

FRIENDS of THE GUIDING STAR GRANGE
BY- LAWS

Article I - Name and Location

Section 1. This Corporation shall be known as the Friends of the Guiding Star Grange. In the remainder of this document the corporation will be referred to as the Friends.

Section 2. The principal office of the Friends shall be located at:

401 Chapman St., Greenfield, MA. 01351, but the Friends may carry on such part of its business as may be necessary, desirable or advantageous in other places within or outside the Commonwealth.

Article II - Purpose

The purpose of the Friends is to ensure the long term sustainability of the Guiding Star Grange building on Chapman St., Greenfield, Massachusetts; to promote and support the development of cultural programs that encourage music and dance in the building; to facilitate cooperation among music and dance community members and the Grange organization; to maximize participation in the events scheduled at the Grange; to conduct a public information campaign about the historical relationship of the Grange and the music and dance community; To meet these ends the Friends shall:

1. Provide a conduit for attracting and organizing skilled volunteer help;
2. Provide the financial means for ensuring the upkeep and improvement of the Grange building by creating a revolving fund;
3. Provide the means for pursuing fundraising;
4. Provide a vehicle for public involvement;
5. Provide a repository for bequests, gifts, and other monies and articles donated to benefit the Guiding Star Grange building.

In connection with its defined activities the Friends shall have the right to:

1. Solicit and receive by gift or acquire by purchase, lease, exchange, or otherwise obtain such real and personal property as may be appropriate to carry out the purposes of the Friends;
2. Buy or acquire by gift or otherwise obtain, hold, and sell stocks, bonds, notes, or other securities for the purpose of investing and reinvesting the funds of the Friends, to borrow money and from time to time to make

promissory notes, and otherwise engage in standard, sound financial practices to carry out the purposes of the Friends;

3. In general, to undertake all activities necessary and proper to carry out the purposes of the Friends;

4. The Friends shall not, as an organization, engage in fundraising, lobbying, petitioning or similar activities for the purpose of influencing legislation or government policy, nor shall the Friends become involved, as an organization, in any action that might be construed as political in nature.

Article III - Fiscal Year

The fiscal year of the Friends shall begin on the first day of January.

Article IV - Meetings

All meetings shall be organized in accordance with Robert's Rules of Order.

Article V - Board of Directors

Section 1. The programs and activities of the Friends shall be controlled and managed by a Board of Directors elected from and by the members in good standing. The Board of Directors shall elect officers of the Board from within. It is expected that each officer shall continue to hold office until his or her successor is elected and trained, for a transitional time of no greater than 2 months.

Section 2. There shall be eleven (11) Directors including four (4) officers (Chairperson, Vice-Chair, Secretary, Treasurer). The Master of the Guiding Star Grange shall be an ex-officio member of the FGSG Board, and as such will have the same voting privileges as other Board members. It will be required that at least one additional Director be a Guiding Star Grange member in good standing. At no time shall the board consist of more than 49% (forty nine percent) Guiding Star Grange members.

Section 3. All motions involving expenditures of funds greater than \$100 shall require the approval of a simple majority of the Directors present and voting, provided a quorum is present. A quorum shall be at least 50% of the Board of Directors.

Section 3A

If special circumstances require spending a sum greater than \$100 before the next scheduled board meeting, and a quorum of members is unable to assemble in person, the Chair, or in absence the co-chair or other designee may do the following:

- 1) Notify all board members of such need and seek agreement from 2/3 of the board that a special vote is needed. This may be done by e-mail (or by other electronic means).
- 2) If 2/3 of board members agree, after appropriate discussion via e-mail (or by other electronic means) a vote on spending such funds may be taken via e-mail (or by other electronic means). As in Section 3 a simple majority vote is needed to pass provided a quorum is voting.

Section 5. Membership policy shall be established by a majority of the Board and ratified by a majority of the members present at time of voting.

Section 6. The term of office for board members shall be three years.

Section 7. Officers and Board members at large are elected at the Annual Meeting of the Membership in April, and take office at the next Board meeting

- A. Two months before the annual meeting, the Chairperson appoints a Nominating Committee of 2 or more members of FGSG, at least one of whom should be a member of the Board.
- B. The Nominating Committee reports its slate of nominees for existing vacancies to the membership one month prior to the annual meeting via the spring newsletter.
- C. Additional nominations may also be made by written petition of five members or from the floor at the annual meeting, provided the consent of the nominees has been obtained.
- D. A majority of those voting is required for election to office. In the event of a contested election, paper ballots shall be used and tellers appointed to tally the results.

Section 8. In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled at the next regular election, or by a majority vote may appoint a member to temporarily fill the vacancy until the next election.

Article VI - Officers of the Board

Section 1. Chairperson

- A. Preside at all meetings and guide the work of the Board of Directors;
- B. Direct the calling of meetings;
- C. Appoint members or other persons to committees and appoint chairpersons of such committees subject to approval by the Board;
- D. Be ex-officio member of all committees;
- E. Act as official spokesperson for Friends;
- F. Assume such responsibilities and powers as may be delegated by the Board;
- G. Have the power to sign checks, notes, or any other documents on behalf of the Friends.

