

# AS220

## BY-LAWS

### ARTICLE I

#### Purpose and Powers

Section 1. A. Scope and Purpose. The corporation's name is AS220 and its principal office shall be 115 Empire Street, Providence, Rhode Island 02903. Subject to limitations provided by law or the Articles of Incorporation, these Bylaws, as amended from time to time, shall contain the provisions for regulation and management of the affairs of the Corporation, Inc. (the "Corporation"). All references herein to the Rhode Island Non-Profit Corporation Act or the Articles of Incorporation shall be construed to mean the Rhode Island Non-Profit Corporation Act or the Articles of Incorporation of the Corporation as they may be amended from time to time. AS220 is organized and shall be operated exclusively for charitable purposes as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

- B. Purpose. The purposes of the Corporation shall be:
- a. The purpose of AS220 is to provide a forum and home for the arts and creative population of Rhode Island.
  - b. To provide facilities and services available to all artists who need a place to exhibit, perform or create their original artwork, especially those who cannot obtain space to exhibit or perform from traditional sources because of financial or other limitations.
  - c. To train volunteers to assist with policies of the Corporation;
  - d. To raise, solicit and collect money to carry out the purposes of the Corporation;
  - e. To accept contributions, bequests, legacies, grants and gifts; and
  - f. For any other lawful purpose intended to serve the stated purposes of the Corporation, consistent with the Corporation's Mission Statement as amended from time to time by the Board of Directors provided that none of the purposes shall be inconsistent with maintaining the Corporation's status as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future U.S. Internal Revenue law.

Section 2. Powers. AS220 shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to effect any or all of the purposes for which AS220 is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. The powers of AS220 shall include, but not be limited to, the acceptance of contributions from both the public and private sectors, whether financial or in-kind contributions. Notwithstanding anything herein to the contrary, AS220 shall exercise its powers only in furtherance of exempt purposes as such terms are defined in Section 501(c)(3) of the Code and the regulations promulgated thereunder.

Section 3. Non-Profit Status. AS220 is a non-profit organization and no part of the net earnings of AS220 shall inure to the benefit of or be distributable to any member, director, officer or other private person, except that AS220 shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these By-laws. In the event of any liquidation or dissolution of AS220, the Board of Directors shall distribute all of the assets of AS220 to an organization exempt from taxation within the meaning of Section 501(c)(3) of the Code.

The Corporation shall operate as an independent, non-profit, non-sectarian organization not identified with any one organization, group or class and is incorporated under the laws of the State of Rhode Island, and shall not discriminate on the basis of race, color, creed, sexual preference, religion, national origin, age, physical or mental handicap.

## ARTICLE II

### Board Of Directors

Section 1. Powers. The property, business and affairs of the Corporation shall be managed by a Board of Directors, and the Board of Directors shall have, and may exercise, all of the powers of the Corporation, except such as are conferred by law, the Articles of Incorporation or these By-laws.

Section 2. Number and Term of Office. The Board of Directors shall initially consist of eleven (11) members and thereafter shall consist of no less than seven (7) members nor more than a total of twenty-five (25) members. At each annual meeting, approximately one-third (1/3) of the total directors shall be elected for a term of three (3) years to fill the vacancies created by the expiration of the term of office of those directors theretofore elected.

Section 3. Election and Term. The Board of Directors shall elect directors to succeed directors whose terms of office are expiring and shall elect any additional directors. A director who has served a full term of three (3) years shall be eligible to succeed himself or herself in office for one additional term of three (3) years. For purposes of the foregoing limitation, time served by a director in filling a vacancy for a term of less than three (3) years prior to his or her

election to a full three (3) year term shall be disregarded. A former director who has not served as a director for at least one year shall again be eligible for election as a director. Notwithstanding the foregoing term limitations, at the Board's discretion, up to five (5) directors at any one time, may continue to be elected and serve as directors beyond the completion of their second three (3) year term for an unspecified number of one (1) year terms.

Section 4. Vacancies. Any vacancy in the office of director shall be filled for the unexpired portion of the term by the remaining Board of Directors at its next meeting following such a vacancy.

Any Director having three consecutive absences shall not be considered an active member of the Board of Directors and should review his or her commitment to the Corporation. Any further unexcused absence may require that the Director submit in writing to the President his or her resignation or a formal reaffirmation of commitment to fulfill his or her Board responsibility.

Section 5. Removals. A member of the Board of Directors may be removed from office if (i) the member fails to attend three (3) consecutive meetings of the Board of Directors without cause or without the prior approval of the Board of Directors, or (ii) the Board of Directors removes the member by a vote of two thirds (2/3) of its members.

Section 6. Meetings. The Board of Directors shall have Regular Meetings every month, and such meetings regularly scheduled for the second Tuesday of each month, unless other notice is provided to the Board of Directors.

