

Bylaws

040884

BY-LAWS OF THE NORTHAMPTON ACADEMY OF MUSIC, INC.

Section 1. THE CORPORATION

- 1.1. **Name.** The name of this corporation is The Northampton Academy of Music, Inc. This corporation is hereinafter referred to as the "Academy."
- 1.2. **Articles of Organization and Purposes.** The articles of organization of the Academy consist of certain statutes of The Commonwealth of Massachusetts and any actions taken from time to time by the Academy as may be deemed under applicable provisions of Massachusetts law to constitute a part of the articles of organization. The purposes of the Academy shall be as set forth in the articles of organization, as from time to time amended.
- 1.3. **Location.** The principal office of the Academy in The Commonwealth of Massachusetts shall be located at 274 Main Street, Northampton, Massachusetts.
- 1.4. **Corporate Seal.** The Trustees may adopt and from time to time alter the seal of the Academy.
- 1.5. **Fiscal Year.** The fiscal year of the Academy shall end on June 30 in each year.

Section 2. OFFICERS AND TRUSTEES

- 2.1 **Enumeration.** The corporation shall have a board consisting of trustees who shall have the powers and duties of a board of trustees under Massachusetts law. The officers of the corporation shall be a president, treasurer, clerk and such other officers as the board shall elect. The board of trustees may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate.
- 2.2 **Qualifications.** No officer need be a trustee. Two or more offices may be held by the same person. The clerk shall be a resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law.
- 2.3 **Trustees.** The initial trustees shall be those persons named as trustees in the articles of organization. Thereafter, the trustees shall be elected at the annual meeting of the board of trustees. The trustees may, by vote of a majority of the trustees, elect from time to time additional trustees of the

corporation, up to a total of eleven (11) trustees. Except as hereinafter provided, the trustees shall hold office until the next annual meeting of the board and until their respective successors are elected and qualified.

- 2.4 **Officers.** The initial officers shall be those persons named as officers in the articles of organization. The trustees at their annual meeting shall elect a president, treasurer and clerk, who shall hold office until the date fixed by these bylaws for the next annual meeting of trustees and until their respective successors are elected and qualified. The trustees also may at any time elect such other officers as they shall determine. Officers may be removed from their respective offices with or without cause by vote of a majority of the trustees then in office.
- 2.5 **Resignation.** Any trustee or officer may resign at any time by giving his or her resignation in writing to the president, treasurer, clerk or any other officer or trustee of the corporation.
- 2.6 **Removal of Trustees.** Trustees may be removed from office at any time with or without cause by a majority vote of the trustees then in office.
- 2.7 **No Right to Compensation.** No trustee shall have any right to compensation.
- 2.8 **Vacancies.** Continuing trustees may act despite a vacancy or vacancies in the board and shall for this purpose be deemed to constitute the full board. Any vacancy in the board of trustees, however occurring, including a vacancy resulting from the enlargement of the board, may be filled by the trustees, by a majority vote. Vacancies in any office may be filled by the trustees, by a majority vote.

**Section 3. SPONSORS, BENEFACTORS, CONTRIBUTORS,
ADVISORS, FRIENDS OF THE CORPORATION,
MEMBERS**

- 3.1 Persons or groups of persons designated by the board as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as the board deems appropriate shall, except as the board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

3.2 **Council of Advisors.** The Corporation shall have a Council of Advisors, whose role is to offer advice to the Acad my on issues of critical importance to the conduct of its affairs. The membership of the Council shall not exceed a total of 25, including the chair of the Council, but not including a trustee, *ex officio*.

3.3 **Members.** The Corporation shall have no members. Any action or vote required by law to be taken by members of the corporation shall be taken by action or vote of the trustees.

Section 4. MEETINGS OF THE TRUSTEES

4.1. **Place.** Meetings of the board of trustees shall be held at such place within or without Massachusetts as may be named in the notice of such meeting.

