



*Dedicated to the Art of the Unique Print*

## **BYLAWS**

*AS AMENDED OCTOBER 2019*

### **ARTICLE ONE**

*NAME:*

The name of this corporation shall be The Monotype Guild of New England, Inc. (“MGNE”).

### **ARTICLE TWO**

*OBJECTIVES AND PURPOSES:*

The corporation is organized without capital stock and shall be operated exclusively for cultural, artistic and educational purposes. No part of its net earnings or profits shall inure to the benefit of any private member or individual or be used or appropriated for other than the said purposes, and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, in accordance with provision of Section 501 (C) 3 of the Internal Revenue code of the United States and the provisions of Chapter 180 of the General Laws of Massachusetts.

In the event of dissolution, the funds of this corporation shall be distributed to tax-exempt institutions of higher learning, emphasizing art and culture, and/or tax-exempt organizations, as approved under Section 501 (C) 3 of the Internal Revenue code of 1954, as determined by vote of the Board of Directors.

The objectives and purposes of this Corporation are as follows:

- \* To advance interest, education, skill and appreciation of the art of the Unique Print (monotype and monoprint).
- \* To sponsor, promote, conduct and present exhibitions, demonstrations, talks and workshops on the art of the Unique Print.
- \* To sponsor, conduct, and provide instruction in the art of the Unique Print, and to encourage the teaching of the art of the Unique Print.
- \* To cooperate with, assist and contribute to the efforts of other similar organizations in the accomplishment of such purposes.

- \* To further an understanding relationship between artists working in Unique Prints and the public.
- \* To sponsor newsletters, publications, and informational and educational services between its member artists and the public.
- \* To receive and administer gifts, bequests and loans for carrying out the purposes of the corporation and to hold, invest and use funds therefore: To hold, acquire, lease borrow, sell, loan, convey or otherwise dispose of such real personal property as may be necessary or expedient in connection with the fore-going purposes, and to do each and everything which may seem necessary or suitable and proper for the attainment of any of the objects or the accomplishment of any of the purposes above enumerated and permissible under the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

### **ARTICLE THREE**

The Officers of the Monotype Guild of New England, Inc. shall be the President, Vice President, Treasurer and Secretary. All Officers shall be members of the Guild and elected bi-annually at the Annual Meeting for terms of two (2) years. An Officer's tenure shall be limited to three (3) consecutive regular terms in office. After serving out their regular terms, no Officer shall be re-elected to the same office until at least one year shall have passed since their last service. Any vacancy may be filled by a vote of the Board. The Officers so elected to fill the vacancy, shall hold office until the expiration of the term of their predecessor.

### **ARTICLE FOUR**

#### *BOARD OF DIRECTORS:*

The Board of Directors shall consist of all the above named Officers of the Corporation and no fewer than six (6) and no more than sixteen (16) other active members of the Guild. The immediate past President of the Guild shall be a member of the Board of Directors for a period of one year from the date of expiration of their term of office as President.

The term of office for each Director shall be three (3) years. A Director's tenure shall be limited to three (3) consecutive regular terms in office. Thereafter, they shall not be re-elected until at least one year shall have passed since their last service. Service for an uncompleted, unexpired term to which a Director may initially have been elected shall not be considered a "regular term" within the meaning of this section. Terms in the position of Officer shall not be counted within the limits of terms of the Director.

Any Officer or Director who feels they cannot carry out the duties of that office shall notify the President of their resignation in writing. Any Officer or Director who proves unable to carry out the duties of their office or fails to attend three (3) consecutive meetings during their term without grant of forgiveness may be removed by a 2/3 vote of the complete Board of Directors.

The Board of Directors shall have the entire management and control of the property and affairs of the Guild. The Board of Directors is hereby vested with all the powers possessed by the Guild

itself, so far as this delegation of authority is not inconsistent with the Laws of the Commonwealth of Massachusetts and the purposes for which the Corporation was set up.

The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the affairs of the Guild as are proper and not inconsistent with the laws of the Commonwealth of Massachusetts or these by-laws.

## ARTICLE FIVE

### *QUORUM:*

**Section 1. Quorum for Board of Directors.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at a regular meeting of the Board.

**Section 2. Quorum for Voting Membership.** For the general membership, ten percent of the voting members in good standing shall constitute a quorum participating in an election. There is one vote per member.

**Section 3.** Quorums shall be certified by the Secretary.

## ARTICLE SIX

### *MEETINGS OF THE BOARD OF DIRECTORS:*

Regular meetings of the Board of Directors shall be held at such times and at such places as may be fixed by the Board. Special meetings may be held upon the call of the President or other Officer performing the duties of the President for the time being. The Secretary shall forward to each Director at the address filed with the Guild a notice of each meeting of the Board at least one week prior thereto. Meetings may be held at any time without notice if all the Directors are present, or if notice is waived in writing by those not present. The Board of Directors shall hold at least four meetings in any calendar year.

## ARTICLE SEVEN

### *BOARD OF DIRECTORS:*

The Board of Directors shall have all the powers usually vested in a Board of Directors of a business corporation together with complete authority to direct, manage, and control any property and business of the Guild. They shall have the power to acquire by purchasing, or otherwise hold, own, develop, improve, sell, convey, exchange, mortgage, lease, rent and otherwise deal or trade-in and dispose of any real property or any other property or rights therein owned by the Guild or to be acquired by the Guild.

They shall have the right and power to make all contracts and agreements on behalf of the Guild as they may deem needful or expedient for the successful execution of the business of the Guild. They shall employ and remove all persons and agents as they may deem necessary and proper for conducting the business and shall determine the compensation and duties of each.

