

**By-Laws**  
**Unbound Visual Arts, Inc.**  
**Adopted: October 1, 2012**  
**Amended August 11, 2014**  
**Amended December 17, 2018**  
**Amended May, 2021**  
**Amended - October 24, 2022**

**ARTICLE I**

*Name & Location*

The Name of the corporation shall be the “Unbound Visual Arts, Inc.,” hereafter referred to as “UVA.” The principal office of UVA shall be located at the place set forth in the Articles of Organization of UVA. The Directors may establish other offices and places of business in Massachusetts or elsewhere.

**ARTICLE II**

*Mission*

Unbound Visual Arts (UVA) is a unique Allston-Brighton based non-profit art organization. We serve the Greater Boston community with impactful educational programs and exhibits to encourage learning, engagement, and change.

**ARTICLE III**

*Board of Directors Officers*

Section 1. The elected officers of UVA shall be:

*President, Vice President, Clerk and Treasurer*

Section 2. At UVA’s first election, the Board of Directors shall elect a Clerk to each serve a term of one-year ending December 31; and elect a President,

Vice-President and Treasurer to each serve a two-year term to end December 31.

Section 3. The elected officers shall be elected at a scheduled meeting of the Board of Directors. All officers shall be eligible for reelection.

Section 4. Nominees to fill vacancies, which occur during an officer's term, shall be ratified by the Board of Directors.

Section 5. An officer may resign at any time by giving written or electronic notification to the Board of Directors.

Section 6. An officer may be removed by majority vote of the Board of Directors.

#### **ARTICLE IV**

##### *Duties of Officers*

Section 1. The President shall perform all duties incident to the office of president and may delegate certain specified duties to the Vice-President. The President shall have general management of the business of UVA, the Board of Directors and adherence to the By-Laws. The President shall serve as Chair of the Board of Directors and ensure that orders and resolutions approved by the Board are carried out.

Section 2. The Clerk shall record the minutes of all meetings of the Board of Directors and ensure that a copy is placed in the permanent file. The Clerk shall provide the minutes of the previous meeting to each Board Member in a timely manner. He/she shall conduct the general correspondence, including meeting notices to the members, and shall keep records from past years. With the assistance of the Executive Director, the Clerk shall oversee the membership database. He/she shall be responsible for keeping a copy of the By-Laws in the permanent file.

Section 3. The Treasurer, with the assistance of the Executive Director, shall establish and maintain all checking and investment accounts, receive all moneys due to UVA, file all legally required corporation reports, make disbursements by check or electronic debit, and deposit all funds and render a written statement of accounts to UVA.

Section 4. The Vice-President shall perform all duties delegated from the President and, in the President's absence act on behalf of the President on all matters.

## **ARTICLE V**

### *Board of Directors*

Section 1. The Board is responsible for overall policy and direction of UVA in conformance with the mission, developing a vision statement and a strategic plan of short and long term actions and shall delegate the responsibility of day-to-day operations to the staff and committees.

Section 2. The Board shall have up to 10 members, but not fewer than 3 members.

Section 3. The Board, including the Executive Director, may receive reasonable compensation for specific duties and assignments outlined in writing.

Section 4. The Board of Directors shall meet in-person or virtually on a regular basis, convenient to the members. A schedule of meetings shall be established on a yearly basis. Special meetings may be called by the President or by one-third of the board members at any time.

Section 5. Forty percent of the current Board Members shall constitute a quorum for business transactions to be voted on. A majority vote, of those present, shall be required for any motion to pass.

Section 6. The board shall elect all members of the Board of Directors by majority vote.

Section 7. All board members shall serve two-year terms, and are eligible for re-election.

Section 8. Resignation from the Board shall be in writing and received by the Clerk. A board member may be terminated from the Board due to three or more absences from Board meetings in a calendar year not due to illness, illness in the family or family caretaking responsibilities. Board members may also be removed by majority vote of the Board of Directors.

Section 9. All Board members shall be members of UVA and pay annual dues according to the schedule established for non-voting members.

Section 10. Upon the discretion and approval of the President, notices, including any notices required by these Bylaws and other business conducted by the Directors, may at the discretion of the President be given or be conducted via e-mail or other internet-based electronic communication. Votes may be conducted via e-mail or other internet-based electronic communication, provided that a majority of the Board in office first provides consent, written or e-mailed, to proceed with voting on specific matter(s) by e-mail or other internet-based electronic communication. The Clerk shall maintain any records of business conducted via e-mail or other internet-based communication and shall, either in hard or electronic copy, save any notes or other actions taken via e-mail or other internet-based electronic communication. The President and Board shall report on any votes or other actions taken at the next regular or special meeting and this report shall be recorded in the minutes of the meeting at that time, noting the votes or actions taken and the date thereof.

## **ARTICLE VI**

### *Nominations and Election of Board Officers*

Section 1. The Nominating Committee shall consist of no fewer than two members and no more than three members.

Section 2. Nominations may be made from the floor, provided the proposed nominee's permission has been obtained.