The annual meeting of the Board of Directors shall be held in June of each year at such time and place as the Board of Directors may determine from time to time.

Special meetings of the Board may be called by the Chair or upon the written request of a majority of the Board of Directors. Notice of the time, place and, in the case of a special meeting, the purpose thereof shall be given to each member of the Board not less than five (5) days before the date specified for such meeting by the Secretary of the Board or the party calling such meeting. Such notice shall be sent by mail, fax, or email addressed to each member at his or her address on file with the Secretary.

Section 7. Quorum and Voting. A quorum for the transaction of business shall exist whenever one-third (1/3) of the members of the Board of Directors are present in person, provided, however, at least two (2) of such members of the Board of Directors present are also Officers of the Corporation, provided, further, however, at least one of such Officers be the Chair or the Vice-Chair of the Board of Directors. Each director shall be entitled to one vote, to be cast in person and not by proxy. Except as may otherwise be provided by law, the Articles of Incorporation or these By-laws, an affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until there is a quorum. Notice of any adjourned meeting need not be given.

Section 8. Compensation. No director shall receive any compensation for his or her services as a member of the Board of Directors; provided, however, that any director may be reimbursed for necessary expenses incurred by him or her in the performance of his or her duties as a director.

Section 9. Consent of the Board of Directors. Except as otherwise provided, any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent or consents, in writing and setting forth the action to be taken, shall be signed by a majority of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and submitted to the Executive Director or President as provided for in Section 10 below.

Section 10. Action without a Meeting. Any action that may be taken by the Board at a meeting may be taken without a meeting if a majority of the Board Members consent thereto in writing. Action which requires a vote of the Board may be voted in writing and delivered by Fax, Postal Service, or electronic mail to the Executive Director or President.

### ARTICLE III

#### Officers

Section 1. Number and Terms. The officers of AS220 shall consist of a Chair, one or more Vice-Chair(s), a Treasurer, a Secretary and Artistic Director, all of whom shall be elected by the Board of Directors. The Board of Directors may also elect such other officers as it deems necessary and the individuals elected to such additional offices shall be members of the Board. Notwithstanding the foregoing, the Board may elect a non member to serve as Secretary and the Artistic Director shall not serve as a Board member. Such officers with the exception of the Artistic Director, shall be elected for a term of two years, each to serve until the next annual meeting or until his or her successor shall have been elected and qualified. The Chair, Vice Chair and Treasurer shall not be eligible to succeed themselves in office for an additional term. The Secretary may succeed himself or herself in office without limitation on the number of terms. Except for the Chair, who shall only hold and perform the duties of Chair, directors may hold the offices and perform the duties of any two or more of said offices.

Section 2. Vacancies. A vacancy in the office of Chair shall automatically be filled by the Vice-Chair who shall serve as acting Chair until such time as the Board of Directors shall call a special meeting for the purpose of formally electing a new Chair. Vacancies in any other office arising from any cause shall be filled for the unexpired term by the Board of Directors.

Section 3. Removal from Office. The Board of Directors may remove any officer from office, with or without cause, by a vote of two thirds (2/3) at any meeting held for such purpose.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Secretary or the Board of Directors. Any such resignation shall take effect at the date of

receipt of such notice or at any later time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Duties of the Officers. The duties of the AS220's officers shall be as follows:

A. Chair. The Chair shall be AS220's chief volunteer officer and shall preside at all meetings of the Board of Directors. He or she shall be an ex-officio member of each Board committee and shall appoint the members and designate the chairs of such committees. The Chair shall perform the duties generally pertaining to this office and as may be assigned from time to time by the Board of Directors. The Chair shall report to the Board of Directors.

B. Vice-Chairs. The Vice-Chairs, in order of their designation, shall perform the duties of the Chair in the Chair's absence. In the event of the Chair's inability to serve, resignation, removal from office or death, the Vice-Chairs, in order of designation, shall act as Chair until the vacancy in the office of Chair has been filled pursuant to Article III, Section 2. The Vice Chairs shall perform such other duties as the Chair or Board of Directors may designate from time to time.

C. Treasurer. The Treasurer shall (i) be responsible for all the funds and securities of AS220, (ii) authorize the paying out of moneys on such approvals and signatures as the Board of Directors may determine, (iii) be responsible for the maintenance of adequate books of account, (iv) present to the Board of Directors quarterly financial statements of receipts and expenditures, and (v) at the close of each fiscal year present to the Board of Directors a financial report for the year accompanied by a balance sheet and an income and expense statement audited by a certified public accountant.

