

BRISTOL FRIENDS of the ARTS, INC.

(A 501(c) (3) Qualified
Vermont Non-Profit-Corporation)

BY-LAWS

Article I: Name and Purpose

Section 1.

The name of this organization shall be the Bristol Friends of the Arts, Inc.

Section 2.

The purpose of this organization is to initiate, promote, and support the arts and historical preservation by providing opportunities for community members to participate in and support the arts and the preservation of the cultural heritage of our region.

Section 3.

The group is organized and operated exclusively for charitable, cultural, and educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code. No part of the net revenue of the group shall inure to the benefit of or be distributed to its members, or any private individuals. Notwithstanding any other provision of these By-Laws, the BFA shall not carry on any other activities not permitted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

Article II: Office

The principal office of this organization shall be located at 25 Main Street, Bristol, Vermont.

Article III: Membership

Section 1.

No person shall be denied membership on the basis of race, color, sex, sexual orientation, religion, ethnic origin, or handicap.

- A. Members may be any natural person or organization who has paid its annual membership fee.

- B. Each member shall have one vote at the annual meeting and at any general meeting of the corporation

Section 2.

Affiliated organizations, including the Bristol Historical Society and the Howden Hall Committee shall be required to be members and shall have no less than one representative member of the Board of Directors.

Article IV: Meetings

Section 1.

The annual meeting, to be held in February or March, shall be for the purpose of electing members to the Board of Directors and for transacting such business as may properly come before the meeting.

Section 2.

Notice of time and location of the annual meeting shall be sent to the membership at least 10 days prior to the meeting.

Section 3.

Special meetings may be called at any time by resolution of the Board of Directors or upon the written petition of at least 5 qualified members. Advance notice shall be provided to all members.

Section 4.

A quorum shall consist of the majority of directors, or fifty (50) percent of all members.

Article V: Board of Directors

Section 1.

The Board shall consist of no fewer than 7 and no more than 21 members. The Board shall be made up of the officers and other duly elected members.

Section 2.

The Board of Directors shall have full responsibility for the management of the business of the organization which it may appropriately delegate to its Officers. The Board shall determine the policies governing administration and operation. It shall have full responsibility for the financial affairs and for the ethical and professional standards of the organization.

Section 3.

The Nominating Committee shall provide for the nomination of candidates to serve on the Board of Directors and its Officers.

Section 4.

The Board shall elect a President, a Vice President, a Secretary, and a Treasurer. The term of office for same shall be 2 years and no officer may serve more than 3 consecutive terms. The offices of President and Vice President may be held by the same person, as may the offices of Secretary and Treasurer.

Section 5.

The Board may determine to retain an Executive Director or other staff and to delegate reasonable authority thereto. The Executive Director shall serve as an ex officio member of the Board without a vote.

Section 6.

Meetings of the Board shall be held approximately monthly and shall be open to the public, except in the case of specially designated closed executive session.

Section 7.

A quorum of the Board shall consist of a majority of the Board.

Article VI: Conflict of Interest

It is the policy of Bristol Friends of the Arts (BFA) that no member of the BFA Board shall receive direct payment or profit, other than for allowable reimbursements, by reason of her or his membership on the Board. Further, in order to ensure that decisions are made fairly and impartially, it is the policy of BFA that Board members must disclose a conflict of interest or appearance of a conflict of interest in relation to official Board action; this includes but is not limited to decisions about community grants and other forms of funding provided by BFA. A BFA Board member will recuse herself/ himself from the decision making process or outcome involving a conflict of interest or appearance of a conflict of interest. "Conflict of interest" means a significant interest of a Board member or of her or his immediate family in the outcome of any action pending before the Board. "Conflict of interest" does not include any interest that is no greater than that of other persons generally affected by the outcome of the matter; or has been disclosed and found not to be significant.

Article VII: Amending By-Laws

Section 1.

Proposed amendments of the By-Laws shall be presented for consideration in writing at any general meeting of the Board of Directors.

Section 2.

Proposed amendments of the By-Laws shall be sent to all Directors not less than 10 days prior to the meeting at which the vote shall take place.

Section 3.

Proposed amendments shall be passed by a vote of at least two-thirds of Directors present and voting.

Article VIII: Dissolution

Section 1.

This organization may be dissolved by an affirmative vote of two-thirds of the qualified members of the organization present and voting at a meeting called expressly for that purpose.

Section 2.

In the event of dissolution of the organization for any cause, any assets of the organization remaining after payment of all debts and obligations of the organization shall be given to a 501(c)(3) qualified educational and/or non-profit artistic institution or organization as determined by the Board of Directors.

Adoption: March, 2003

Revised: January, 2009