4.2. **Annual and Regular Meetings.** The annual meeting of the board of trustees shall be held in May each year. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held within six months with all the force and effect of an annual meeting. Regular meetings may be held at such times as the trustees may fix.

4.3. **Special Meetings.** Special meetings of the board of trustees may be called by the president or any other officer or director at other times throughout the year.

4.4. **Notice.** Notice must be given for a regular or annual meeting. Forty-eight hours' notice by mail, telephone, word of mouth, or any electronic means shall be given for a special meeting unless shorter notice is adequate under the circumstances. A notice or waiver of notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any trustee if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.

4.5. **Quorum.** Three trustees shall constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present.

4.6. **Action by Consent; Telephone Conference Meetings.** Any action required or permitted to be taken at any meeting of the trustees may be taken without a meeting if all the trustees consent to the action in writing and the written consents are filed with the records of the meetings of the trustees. Such consents shall be treated for all purposes as a vote at a meeting. Members of the board of trustees of the corporation or any

committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 5. POWERS AND DUTIES OF TRUSTEES AND OFFICERS

- 5.1 **Trustees.** The trustees shall be responsible for the general management and supervision of the business and affairs of the corporation. The board of trustees may from time to time, to the extent permitted by law, delegate any of its powers to committees, subject to such limitations as the board of trustees may impose. Trustees are required to disclose any conflict of interest that they may have with regard to the operation of the Academy.
- 5.2 **President.** The president shall preside at all meetings of the board of trustees and the executive committee, and shall have such other powers and duties as may be specified in these bylaws or by the trustees.
- 5.3 **Treasurer.** The treasurer shall be the chief financial officer of the corporation. The treasurer shall also have such powers and duties as customarily belong to the office of treasurer or as may be designated from time to time by the board of trustees.
- 5.4 **Clerk.** The clerk shall record all proceedings of the trustees in a book or books to be kept therefor and shall have custody of the seal of the corporation.

Section 6. INDEMNIFICATION OF TRUSTEES AND OFFICERS

- 6.1 Any person who at any time shall serve or shall have served as trustee, officer, agent representative or employee of the Corporation, or of any other enterprise at the request of the Corporation, and the heirs, executors and administrators of such person, shall be indemnified by the Corporation against all costs and expenses (including but not limited to counsel fees, amounts of judgments paid and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or other, in which that person may be involved by virtue of such person being or having been such trustee, officer, agent, representative or employee, whether or not such conduct was in conformity with any corporate policy and whether or not that person was successful in such defense; provided, however, that no reimbursement shall be provided for any person with respect to any matter as to which that person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation.

Section 7. COMMITTEES

7.1 **General.** The committees of the trustees may consist of the following standing committees:

- a. Executive Committee
- b. Finance Committee

and such other committees, including additional standing committees, as the trustees may from time to time establish. No committee shall have or exercise any powers of the trustees except to the extent that such powers have been expressly delegated to such committee by the trustees.

7.2 **Executive Committee.** The Executive Committee shall consist of not fewer than three trustees elected by the trustees, including the trustee officers of the corporation. This committee shall have all of the powers of the board of trustees to transact business of an emergency nature between board meetings, but it may not establish policy. All transactions of this committee shall be reported in full at the next regular meeting of the board of trustees for ratification.

7.3 **Finance Committee.** The Finance Committee shall consist of not fewer than three trustees appointed by the president of the board. In addition, the president of the board shall be a voting member of the Finance Committee. The treasurer shall be the chairperson of the Finance Committee. They shall review the annual budget prepared by the executive director. They shall be responsible for the planning and provision of financial support at a level that will ensure the ongoing availability of services. They shall deliberate on and submit recommendations to the board of trustees concerning all financial matters pertaining to the Corporation. They shall have the books reviewed annually by a person authorized by the board of trustees, who is not a member of the board.

Section 8. AMENDMENTS

8.1 These bylaws may be altered, amended or repealed in whole or in part by vote of a majority of the trustees then in office.