

BYLAWS
Of
WOMEN'S CAUCUS FOR ART/NH
(A Nonprofit Corporation) ARTICLE I
Office

Section 1.01. Principal Office. The corporation may maintain an office for the conduct of business and for the keeping of records in any location within the state of New Hampshire. If the corporation has no physical office, each officer of the corporation shall be responsible for the safekeeping of records related to their duties.

Section 1.02. Registered Office and Agent. The corporation shall maintain in the State of New Hampshire a registered office and a registered agent whose office is identical with such registered office.

ARTICLE II

Members

Section 2.01. Eligibility for Membership. The corporation is constituted as a chapter of the national Women's Caucus for Art. Therefore, all members of the corporation must also be members of the national organization. Any legally competent person is eligible for membership without regard to gender or state of residence. Members may be individuals or organizations. An individual may act for a member organization in all matters pertaining to member rights.

Section 2.02. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 2.03. Termination of Membership. A member may be suspended for failure to pay dues.

Section 2.04. Resignation. A member may resign by filing a written resignation with the Board of Directors.

Section 2.05. Transfer of Membership. Membership in this corporation is not transferable or assignable.

Section 2.06. Membership Dues. All WCANH members must be members of the National WCA. The charge for membership in the New Hampshire chapter shall be fifteen dollars per year. No person shall enjoy membership status without paying the membership fees unless the Board of Directors has voted to waive chapter dues in the case of hardship. The Board of Directors may also vote to pay a member's dues to the national organization in the case of hardship.

Section 2.07. Membership – Liability for Corporations Obligations. Members are not liable for any debts or obligations of the corporation.

ARTICLE III

Meetings of Members

Section 3.01. Annual Meeting. An annual meeting of the members shall be held at a location to be determined by the Directors during the month of September or October each year, for the purpose of electing members to serve on the Board of Directors and for the transaction of such other business as may come before the meeting.

Section 3.02. Special Meetings. Special meetings of the members may be called by the President, the Board, or not less than one-tenth (1/10) of the members.

Section 3.03. Place of Meetings. The Board of Directors may designate any place within the State of New Hampshire as the place for any meeting of the membership. Meetings may also be held virtually.

Section 3.04. Notice of Annual Meeting. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, by mail, or by email, to each member entitled to vote at such meeting, not less than seven (7) or more than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the corporation, with postage thereon prepaid.

Section 3.05. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting upon written consent or approval of all the members, setting forth the action so taken.

Section 3.06. Quorum. At such a meeting a quorum shall consist of ten (10) persons. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE IV

Board of Directors

Section 4.01. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 4.02. Number, Tenure and Qualifications. At least five directors shall be elected from among the membership. Each director will serve for a term of two years or until their successors are elected. All directors must be members in good standing.

Section 4.03. Regular Meetings. The Board may provide by resolution the time and place for holding of regular meetings of the Board without other notice than such resolution.

Section 4.04. Special Meetings. Special meetings of the Board may be called by or at the request of the President and shall be called by the Secretary at the request of any two (2) Directors. The authorized person or persons calling a special meeting of the Board may fix the place for holding such meeting.

Section 4.05. Notice. Notice of any special meeting of the Board shall be given at least one (1) week previously thereto by written notice delivered personally, or by mail or email to each Director at the Director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 4.06. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.07. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. The Board may also act by written consent of all the Directors of the corporation setting forth the action taken.

Section 4.08. Vacancies. The Board may fill any vacancy occurring on the Board until the membership has elected a person to fill the vacancy.

Section 4.09. Compensation. Directors shall not receive any compensation for their services as Directors.

Section 4.10. Directors – Residuary Powers. The Board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation. All powers of the corporation except those specifically granted or reserved to the members by law, the Articles of Incorporation, or these Bylaws, shall be vested in the Board.

Section 4.11. Directors – Removal from Office. A director may be removed from office, for cause, by the vote of not less than three-fourths (3/4) of the members present at a meeting of the members, provided notice of such proposed action shall have been duly given in the notice of the meeting. The Director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of a Director shall be filled by a majority vote, which may be taken at the same meeting at which such removal takes place.

ARTICLE V

Officers

Section 5.01. Officers. The Board shall elect from among the directors the following officers: President, Vice President, Secretary, and Treasurer. The Board may elect or appoint such other officers from the general membership as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board.

