

The Massachusetts Art Education Association Bylaws

**Adopted:
January 1974**

**Amendments:
December 2018
April 2017
October 2014**

BYLAWS

ARTICLE I: BOARD OF DIRECTORS

Section 1: POWERS AND RESPONSIBILITIES

The Board of Directors shall:

- Amend the bylaws of the Association
- Approve an annual budget
- Work towards advancing the mission of the Association

Section 2: REGULAR MEETINGS

Meetings are open to all members of the Association.

The Board of Directors shall meet monthly, or at least ten times per year as set by the Association President. A quorum is necessary to vote on any matter, except where some other number is required by law or by these bylaws. The requirements for a quorum are as outlined in Article IV, Section 2 of the Constitution.

It is expected that Executive Committee Officers, Division Directors, Special Interest Representatives, and Committee Chairs attend all board meetings, and not miss consecutive meetings without approval from the Executive Committee. Board members must RSVP in a timely fashion for each meeting. In the event of an anticipated absence, the Secretary should be notified as soon as possible. Excessive absences may serve as cause for removal from the Board of Directors.

Section 3: SPECIAL MEETINGS

Special meetings of the Board of Directors may be held at any time and at any place when called by a majority of the Board of Directors and/or the President.

Section 4: NOTICE OF MEETINGS

Notice of the time and place of each meeting shall be given to each Board of Director by email at least five days, or in extenuating or unforeseen circumstances, at least twenty-four hours before the meeting. Notice need not specify the purpose of the meeting unless required by law, or unless the removal or suspension of a Board of Director is to be considered at the meeting.

Any Board of Director who attends the meeting without protesting the lack of notice to him or her before or at the commencement of the meeting shall be deemed to have received notice.

Section 5: ASSENT TO ACTION

A Board of Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless

the Board of Director's dissent or abstention is entered in the minutes of the meeting or the Board of Director files a written dissent or abstention to the action with the Secretary of the meeting before the meeting is adjourned.

Section 6: BOARD ACTION

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Board of Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting. Such consents may be provided by email or other electronic communication as allowed by law.

Section 7: USE OF ELECTRONIC DEVICES

Unless otherwise provided by law or the Articles of the Association, or these Bylaws, members of the Board of Directors may participate in a meeting of the Board by means of virtual communication, as long as Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting. The Board of Directors will explore and choose options for digital communication annually, and will implement the most viable option within the financial means of the Association.

Section 8: COMPENSATION

Board of Directors shall not receive compensation for their services as a Board of Director.

Section 9: CONFLICT OF INTEREST

Pursuant of the Massachusetts general law, the Board of Directors of the Association owe a fiduciary duty to the Association to act in good faith and in a manner that they reasonably believe to be in the Association's best interests. This duty of loyalty requires the Association's Board of Directors to exercise independent judgment on behalf of the Association, placing the Association's best interests ahead of personal interests. In furtherance of this fiduciary responsibility, all Directors shall comply with the Association's Conflict of Interest Policy. Such policy may, for purposes of approval by independent Directors of matters with respect to which a conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws.

Section 10: CODE OF CONDUCT AND ETHICS

It is expected that Officers, Division Directors, and Special Interest Representatives, and Committee Chairs agree to and adhere by the following codes of conduct and ethics. Participation in the Association Board Meetings is subject to the observance of the organization's rules and procedures. Any Officer, Division Director, Special Interest

Representative, and Committee Chair who violates this code is subject to discipline, up to and including removal from the Board.

Code of Conduct and Ethics

- Act honestly, truthfully and with integrity in all transactions and dealings in the best interests of the Association;
- Strictly avoid discourtesy or rudeness to fellow board members, in person, virtually, or otherwise at all times;
- Avoid conflicts of interest;
- Appropriately handle actual or apparent conflicts of interest by communicating or working to resolve any such conflicts professionally and in a timely manner;
- Be responsible, transparent, and accountable for all actions;

ARTICLE II: EXECUTIVE COMMITTEE

Section 1: THE EXECUTIVE COMMITTEE

The Executive Committee officers as outlined in Article IV, Section 2 of the Constitution are required to perform those duties that are usual to their positions, described in these bylaws, and are assigned to them by the Board of Directors.

Section 2: ELECTIONS

Elections for Executive Committee officers will be elected as outlined in Article IV, Section 4 of the Constitution. Further explanation of the election process including nomination materials, dates for nominations, etc. shall be set by the Board of Directors and included in the Policy Manual.

Section 3: EXECUTIVE COMMITTEE POWERS AND RESPONSIBILITIES

The officers of the Executive Committee are expected to attend all meetings either physically or virtually, unless pre-arrangements have been made. In a time sensitive circumstance in which a discussion and vote cannot wait until the next regularly scheduled board meeting, the Executive Committee officers are granted the power to make a decision on behalf of the Board of Directors. In such circumstances every effort will first be made to inform the Board of Directors.