Section 3. An oral vote may be accepted if there is only one candidate for each office. Election shall be by secret ballot if there is more than one nominee for any one office.

Section 4. The election of officers will be held annually at the annual meeting in October.

Section 5. A majority of the Directors then in office shall elect the Board of Directors at a Board meeting to be held in the month prior to the Annual Meeting. The Officers of UVA shall automatically be members of the Board of

Directors for the length of their term as an Officer.

## **ARTICLE VII**

### *Committees*

Section 1. Members of the respective committees will elect chairs of all Committees.

Section 2. The President may be an ex-officio member of all committees.

Section 3. Standing Committees may include, but not limited to, the following:

1. Resource Development & Fundraising 2. Events & Communication 3. Nominating 4.. Budget & Finance 5 Exhibitions 6. Operations & Management 7. Executive Committee.
2. The Board may establish new committees or dissolve any existing committees, except the Budget and Finance Committee and the Executive Committee. The Board shall approve the responsibilities of the various committees.
3. All committees shall make regular reports to the Board of Directors.
4. Any present member of the Board of Directors and Council of Advisors may serve on Committees.
5. Past members of the Board of Directors or the Council of Advisors or current UVA members may also serve on committees, with the consent of the pertinent Committee Chairs. This does not apply to the following committees: Budget & Finance, Nominating, and Executive Committees.

## **ARTICLE VIII**

### *Amendments*

The by-laws may be amended at any regular meeting of UVA's Board of Directors provided at least a 7 day notice of the proposed amendment (s) has been mailed or sent electronically to all Board members prior to the meeting.

## **ARTICLE IX**

### *Fiscal Year*

The fiscal year shall follow the secular calendar year and end on December 31.

## **ARTICLE X**

### *Parliamentary Authority*

The current edition of the Robert's Rules of Order Newly Revised shall govern the proceedings of the Board of Directors in all cases in which they are applicable and in which they are consistent with these by-laws.

## **ARTICLE XI**

### *Executive Director and Staff*

The Board may engage and hire an Executive Director. Such Executive Director shall have day-to-day responsibilities for UVA, including managing the responsibilities outlined for the Executive Committee and carrying out UVA's purpose, goals and policies. The Executive Director will attend all board meetings; report on the progress of UVA, answer questions of the board members and carry out the duties described in a separate job description approved by the Board of Directors. The Executive Director shall be responsible for developing job descriptions and hiring and managing all staff and consultants. He/she shall be a member of the Board of Directors and the Executive Committee.

## **ARTICLE XII**

### *Executive Committee*

The four officers shall serve as the members of the Executive Committee. Except for the powers to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

## **ARTICLE XIII**

### *Budget & Finance Committee*

The Treasurer is the Chair of the Finance Committee, which includes up to two other board members. The Budget & Finance Committee is responsible for developing and reviewing fiscal procedures, an annual budget and its amendments with staff, consultants and other board members. The board must approve an annual operating budget prior to the start of each fiscal year and all major budget amendments throughout the year. Annual reports are required to be submitted to the board showing income, expenditures, encumbrances, and pending income. All financial records of UVA shall be made available to board members, with a reasonable notice.

## **ARTICLE XIV**

### *Non- Voting Members*

Section 1. Any person at least 18 years of age or any entity interested in promoting the objectives of UVA shall be eligible to apply for non-voting membership status by application and payment of annual and/or monthly dues, according to procedures established by the Board of Directors.

Section 2. The classifications of membership are Founding Member, Regular Member, Sustaining Member, and Institutional Member.

Section 3. All members shall be eligible to apply to exhibit their artwork in UVA's exhibit spaces according to the procedures established by the Board of Directors. All members receive discounts on all programs and artworks purchased or rented at UVA's galleries or exhibition venues and receive invitations to members-only events.

## **ARTICLE XV**

### *Council of Advisors*

Section 1. The Board of Directors may establish a Council of Advisors of not more than ten (10) non-Board members to contribute their expertise and

thinking with non-binding recommendations related to the mission and operation of UVA. All members appointed on or after December 17, 2018 shall serve two (2) year terms and shall be eligible for re-appointment.

## **ARTICLE XVI**

### *Annual Dues*

Section 1. Annual Dues, shall be established by the Board of Directors for all non-voting members

Section 2. Annual Dues are required and vary according to membership status.

Section 3. Annual Dues are due at times established by the Board of Directors

## **ARTICLE XVII**

### *Distribution of Earnings*

No part of the net earnings of UVA shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except UVA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II. No substantial part of the activities of UVA shall be carrying on propaganda or otherwise attempting to influence legislation and shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, UVA shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by any organization, contributions which are deductible under section 170 (c) (2) of the Internal Revenue Code (or corresponding provisions of United States Internal Revenue Law).



## **ARTICLE XVIII**

### *Dissolution*

Upon the dissolution of UVA, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of UVA, dispose of all the assets of UVA exclusively for the purpose of UVA in such manner, or to such organization or organizations organized and operated exclusively for charitable and/or cultural purpose as shall at the time qualify as an exempt organization (s) under section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.