The Board of Directors may in its discretion submit any contract or act for the approval or

ratification at any annual meeting or meeting of the membership called for the purpose of considering any act or contract, but the Board shall not be required so to do, and any act or contract approved or ratified by the Board of Directors of the Guild shall be as valid and as binding upon the Guild and its members as though it had been approved or ratified by every member of the Guild.

## ARTICLE EIGHT

### *DUTIES OF THE OFFICERS:*

#### **President:**

The President shall be the Chief Executive Officer of the Guild and shall preside at all meetings of the Guild and the Board of Directors. They shall sign all deeds, mortgages, notes, contracts, or agreements of the Guild when so directed by the Board of Directors. They shall be a member *ex-officio* of all committees and shall appoint the Chairman of said committees with the approval of the Board of Directors.

#### **Vice President:**

The Vice President shall assist the President, and in the case of absence or disability of the President, shall assume the duties of the Office of President.

#### **Secretary:**

The Secretary shall keep the minutes of the meetings of the Board of Directors and the Guild. The Secretary shall be responsible for all correspondence in-coming and out-going of the Guild and the Board of Directors as designated by the President, and shall attend the serving of notices for the meetings of the Board of Directors and the Guild.

#### **Treasurer:**

The Treasurer shall have the care and custody of the money, funds, or any valuable papers or documents pertaining thereto. They shall deposit all funds of the Guild in such bank or banks as the Board of Directors may designate, and they may endorse for deposit or collection checks, promissory notes, bills of exchange, orders for the payment of money, or other negotiable instruments to the credit of the Guild, and shall pay out and disburse funds of the corporation upon depositing to such banks as deemed wise by the Board of Directors and upon presentation to them of a voucher in proper form approved for payment by the Board of Directors or such official as the Board may designate. They shall keep accurate books or accounts of the Guild's transactions which shall be the property of the Guild and shall at all times be subject to the inspections and control of the Board of Directors.

## ARTICLE NINE

### *ANNUAL MEETING:*

The Annual Meeting, open to the public, shall be held before the end of each fiscal year in any place so fixed by the Board of Directors. A written or printed notice shall be given by the Secretary stating the date, hour, and place of such meeting. In addition to the Annual Meeting,

special meetings of the membership shall be held at such times as the Board of Directors shall determine.

## ARTICLE TEN

### *MEMBERSHIP AND DUES:*

There shall be at least two classes of membership: Artist Members and Student Artist Members. All memberships are open to all artists working in monotypes/monoprints. The Board may create additional classes of membership. Members have voting privileges and are eligible to hold Officer or Board Membership.

## ARTICLE ELEVEN

### *FISCAL YEAR:*

The fiscal year shall be July 1 to June 30.

## ARTICLE TWELVE

### *COMMITTEES:*

**Nominating Committee:** A Nominating Committee of at least three members shall be appointed by the President with the approval of the Board of Directors as a standing committee. Said Committee shall prepare a slate of candidates for all Officers and Directors to be approved by the Board of Directors and presented to the Membership at the next Annual Meeting. No member of the Nominating Committee shall serve for more than five (5) years.

**Standing Committees:** The Standing Committees and Special Committees may be formed by the Board of Directors as deemed necessary. All committees shall be responsible to the Board of Directors.

## ARTICLE THIRTEEN

### *AMENDMENTS:*

These By-Laws may be amended or repealed at any regular meeting, special meeting or written/electronic ballot of the Guild by the affirmative vote of a majority of the members participating, provided notice of the proposed amendment or repeal shall have been given in a notice of such meeting sent to members at least two weeks in advance.

## ARTICLE FOURTEEN

### *MEMBERSHIP VOTING:*

Section 1. **Eligibility to Vote:** All members in good standing are eligible to vote. Each member should be entitled for one vote.

Section 2. **Manner of Casting Votes:** Voting may be by voice or by ballot at a meeting, or by written/electronic ballot as set forth in Section 3. The Board of Directors shall determine what

measures will be eligible for written or electronic ballot.

Section 3. **Requirements for Written/Electronic Ballot:** Any matter or issue requiring the vote of the Members, or upon which the Board resolves to seek action by the Members may be submitted to the Members for approval by written/electronic ballot without the necessity of calling a meeting of Members, so long as the requirements for action by written/electronic ballot set forth in this Section 3 are satisfied.

**Balloting Time Requirements.** A record date shall be established and the written/electronic ballot shall be distributed to every Member entitled to vote on the matter at least 14 days prior to the final date the written/electronic ballots are to be received to be counted.

**Requirements for Valid Action.** Approval by written/electronic ballot shall be valid only when:

- (i) the number of votes cast by ballot within the time period specified equals or exceeds the quorum (as specified in Article V) that would have been required to be present at a Membership meeting if such a meeting had been convened to vote on the proposal, and
- (ii) the number of approvals equals or exceeds the number of affirmative votes required to approve the action at a Membership meeting.

**Solicitation Rules.** All solicitations of written/electronic ballots shall:

- (i) indicate the number of responses needed to meet the quorum requirement for the actions;
- (ii) the time by which the written ballot must be received by the Corporation in order to be counted; and
- (iii) the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

**Notification of Results of Balloting Process.** Upon tabulation of the written/electronic ballots, the Board shall notify the Members of the outcome of the vote.

**Prohibition on Revocation.** Once cast, a written/electronic ballot may not be revoked.

Section 4. **Requirement for a Majority Vote of Members:** If a quorum is reached, the affirmative vote must equal or exceed the majority of the voting power of Members participating.