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 **Revised, February 29, 2020**

**Vision**

 HopArts will continue to grow as a prominent art organization.

**Mission**

To promote the arts and the artists in Southern Rhode Island and the broader community.

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**BY-LAWS OF HOPARTS**

**PREAMBLE**

The following By-Laws shall be subject to, and governed by, the Non-Profit Corporation Act of Rhode Island, and the Articles of Incorporation of HopArts. In the event of a direct conflict between these By-Laws and the mandatory provisions of the Non-Profit Corporation Act of Rhode Island, the said Non-Profit Corporation Act shall prevail. In the event of a conflict between these By-Laws and the Articles of Incorporation of HopArts, these By-Laws will prevail.

**ARTICLE I \* NAME**

The name of the organization is "HopArts,” also referred to as the Organization.

**ARTICLE II \* DESCRIPTION AND PURPOSE**

DESCRIPTION - The Organization is located in Hopkinton, Rhode Island and is a registered nonprofit corporation, recorded and certified in the Office of Secretary of State of Rhode Island, within the meaning of Section 501(c)(3) of the US IRS Code.

 PURPOSE - HopArts works to:

A. Raise awareness of the art life through an annual open studio trail weekend in

 Hopkinton, Richmond, and adjacent areas in Rhode Island.

B. Promote the arts and artists of Hopkinton, RI and adjacent areas.

C. Be an education and referral source for presentations and exhibits in Rhode

 Island and beyond by local artists.

**ARTICLE III \* MEMBERSHIP**

Membership is open to anyone interested in furthering the aims of the organization and is granted upon payment of annual dues or HopArts Studio Trail fee. Dues shall be collected annually.

Categories of membership:

1. **Trail Artists:** Shall consist of artists in the geographical area of Hopkinton and Richmond and guest artists from Rhode Island. Trail Fee: $100.00 Voting
2. **At Large Member:** Shall consist of anyone interested in supporting the mission of HopArts. Minimum Donation $50.00 Voting.

 Any member may be removed from membership by a two- thirds vote of the Board of Directors only for cause, which is defined as failure to pay annual dues or committing an act detrimental to the goals and purposes of the Organization. Prior to denial or revocation of membership, the member shall be notified. The decision of the Board on all issues shall be final.

**ARTICLE IV \* MEETINGS**

 All members are invited to participate in the **Annual Meeting,** to be held each February at a date, time and place as the Board shall determine. A **Quorum** for the Annual Meeting shall consist of the members in attendance. During the annual meeting activities and plans for the coming year will be reviewed. Voting members shall vote on the following matters only: election of the Board of Directors, approval of the annual budget proposed by the Board, and approval of any amendments to the Bylaws that may be proposed by the Board.

Regular monthly **Board of Directors Meetings** shall be held at such time, day, and place as shall be designated by the Board of Directors. A **Quorum** for every Board Meeting shall consist of a simple majority of sitting board members. Each director shall have one vote. Voting by proxy shall not be permitted. The Board may take action without a meeting if written consent to the action is given by a simple majority of the acting directors. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting.

Members may address their interests, concerns or recommendations, either individually or collectively to the Board, in writing or by appearance at the annual meeting or by scheduling an appearance through the President at any meeting of the Board.

**ARTICLE V \* PURPOSE and COMPOSITION OF THE BOARD**

The Board and officers shall represent the interests of the membership. In so doing they shall regularly review the efforts of the Organization to promote the production, visibility and appreciation of artwork. They shall have stewardship over the finances of the Organization and shall promote the aims of the Organization.

Board members are elected at the Annual Meeting. Nominations to serve on the Board may come from the floor of the Annual Meeting by virtue of a motion and a second, each of which shall be voted on individually or through a slate of candidates developed by a nominating committee of the existing Board.