Section 4: PRESIDENT

It shall be the duty of the President to preside at all regular and special meetings of the Board of Directors and to perform such other duties as usually pertain to the office of the president.

The President shall:

- Provide visionary and strategic leadership for the organization
- Collaborate with the Board of Directors to develop the policies and direction of the organization

- Oversee and facilitate all meetings and organization activities
- Provide adequate and timely information to the Board of Directors to enable it to effectively execute its role
- Set agenda at least four days prior to scheduled meeting and meet with the Board of Directors at regular intervals throughout the year and with committees as needed
- Serve as delegate to the NAEA Delegate Assembly, Regional Leadership Meetings, and National Leadership Conferences, and other leadership councils as deemed appropriate by the Board of Directors
- Oversee budgets with the Treasurer, and ensure that an annual audit of the Treasurer's books is conducted
- Provide the second authorized signature on all Association accounts
- Ensure that the organization's guidelines and bylaws are properly implemented
- Ensure that each board member agrees to and maintains the Code of Ethics
- Review policy and make recommendations for inclusion in the Policy Manual as in the best interest of the Association and its members
- Support the organization's capacity building strategies to support increased membership
- May speak to the press and other interested parties on behalf of the organization
- Acts as ex-officio member of all committees

Section 5: PRESIDENT-ELECT

The President-Elect of the Association shall serve under the guidance and direction of the President. In the absence of the President, the President-Elect shall have all the powers and prerogatives of the President.

The President-Elect shall Assist the President in carrying out the duties described in Article I, Section 4

- Serve as delegate to the NAEA Delegates Assembly, Regional Leadership Meetings, and National Leadership Conferences, and other leadership councils as deemed appropriate by the Board of Directors
- Oversee the Public Relations committee
- Attend meetings as required by the Board of Directors
- Review policy and make recommendations for inclusion in the Policy Manual as in the best interest of the Association and its members
- Fulfill other duties and responsibilities as designated by the Board of Directors
- Acts as ex-officio member of all committees

Section 6: PAST PRESIDENT

The Past President shall:

- Serve as a resource to the President, Executive Committee, Board of Directors, and general membership

- Directly advise the President based on past practice when applicable
- Serve as liaison with the National Art Education Association
- Review policy and make recommendations for inclusion in the Policy Manual as in the best interest of the Association and its members
- Oversee the documentation and organization of the Association's history, in this effect, act as Association Historian
- Fulfill other duties and responsibilities as designated by the Board of Directors

Section 7: TREASURER

The Treasurer shall be the chief financial officer of the Association.

The treasurer shall:

- Be in charge of its financial affairs, funds, securities and valuable papers and keep full and accurate records thereof
- Render regular reports of the financial status of the Association, and be responsible for an annual review or audit of the books as required by law
- Submit a detailed report to the Board of Directors at each meeting
- Oversee the preparation of all necessary tax and other filings required for the Association with local, state, and federal regulators, including the Massachusetts Attorney General's Office and the IRS.
- Submit appropriate organizational documentation on GuideStar
- Prepare the organization's financial records for annual audit to coincide with the end of the Association's fiscal year, which runs from January 1 - December 31
- Present the books for audit by an impartial third party accountant or other financial advisor as deemed appropriate by the Board of Directors
- Assess and report the financial implications of proposed activities and other actions
- Review policy and make recommendations for inclusion in the Policy Manual as in the best interest of the Association and its members
- Fulfill other duties and responsibilities as designated by the Board of Directors

Section 8: SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors, see that all notices are given in accordance with these Bylaws or as required by law, and be custodian of the Association records.

The secretary shall:

- Keep a permanent record of all Association proceedings
- Keep complete accurate minutes of all meetings of the Association
- Submit via electronic means, proposed minutes within fourteen days after a meeting, for approval of the President, and upon approval of the President, send to the Board of Directors for their final approval
- Post meeting agendas to the Association website and provide minutes to members upon request

- Disseminate meeting agenda and reports as set by the President at least four days prior to the scheduled meeting
- Include an account of the members who are present for meetings in minutes
- Alert Board of Directors of the need for a quorum when votes outside of a board meeting are to be held
- Appoint a representative to serve in his/her capacity should s/he be unable to attend a meeting
- Prepare the membership report for upcoming meetings
- Prepare press releases to be approved by the Executive Committee and disseminated to the appropriate venues once approved
- Fulfill other duties and responsibilities as designated by the Board of Directors
- Review policy and make recommendations for inclusion in the Policy Manual as in the best interest of the Association and its members

Section 9: VACANCIES

If a vacancy occurs among the Executive Committee Officers, for any reason, the Board of Directors may appoint a member to serve for the unexpired portion of the term. This member shall assume all responsibilities and privileges of the Executive Committee Officer they are replacing.