Section 2. Vice-Chairperson

- A. Assume responsibilities of the Chair at any meeting he/she is unable to attend;
- B. Act as officer in charge of committees, including keeping a record of the membership of each committee, formulating the charge to each committee, acting as an information source for each committee;
- C. Assume all powers and responsibilities that may be assigned by the Chair;
- D. Take charge of all membership and recruitment programs;
- E. Become temporary Chair in the event of death, resignation or incapacitation of the Chair.

Section 3. Secretary

- A. Keep an accurate record of the proceedings of each annual and special meeting and all meetings of the Board of Directors;
- B. Prepare a copy of the Minutes of each meeting to be distributed to the members of the Board at subsequent meetings;
- C. Maintain a mailing list of the members in good standing;
- D. Send notices of the annual and all special meetings to all members in good standing at least 30 days in advance.

Section 4. Treasurer

A. Have charge and custody of, and be responsible for, all funds in the name of the Friends in such depositories as shall be selected by the Board of Directors;

B. Receive and give receipts for monies due and payable to the Friends from any source whatsoever.

C. Responsible for submitting all appropriate state, federal and CDSS forms on time.

D. Submit financial report of the previous fiscal year for publication in the spring newsletter.

Article VII - Committees

Section 1. The Chairperson shall be a member, ex-officio, of all committees and shall create all new committees, appoint members and committee chairs of all committees, subject to approval by the Board;

Section 2. The Vice-Chairperson, with the approval of the Chair and the Board of Directors, shall formulate the charge to each committee, and act as the primary contact for each committee with the Board;

Section 3. Each committee shall include among its members at least one of the Board of Directors other than the Chair;

Section 4. Standing committees: the following standing committees shall be a part of the organization of the Friends:

A. Fiscal Committee:

This committee will seek the means to raise funds through dues, gifts, investments, etc.

Article VIII - Dissolution

Dissolution of the Friends may be effected at special meeting by a majority of those present and voting. Warning of the proposed dissolution must be mentioned in a written notice mailed to current members. Such a meeting shall commence within 20-30 days of written notice. On such dissolution the assets of the Friends shall be donated to the Guiding Star Grange.

Article IX - Conflict of Interest

Section 1. No Director shall be eligible for appointment to any paid position of the Friends. No former Director shall be eligible until the expiration of one year from the termination of his/her service as Director.

Section 2. Except as hereinafter specified, no Director shall have financial interest, directly or indirectly, in a contract made by the Friends. This provision will not be violated if a) such financial interest consists of ownership of less than 1% of the stock of a corporation contracting with the Friends; b) the Director declares his/her interest and does not participate in any decision related to the contract; c) the contract is between the Friends and a state, county, or municipal agency or a private, nonprofit tax exempt entity.

Article X - Amendments

These by-laws may be amended by the approval of 2/3 of the members of the Board present, and ratified by the approval of 2/3 of the general membership present.

Changes to the bylaws require the approval of the Country Dance and Song Society.

Article XI – Membership

Any person wishing to support the purpose of FGSG is eligible to become a member of FGSG upon payment of dues.

Members in good standing are eligible to attend general and special meetings; to vote on any questions coming before the membership; to hold office and serve on standing and special committees.

ARTICLE XII - Personal Liability

The members, directors and officers of FGSG shall not be personally liable for any debt, liability or obligation of FGSG. All persons, corporations or other entitles extending credit to, contracting with, or having any claim against FGSG may look only to the funds and property of FGSG for the payment of any such contract or claim, or for the payment of any debt,

damages, judgment, or decree, or of any money that may otherwise become due or payable to them from FGSG.

ARTICLE XIII Indemnification of Directors, Officers, Employees and Other Agents

(1) Right to Indemnification. To the extent legally permissible and consistent with any tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code, as amended, and with the Employee Retirement Security Act of 1974, as amended, FGSG Shall indemnify and reimburse out of corporate funds any person (or the personal representative of any person) who at any time serves as a member of the Executive Board, and any employees or agent of FGSG, whether or not then in office, against and for any and all claims and liabilities to which he or she may be or become subject to by reason of such service, and against and for all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he or she is made a party by reason of such service, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of FGSG. In effecting such indemnity and reimbursement, the Executive Board may enter into such agreements and make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

(2) Indemnification in Advance of Final Disposition of Action. Indemnification of the persons specified in ARTICLE XIII, Paragraph (1) herein, may include payment by FGSG of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicate to be not entitled to indemnification under these Bylaws or under Section 6 of Chapter 180 of the General Laws of Massachusetts.

(3) Insurance. FGSG shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, employee or other agent, or member of the Executive Board, against any liability incurred

by him or her in any such capacity, or arising out of his or her status as such, whether or not FGSG would have the power to indemnify him or her against such liability.

(4) No amendment or repeal of the provisions of this ARTICLE which adversely affects the right of an indemnified person under this ARTICLE shall apply to such person with respect to his or her acts or omissions which occurred at any time prior to such amendment or repeal without his or her consent.

ARTICLES XII and XIII are added to provide the greatest amount of immunity from individual liability for those who act on behalf of FGSG with regard to third persons. FGSG currently has third party liability insurance covering its "members", as defined in its insurance policy, with regard to physical injury."

Revised: 1/7/97, 4/30/02, 3/5/06, 4/7/06, 12/13/08, 11/1/09