Section 5.02. Election and Term of Office. All officers shall serve at the pleasure of the Board of Directors, and any officer may be removed for any reason by a vote of two-thirds of the remaining directors present at the meeting. For the vote to remove an officer who is also a director, such director shall not be counted in the quorum.

Section 5.03. [reserved]

Section 5.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote for the unexpired portion of the term.

Section 5.05. President. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all the business and affairs of the corporation. The President shall preside at all meetings of the Board. The President may sign, with attestation of the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws or statute to some other officer or agent of the corporation and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 5.06. Vice President. In the absence of the President or in the event of an inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice president shall perform such other duties as from time to time may be assigned by the President of the Board.

Section 5.07. [reserved]

Section 5.08. Treasurer. The Treasurer shall not be required to give a bond for the faithful discharge of duties unless the Board shall have voted to require a bond prior to recruiting the person who is to be appointed as Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation, from any source whatsoever, deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board. The Treasurer shall also maintain the membership records and furnish such membership information as may be needed by other officers and chairs for the proper performance of their duties.

Section 5.09. Secretary. The Secretary shall keep the minutes of the meeting of the members and the Board, and file them electronically, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.

ARTICLE VI

Order of Business

Section 6.01. Order of Business. The order of business at any regular or special meeting of the members or the Board shall be:

- (a) Reading and approval of any, unapproved minutes.
- (b) Reports of officers and committees.
- (c) Unfinished business.
- (d) New business.
- (e) Adjournment.

Section 6.02. Parliamentary Procedure. On questions of parliamentary procedure not covered in these Bylaws, a ruling by the President shall prevail.

ARTICLE VII

Committees

Section 7.01. Committees of Directors. The President may designate an Executive Committee consisting of one or more members of the Board of Directors, which shall have and exercise the authority of the Board when necessary between meetings of the Board; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon the Board or any individual Director by law.

Section 7.02. Other Committees. There shall be two standing committees: Communications and Exhibitions. The Board may establish other committees from time to time. The President may appoint committee members and may remove any person from a committee whenever, in her judgment, the best interest of the corporation shall be served by such removal.

Section 7.03. Term of Office. Each member of a committee shall continue as such until removed, or until a successor is appointed.

Section 7.04. Committee Chairs. The President shall designate one member of each other committee to be chair of that committee.

Section 7.05. Vacancies. The President shall appoint persons to fill vacancies occurring for any reason on any committee.

Section 7.06. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.07. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or the resolutions establishing the committee.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

Section 8.01. Contracts. The Board may authorize any officer or officers, agent or agents, of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the corporation; and such authority may be general or confined to specific instance.

Section 8.02. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation and in such banks, trust companies or other depositories as the Board may select.

Section 8.03. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 8.04. Dues. All portions of the members' dues designated as National dues and as dues for other chapters shall be paid to the National Office.

ARTICLE IX

Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, the Board, and committees having any of the authority of the Board of Directors, and shall maintain a record of the names and addresses of the current members. All books and records of the corporation may be inspected by any member, or member's agent or attorney, for any proper purposes at any reasonable time. Records that are not the responsibility of a specific officer shall be kept by the President at any location convenient for the President.

ARTICLE X

Conflict of Interest Provisions

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through and annual procedure and also when the interest involves a specific issue before the board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

ARTICLE XI

Fiscal Year

The fiscal year of the corporation shall begin on the first day of October and end on the last day of September in each year.

ARTICLE XII

Waiver of Notice

Whenever any notice is required to be given by governing law or the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Repeal or Amendment of Bylaws

These Bylaws may be amended by the Board of Directors at any regularly scheduled meeting of the Board, or by a majority vote of the members present at any meeting of the members. Notice of any amendment to be offered at a meeting of the membership shall be given not less than seven (7) nor more than thirty (30) days before such meeting and shall set forth such amendment.

KNOW ALL PERSONS BY THESE PRESENTS:

That the foregoing Bylaws were amended as the Bylaws of the corporation, on the 11th day of October, 2022, at a duly called and constituted meeting of the members, and that they do now constitute the Bylaws of said corporation.

Lucy Mueller
Secretary