Section 10: REMOVAL

An Executive Committee officer may be removed or suspended with cause by a two-thirds vote of the Board of Directors present at a meeting where specific notice has been given regarding the removal of the Executive Committee officer and a minimum of two-thirds of the Board of Directors is present at such meeting.

ARTICLE III: DIRECTORS AND REPRESENTATIVES

Section 1: POWERS AND RESPONSIBILITIES

The Division Directors and Special Interest Representatives are expected to attend all meetings either physically or virtually, unless pre-arrangements have been made. In the event of an anticipated absence, the Secretary should be notified as soon as possible. Excessive absences may serve as cause for removal from the Board of Directors.

Such powers and duties shall include, but not be limited to, the following:

- Act as a point person for elected division and relay issues and pertinent information using the MAEA procedure for emailing.
- Attend (virtually or in-person) monthly board meetings and annual retreats.
- Submit reports as needed to the shared Google Drive folder at least eight days prior to the scheduled Board meeting.
- Review the reports in the shared Google Drive folder prior to the scheduled Board meeting.
- Attend MAEA sponsored events, conferences, exhibitions, and/or activities.

- Author or solicit at least three articles per year for the MAEA News (digital publication).
- Chair or actively participate in at least one MAEA committee.
- Review policy and procedures, and make recommendations for inclusion in the Policy Manual as in the best interest of the Association and its members.

Section 2: APPOINTMENT AND COMPOSITION

Division Directors and Special Interest Representatives will be appointed as outlined in Article V, Section 2 of the Constitution. Further explanation of the appointment process including appointment materials, dates for submissions of Letter of Intent, etc. shall be set by the Board of Directors and included in the Policy Manual.

Section 3: TERM OF OFFICE

For each designated position, Division Directors and Special Interest Representatives shall serve a two-year term, not to exceed three consecutive terms.

Section 4: VACANCIES

If a vacancy occurs among the Division Directors and Special Interest Representatives, for any reason, the Executive Committee may appoint a member to serve for the unexpired portion of the term. This member shall assume all responsibilities and privileges of the Division Director or Special Interest Representative they are replacing.

Section 5: REMOVAL

A Division Director or Special Interest Representative may be removed or suspended with cause by a two-thirds vote of the Board of Directors present at a meeting where specific notice has been given regarding the removal of the Division Director or Special Interest Representative and a minimum of two-thirds of the Board of Directors is present at such a meeting.

ARTICLE III: COMMITTEES

Section 1: COMMITTEES

The Board of Directors shall have the following standing committees as outlined in Article VII of the Constitution.

Except as otherwise described in these Bylaws, all Committees shall be advisory only, consist of individual Directors and general members, and shall serve at the discretion of the Board of Directors. The Board of Directors shall appoint each committee chairperson, as well as approve committee policy, which describes the objectives and responsibilities of each Board Committee, as outlined in the Policy Manual. Unless the Board of Directors otherwise determine, committee meetings shall be held at such places and times as the Chair of such committee shall determine. The Board of Directors may adopt rules for the

government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

Each committee shall make plans and initiate actions in conformance with overall strategic plans formulated by the Board of Directors and defined in its charter. At each Board meeting, each committee will report on its accomplishments and future plans.

Section 2: POWERS AND RESPONSIBILITIES

Committee Chairs are expected to attend all meetings either physically or virtually, unless pre-arrangements have been made. In the event of an anticipated absence, the Secretary should be notified as soon as possible. Excessive absences may serve as cause for removal from the Board of Directors.

Such powers and duties shall include, but not be limited to, the following:

- Act as a point person for the committee and relay pertinent information to the board.
- Attend monthly board meetings either virtually or in person, if unable to attend notify the secretary as soon as possible.
- Hold committee meetings, and document work via [committee meeting template](#). Monthly meetings are suggested.
- Submit report [via report template](#) with highlighted action items as needed to the secretary at least eight days prior to the scheduled meeting. In addition to action items, reports should include committee accomplishments and future plans.
- Work with committee to reference, review, and update Policy Manual including procedures, timelines, and guidelines. Any changes to procedures and policies must be brought to the board for approval prior to implementation. These plans and actions must be in conformance with the overall strategic plans formulated by the Board of Directors.
- With the assistance of the committee, submit an annual projected budget for approval by November for the following fiscal year (January 1).
- Author or solicit from at least one article per year for the MAEA Newsletter.
- Work toward advancing the mission of the Association.