D. Secretary. The Secretary shall attend and be responsible for the preparation and preservation of the minutes of all meetings of the Board of Directors. The Secretary shall serve ex-officio on such committees to which he or she may be appointed by the Chair and shall keep the minutes of such committees. The Secretary shall give all notices which may be required by law or these By-laws. The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall do and perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

E. Artistic Director. The Board of Directors may appoint an Artistic Director who shall serve as the chief executive office and shall be an employee at will and pursuant to such other arrangements, contractual or otherwise, as the Board of Directors may deem appropriate. The Artistic Director shall have the principal operating responsibility of the Corporation and shall, subject to the supervision of the Board of Directors, direct the staff and operate the business and affairs of the Corporation.

## ARTICLE V

### Committees of The Board of Directors

Section 1. Appointment and Tenure. The Chair shall appoint annual standing committees and such special committees as he or she deems necessary. Committee members may be appointed from among the membership of the Board of Directors and from outside the Board of Directors and shall serve until the designation of their successors, except as otherwise provided herein. The Chair shall appoint a chair for each committee from among such committee's membership. Each committee member, with the exception of ex-officio members and consultants, shall be entitled to vote at committee meetings. Each such committee shall report to the Board of Directors and shall have no authority to bind AS220.

Section 2. Consultants. The Chair of the Board of Directors, with the approval of the Board, shall appoint to committees such consultants as the Board deems necessary from time to time to effectuate the purpose and policies of the Corporation.

## ARTICLE VI

### Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AS220, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of AS220 and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts or Other Similar Orders. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of AS220 shall be signed by such officer or officers, agent or agents of AS220 and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of AS220 not otherwise employed shall be deposited from time to time to the credit of AS220 in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE VII

### Fiscal Year

AS220's fiscal year shall begin on July 1 of each year and end on June 31 of the next succeeding year.

## ARTICLE VIII

### Indemnification

Section 1. Directors. No director of AS220 shall be liable to AS220 or to its members for monetary damages for breach of the director's duty as a director; provided that this Article VIII shall not eliminate or limit the liability of a director for (i) any breach of the director's duty of loyalty to AS220 or to its members; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) any transaction from which the director derived an improper personal benefit. Notwithstanding the foregoing provisions, if the Rhode Island Nonprofit Corporation Act ("Act") is subsequently amended to further limit or eliminate the personal liability of directors, then the liability of the directors of AS220 shall, without any further action of the of AS220, be limited or eliminated to the extent permitted by the Act.

Section 2. Other Persons. AS220 shall have the power to indemnify persons against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising from any threatened, pending or completed action, suit or proceeding, as provided by the Act. The directors may authorize AS220 to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or member of AS220, or is or was serving as the request of AS220 as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such.

## ARTICLE IX

### CONFLICT OF INTEREST

The Board of Directors shall adopt and administer a conflicts of interest policy for all of AS220's directors, officers and employees.

## ARTICLE VIII

### EXECUTION OF DOCUMENTS

SECTION 8.01. Contracts, etc., How Executed. Unless otherwise determined by the Board of Directors of the Corporation, the President, the Treasurer, the Artistic Director or the Managing Director may enter into any contract or execute and deliver any contract or other instrument, the execution of which is not otherwise specifically provided for, in the name and on behalf of the Corporation. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any other or additional officer or officers, agent or agents, of the Corporation to enter into any contract or execute and deliver any contract or other instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized to do so by these Bylaws or by the directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

SECTION 8.02. Checks, Drafts, etc. All checks, drafts, bills of exchange or other orders for the payment of money, obligations, notes, or other evidences of indebtedness, bills of lading, warehouse receipts and insurance certificates of the Corporation, shall be signed or endorsed by such officer or officers, employee or employees, of the Corporation as shall from time to time be determined by resolution of the Board of Directors.

## ARTICLE IX

### PROCEDURES

All meetings of the membership and the Board of Directors shall be conducted in accordance with *Robert's Rules of Order, Revised*, to the extent that these procedures are consistent with these Bylaws.

## ARTICLE X

### Amendments

These by-laws may be amended from time to time, or new by-laws adopted, by the affirmative vote of not less than half (1/2) of the directors.

## ARTICLE XIII

### DISSOLUTION AND LEGAL RESPONSIBILITIES

SECTION 13.01. Except for such financial obligations of the Corporation as are duly authorized by provisions of these Bylaws, the Corporation and the Board of Directors shall not be responsible for any contract or financial obligation of any kind incurred by Director or Officer of the Corporation or any affiliated organization.

SECTION 13.02. In the event of any liquidation or dissolution of the Corporation, no director or officer shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof. Upon such liquidation, and following payment of all due financial responsibilities, all of the Corporation's assets shall be distributed to another educational or charitable organization having similar purposes as the corporation in the State of Rhode Island as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) and the regulations promulgated thereunder, or to the United States of America, any State thereof or any political subdivision of any State for exclusively public purposes, as the Board of Directors of the Corporation shall determine.