ballots counted by both the Secretary and President, with the Vice President as an alternate if needed. The Board member considered for removal may not participate in counting the votes.
- 6) The President presides at all Annual and Special Meetings of the Friends and at all Board meetings. The President is the official representative of the Friends in conducting its general affairs, and carrying out and promoting its objectives. The President calls Annual and Special Meetings and board 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 checks, notes, or any other documents on behalf of the Friends.
- 7) The Vice-President performs the duties of the President in the case of death, disability, or absence, or at the request of the President.
- 8) The Secretary takes and keeps the minutes of all meetings of the Friends, including Annual Meetings, Special Meetings, and regular Board meetings, and circulates the meeting minutes. The Secretary maintains the list of members of the Board, the list of Board officers, and the list of all Board committees and their members.
- 9) The Treasurer is the custodian of the funds received by the Friends, acts as the disbursing officer, and keeps a record of all receipts and expenditures. The Treasurer prepares monthly statements, presents regular updates to the Board, and submits a complete Financial Report to the Annual Meeting. The Treasurer files all state and federal reports in a timely manner. The Treasurer maintains an accurate list of all Friends members in good standing. The Treasurer, as well as the President, has the authority to sign checks.
- 10) A vacancy on the Board between elections shall be filled by a vote of the Board from names suggested by the Board Development Committee, until the next Annual Meeting. Should this person desire to continue, the partial year will not count towards the two-term limit when they stand for election at the next Annual Meeting.

#### **Article VII - Board Meetings**

- 1) The Board shall generally meet at least 11 times a year at a designated time and place of their choosing.
- 2) A quorum is required for making decisions. The quorum shall be at least two-thirds (2/3) of current Board members.
- 3) The Board shall make decisions by putting an issue to a vote, which can be carried by a simple majority of those present. The Board shall strive to make decisions by consensus.

When necessary, the most recent available edition of Robert's Rules of Order shall govern discussion.

- 4) In the event of a timely decision needed between scheduled Board meetings, the President may call a special Board meeting. If a quorum of Board members cannot assemble in person, the President may, at their discretion, notify Board members through electronic means of the particulars and request Board members to respond. The President may then call for an electronic vote. The decision requires a simple majority to pass.
- 5) The Board's 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 VIII - Committees**

- 1) The Board shall form and authorize committees as needed to do the work of the Friends. Each Committee shall have at least one duly elected Board member, while others on the committee may be drawn from the general membership. All committees shall be re-authorized at the first Board meeting following the Annual Meeting, but the Board may change or revoke this authorization at any time.
- 2) Permanent Committees: these committees shall meet regularly and make regular reports at Board meetings.
  - a) The Board Development Committee shall be charged with recruiting and recommending new Board members and handling elections. See Article IX.
  - b) The Events Committee shall be charged with organizing events to further the aims of the Friends. See Article X.
- 3) Ad hoc Committees: these committees are formed to address a specific need as defined by the Board and may be time limited. Examples of possible ad hoc committees include, but are not limited to:
  - a) Finance Committee
  - b) Membership Development Committee
  - c) Outreach Committee

### **Article IX - Board Development**

- 1) The Board Development Committee shall have a minimum of two members.
- 2) The Board Development Committee has the principal responsibility of maintaining a full Board (see Article VI). They will conduct a search for candidates and recommend them to the Board. Friends members in good standing may suggest candidates to the Board Development Committee at any time. The Committee shall then interview candidates to acquaint them with the Friends' objectives, invite them to attend a regular Board meeting, and gain their consent to serve if elected.
- 3) The Board Development Committee shall prepare the agenda item for electing new Board members and re-electing Board members up for their second term at the Annual Meeting, or the Special Meeting in lieu thereof. If requested by any Member, paper ballots should be used.
- 4) Nominations may be made from the floor at an Annual Meeting with five Friends members backing the nomination.
- 5) The Board Development Committee shall count the votes at the Annual Meeting.

- 6) Each member in good standing at the Annual Meeting may vote for as many candidates as there are open positions. Open positions will be filled in order by candidates with the highest number of votes. In the event of a tie, a coin flip shall decide the outcome.

#### **Article X – Events**

Events Committee shall be charged with organizing events to further the aims of the Friends.

#### **Article XI - Finances**

- 1) The fiscal year of the Friends is specified in Article III.
- 2) The Treasurer shall take the lead in dealing with any and all transactions as listed in Article II. The Treasurer may be assisted by a Finance Committee (authorized by the Board as outlined in Article VIII) or an assistant approved by the Board.
- 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) 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 Treasurer and President have the authority to sign checks as necessary.
- 5) All expenditures of funds greater than \$100 shall require approval of a simple majority of the Board members present and voting at a regular meeting of the Board, provided a quorum is present. In case of emergency, an expenditure up to \$500 may be authorized by a simple majority of all Board members who can be reached quickly to vote.
- 6) The Treasurer shall prepare, or have prepared, and mailed by January 31, a letter to all donors stating the amount they donated over the past year.
- 7) 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 XII - Dissolution**

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 weeks prior to the meeting, including the agenda.

#### **Article XIII - Conflict of Interest**

- 1) No Board member shall be eligible for appointment to any paid position involving the Friends. No former Board member, until the expiration of one year, shall be eligible to bid on contracts for the Friends.
- 2) Except as in hereinafter specified, no Board member 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 Board member declares their 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 XIV - Personal Liability**

The members, Board members, 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 XV - Indemnification of Board Members, 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 XV, 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 XIV and XV 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 XVI - Amendments to these By-laws**

- 1) Amendments to the by-laws may be proposed by the Board or by petition of 15 or more members in good standing of the Friends.
- 2) Amendments may be adopted 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.
- 3) The distribution 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.

**Article XVII - Effective Date**

The effective date of these By-laws is August 27, 2020.

Signed   
Ryan Carollo, Acting President