Section 3: APPOINTMENT AND COMPOSITION

Committee Chairs will be appointed as outlined in Article V, Section 4 of the Constitution. Further explanation of the appointment process including appointment materials, dates for submissions of Letter of Intent, etc. shall be set by the Board of Directors and included in the Policy Manual.

Section 4: TERM OF OFFICE

For each designated position, Committee Chairs shall serve a two-year term, not to exceed three consecutive terms.

Section 5: AWARDS COMMITTEE CHAIR

The Awards Committee Chair shall:

- Include such powers and duties listed in Article III, Section 2 of these Bylaws.
- Work with other committee chairs to coordinate efforts, specifically the Conference Committee.

Section 6: CONFERENCE COMMITTEE CHAIR

The Conference Committee Chair shall:

- Include such powers and duties listed in Article III, Section 2 of these Bylaws.
- Work with other committee chairs to coordinate efforts, specifically the Awards Committee and Exhibition Committee.

Section 7: EXHIBITIONS COMMITTEE CHAIR

The Exhibition Committee Chair shall:

- Include such powers and duties listed in Article III, Section 2 of these Bylaws.
- Work with other committee chairs to coordinate efforts, specifically the Conference Committee.

Section 8: STUDENT RECOGNITIONS COMMITTEE CHAIR

The Student Recognitions Committee Chair shall:

- Include such powers and duties listed in Article III, Section 2 of these Bylaws.
- Work with other committee chairs to coordinate efforts, specifically the Exhibitions Committee and Youth Art Month Committee.

Section 9: YOUTH ART MONTH COMMITTEE CHAIR

The Youth Art Month Committee Chair shall::

- Include such powers and duties listed in Article III, Section 2 of these Bylaws.
- Work with other committee chairs to coordinate efforts, specifically the Exhibitions Committee and Student Recognitions Committee.

Section 10: VACANCIES

If a vacancy occurs among the Committee Chairs, for any reason, the Executive Committee may appoint a member to serve for the unexpired portion of the term. This member shall assume all responsibilities and privileges of the Committee Chair they are replacing.

Section 11: REMOVAL

A Committee Chair may be removed or suspended with cause by a two-thirds vote of the Board of Directors present at a meeting where specific notice has been given regarding the removal of the Committee Chair and a minimum of two-thirds of the Board of Directors is present at such a meeting.

ARTICLE IV: RECORDS

The Association shall keep correct and complete books and records of account of the activities and actions of the Association including a minute book which shall contain a copy of the Association's application for tax-exempt status, copies of both federal and state information returns, Constitution, Bylaws, Policies, Codes, and all amendments thereto. The Association shall also keep minutes of the proceedings of its Board of Directors meetings, and any committees with delegated authority of the Board. All books and records of the Association may be inspected by any Director, for any proper purpose at any reasonable time.

ARTICLE V: INDEMNIFICATION AND INSURANCE

Section 1: INDEMNIFICATION

The Association shall, to the extent legally permissible under the laws of the Commonwealth of Massachusetts and consistent with the Association's tax exempt status, indemnify each of its present and former Directors and any person who serves or has served, at the Association's request, as Director, (and the heirs, executors and administrators of the foregoing) (the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Indemnified Person shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association.

The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person may be entitled as a matter of law. The Association's obligation to provide indemnification under these Bylaws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the Association or any other person.

Section 2: INSURANCE

The Association shall have the power to purchase and maintain insurance on behalf of its Directors, Chairs, employees, and other such "agents" against any expenses incurred in any proceeding and any liabilities asserted against any Officer, Director, Chair, employee, or agent in such capacity or arising out of the Officer's, Director's, Chair's, employee's, or

agent's status as such, whether or not the Association would have the powers to indemnify him against such expenses or liabilities under the provisions of this section.

ARTICLE VI: MISCELLANEOUS PROVISIONS

Section 1: AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds vote of the Board of Directors at any regular or special meeting called by the Board where a quorum of the current board is present. Specific notice shall be given regarding the proposed amendment(s).

Section 2: INTERPRETATION OF BYLAWS

In the event of any ambiguity or dispute in the interpretation of these Bylaws, such ambiguity or dispute shall be resolved by two-thirds vote of the Board of Directors. The Association will keep a Policy Manual that may clarify processes and procedures as described in these Bylaws.

Section 3: RULES OF ORDER

The Board shall adopt rules of order as appropriate for conducting its meetings.

Section 4: LEGAL COMPLIANCE

All policies and activities of the Association shall be consistent with applicable federal, state, and local antitrust, trade regulation, or other legal requirements; and applicable tax exemption requirements including the requirements that the Association not be organized for profit and that no part of its earnings inure to the benefit of any private individual.