 The members of the initial Board of Directors of the Organization shall be those individuals named in the Articles of Organization. These initial organizers and any subsequent board members solicited by them shall serve until their successors are elected. Thereafter, the Board of Directors of the Organization shall be composed of the four (4) officers, **President, Vice President, Secretary, and Treasurer**, and seven (7) more individuals, for a total of **eleven (11) directors**. **Term of office** of directors shall be for three years, elected on a three years rotation, assuring board continuity.

**ARTICLE VI \* OFFICERS and BOARD of DIRECTORS**

**The President** shall call all regular meetings of the Board with notice to the Board members of not less than five (5) calendar days prior to the meeting, and preside at all meetings of the Board as well as other Membership Meetings and shall perform those duties customarily associated with this office. The President shall be an ex-officio member of all committees except the Nomination Committee.

The **Vice President** shall preside at meetings, if the President is absent, and shall assist the President in any and all activities customarily associated with the office.

The **Secretary** shall keep a true and accurate record of the proceedings of the Organization and its Board; shall preserve and file all documents, reports and letters connected with the business of the Organization. Minutes of all meetings shall have the approval of the Board.

**The Treasure**r shall receive all monies due the Organization and pay all bills; keep a true and accurate account of the Organization finances and report thereon at the Board Meetings and the Annual Meetings.

 **All Board Members** are expected to attend monthly board meetings and serve as Chairs or as active members of at least one standing Committee of the Organization, which will likely require at least one other meeting each month. Board members may serve on and chair more than one committee.

The **Board of Directors** shall have the general oversight of the running of the Organization. They shall make such rules subject to the By-laws, as they see fit for carrying out the purposes of this Organization. All contracts and obligations of the Organization must receive the approval of a majority of the Board. The Board shall be responsible for the strategic planning, budgeting and actions of the Organization; it shall regularly review and advise the activities of all committees. Board members shall choose which committee/s they would like to chair and/or serve. In general, chairs of standing committees should be members of the Board. The Board may change the name and number of committees at its discretion. The Board may create ad hoc committees at its discretion.

**A vacancy** on the Boardshall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

**ARTICLE VII \* Standing Committees**

Committee membership is open to any HopArts member in good standing, who holds expertise or desire to further the mission of HopArts, as stated in these By-Laws.

The **Studio Trail Committee** shall, in collaboration with all other standing committees, plan and implement the annual Open Trail.

The **Communications** Committee shall have charge of the publicity and marketing for the Organization and such other duties as shall be required of them by the Board and shall provide all members information by an internal member newsletter concerning the Organization’s activities as directed by the Board.

The **Finance Committee**, together with the treasurer and the elected officers, shall develop an annual budget for the fiscal year to be approved at the annual meeting and conduct a fundraising drive for the pursuit of the goals of the Organization.

**ARTICLE IX \*** **INDEMNIFICATION**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally 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; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal

**ARTICLE X\* FISCAL YEAR**

The fiscal year shall be from January 1 to December 31, inclusive.

**ARTICLE XI \* NET EARNINGS**

No part of the Organization’s net earnings may inure to the benefit of any person having a personal and private interest in the activities of the Organization as described in the Internal Revenue Service Publication No. 557.

**ARTICLE XII \* DISSOLUTION**

In the event of dissolution or other termination of the corporate existence of the HopArts Organization, no part of the net monies or property assets of the Organization shall inure to the benefit of any individual or group of individuals. Such monies or property shall become the property of the Town of Hopkinton for use by its Recreational Commission OR any local 501(c) (3) organization that the Board, by majority votes, would select.

**ARTICLE XIII \* AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws adopted at any Annual Meeting of the Organization or at any special meeting called for that purpose, by a two-thirds vote of those present, provided, 1) that the proposed amendment shall have been subscribed to be by at least five members and 2) that due and sufficient notice of the meeting and a copy of the proposed amendment shall have been sent to every member at least fifteen days before the day of the meeting.

**ARTICLE XIV \* GOVERNING PROCEDURES**

Robert's Rules of Order, Revised, shall govern this Organization in all cases in which they are applicable and in which they are not inconsistent with these by-laws or the laws of the State of Rhode Island.