

Amended by Board of Directors May 12,2015

GALLERY OF READERS
BYLAWS

ARTICLE I
General Provisions

Section 1. **Name:** the name of the association shall be **Gallery of Readers**

Section 2. **Location:** the office of the association shall be located at 16 Vernon St, Northampton, Massachusetts, 01060-2862 – as set forth in the Articles of Organization of the association.

Section 3. **Fiscal Year:** unless otherwise determined by the directors, the fiscal year of the association shall be the 12 month period ending December 31st of each year.

Section 4. **Members:** the association's membership shall include all full and part-time fee-paying or subsidized students enrolled in Gallery of Readers writing workshops, retreats and reading series; the persons leading those programs; the persons contributing supporting work to those programs, Gallery of Readers publications or websites ; and the association's paid staff and board of directors.

ARTICLE II
Board of Directors

Section 1. **Powers:** the board of directors of the association shall oversee the management of Gallery of Readers in an advisory capacity.

Section 2. **Election and number:** the board of directors shall consist of no fewer than three (3), as may be determined by the board. The board shall establish such qualifications for directors as it deems appropriate. Directors shall be elected

by a majority vote of all directors then in office at an annual or special meeting of the board.

Section 3. **Term:** each director shall serve for a term of two (2) years that expires at the annual meeting of the board subsequent to his or her election, or until his or her successor is elected and has accepted.

Carol Joan Edelstein, the founding director of Gallery of Readers, shall hold a permanent position on the board of directors, if she so chooses.

Section 4. **Vacancies:** any vacancy occurring among the directors by reason of death, resignation, removal or other cause, shall be filled for the unexpired term by an affirmative vote of a majority of the remaining directors.

Section 5. **Removal:** any one or more directors may be removed with or without cause at any time by an affirmative vote of a majority of the directors.

ARTICLE III

Meetings of the Board of Directors

Section 1. **Annual Meeting:** the board of directors of the association shall hold a meeting once each year between May 15th and June 15th for the purpose of electing officers and transacting such other business as may properly come before the meeting, at a time and place to be designated by the board and management of Gallery of Readers.

Section 2. **Regular Meetings:** in addition to the annual meeting, the board of directors shall hold meetings from time to time as requested and determined by management with a majority vote of the board.

Section 3. **Special meetings:** a special meeting may be held at the pleasure of the board of directors or management, with a majority vote of the board.

Section 4. **Notice of meetings:** written notice of each meeting of the board of directors stating date, time, and place, and in the case of a special meeting, its purpose, shall be delivered by mail or email, not less than five days prior to the meeting, to each director entitled to vote at the meeting at his or her latest address according to the records of the association.

Section 5. **Action at meetings:** A majority of the directors shall constitute a quorum, and a vote of the majority of those present shall decide any matter, unless these bylaws or any applicable law requires a different vote.

Section 6. **Action by consent:** Any action by the directors or any committee may be taken without a meeting if a written consent thereto is signed by all the directors or all the members of the applicable committees and filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 7. **Meetings by remote (virtual) communication:** Any meeting among the directors may be conducted solely by one or more means of remote communication, including electronic communication, conference telephone, video conference, the Internet, or such other means by which a person not physically present may communicate with every other member on a substantially simultaneous basis, through which all directors may participate in the meeting, if the same notice of a meeting by remote communication as for a meeting in person, and if a quorum is present. Participation in a virtual meeting constitutes personal presence at the meeting.

Section 8. **Committees:** The board of directors one or more committees and may adopt such regulations as it deems advisable with respect to the membership, authority, and procedures of such committee. Subject to these bylaws, each committee may fix its own rules of procedure and may hold meetings at such times and places as it determines. Committees shall keep reasonable records of all meetings and

actions, which must be available to the directors upon request.

ARTICLE IV **Officers**

Section 1. **Officers:** the officers of the association shall consist of an Executive Director, a treasurer, a secretary, and such other officers as the board of directors may determine.

Section 2. **Election, qualifications, terms:** the officers of the association shall be elected annually by the board of directors. Any two or more offices may be held by the same person. Each officer shall hold office until his or her successor is elected and qualified, provided that each officer shall serve at the pleasure of the board of directors.

Section 3. **Resignation, removal, vacancy:** any officer may resign by delivering a written resignation to the board of directors or to the president, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The board of directors may remove any officer with or without cause at any time.

A vacancy in an office for any reason may be filled for the unexpired part of the term.

Section 4. **Executive Director:** The executive director shall preside at all meetings of the board of directors. The executive director shall maintain records of all proceedings of the board of directors, and shall be responsible for overseeing the application and implementation of established policies in the operations of the association. The executive director shall manage the operations of the association, and shall have such powers and duties as are vested in that office by the board of directors.

Section 5. **Treasurer:** the treasurer shall have general charge of the financial affairs of the association; shall direct the maintenance of full and accurate books of account; and shall

report to the board of directors on the financial affairs of the association at least one month prior to the annual meeting. The treasurer shall maintain custody of all funds, securities, financial records and valuable documents of the association. The treasurer shall have other powers and duties as vested in that office by the board of directors.

Section 6. **Secretary:** the secretary shall keep a record of all the meetings of the board of directors, and make that record available to the board. The secretary shall have such powers and duties as are vested in that office by the board of directors. In the absence of the clerk from any meeting of the directors, an acting secretary designated by the presiding director shall perform the duties of the secretary.

Section 7. **Compensation:** No advisor to the corporation shall receive, directly or indirectly, any salary or compensation for services rendered to the corporation, except for reimbursement of expenses incurred on behalf of activities that benefit the corporation, as authorized by the board of directors.

The executive director of the association shall be paid a salary for services needed to manage the daily activities of the association. With the oversight of the board of directors, the executive director shall be authorized to hire people to perform work that supports the activities of the association.

ARTICLE V

Miscellaneous Provisions

Section 1. **Personal Liability:** The directors and officers of the association shall not be personally liable for any debt, liability, or obligation of the association. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the association look only to the property of the corporation for the payment of any such contracts or claims, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them by the corporation.

Section 2. **Execution of instruments:** All deeds, mortgages, bonds, notes, checks, drafts, contracts, and other instruments may be signed on behalf of the association by the executive director, or by such person as may be designated by the board of directors.

Section 3. **Corporate seal:** the association shall not have a corporate seal.

Section 4. **Amendment:** These by-laws may be amended by the majority vote of the board of directors at any regular or special meeting.

Adopted on _____ at Board of Directors Meeting.