

Code of Bylaws for

Artisan's Asylum, Inc. (as amended 1/17/18)

Article 1 - Name and Purpose of the Organization:

1.1 *Name*: As stated in the Articles of Organization, as amended, filed with the Office of the Secretary of State of the Commonwealth of Massachusetts, the name of the organization is "Artisan's Asylum, Inc." ("the Corporation").

1.2 *Purposes*: The purposes of the Corporation are set forth in the Articles of Organization, and the Corporation will be operated within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now enacted and as may be amended from time to time (the "Code").

1.3 *Offices*: The principal business office of the Corporation shall be at 10 Tyler Street, Somerville, Massachusetts 02143.

1.4 *Fiscal Year*: The fiscal year of the Corporation shall end on the 30th day of June each year, unless otherwise determined by the Board of Directors ("Board" or "Board of Directors").

Article 2 - Limitation on actions not consistent with tax status:

2.1 *Disposition of Assets and Earnings*: No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Directors, Officers, employees or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable arm's length compensations, and reimburse reasonable expenses incurred, for services rendered, and to make payments and distributions in furtherance of the purpose set forth in Article 1. If the Corporation is dissolved, any assets remaining will be distributed to another Corporation serving a similar purpose and qualifying as a tax exempt, charitable organization under provisions of Section 501(c)(3) of the Internal Revenue Service.

2.2 *Limitation on Activities*: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any campaign on behalf of any political candidate for public office. However, the Corporation may engage in general community advocacy services from an education and nonpartisan perspective. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501 (c) (3) of the Code, contributions to which are deductible under Section 170 (c) (2) of the Code.

2.3 *Code*: References in these Bylaws to sections of the Code shall be deemed to include references to the corresponding provisions of any future amendments to the Code and to the corresponding provisions of any future United States Internal Revenue Law.

Article 3 - Members

3.1 *Admission of Members.* Any member of the public may become a Member in any given month by paying the membership fee for that month and by complying with all policies of the Corporation.

3.2 *Voting Members.* Voting Membership in the Corporation is determined on a month-to-month basis, and shall include any member who has timely paid the monthly membership fee for the current month in addition to the previous five (5) consecutive months (“Voting Membership Threshold Requirement”). If a Voting Member loses his or her voting rights by failing to meet the Voting Membership Threshold Requirement but has not been terminated per Section 3.4 below, they may regain those rights once they again meet said Requirement.

3.3 *Non-Voting Members.* Non-Voting Members shall be any Member who does not meet the Voting Membership Threshold Requirement. Non-Voting Members shall have a right to attend Member meetings and may speak on any matter discussed during such meeting(s), but shall not be entitled to vote on any of the Voting Matters set forth in Section 3.13 below.

3.4 *Termination of Members.* Membership for Voting and Non-Voting Members may be terminated in any of the following ways: voluntarily by providing written notice to the Corporation; involuntarily for failure to comply with all policies of the Corporation; involuntarily for failure to pay dues or rent within fifteen (15) calendar days of the first of each month; or involuntarily by a two-thirds (2/3) decision of the Board of Directors.

3.5 *Reinstatement of Membership.* If any membership is terminated involuntarily, that membership may be reinstated once two-thirds (2/3) of the entire sitting Board of Directors approves the reinstatement. Voting Membership shall only be reinstated upon meeting the Voting Membership Threshold Requirement as defined in Section 3.2 above.

3.6 *Place of Meetings.* Meetings of Members shall be held at such place(s), within or without the Commonwealth of Massachusetts as shall be determined by the Board.

3.7 *Annual Meeting.* The Annual Meeting of the Members shall be held at a time and place specified by the Board of Directors. The purpose of the Annual Meeting shall be to present information pertaining to the performance of the Corporation during the fiscal year just ended, and to present and discuss information pertaining to the goals, objectives, projects, and challenges for the current fiscal year.

3.8 *Special Meetings.* Special Meetings of the Members may be called by the Board through a duly adopted resolution, or by the Chairman of the Board, or by the ED/CEO, or by a duly executed written petition of at least twenty-five percent (25%) of all Voting Members. Business transacted at all Special Meetings shall be confined to matters identified in section 3.13.

3.9 *Notice of Meetings.* The Secretary or Chairman shall deliver to each member a written notice stating the place, date, and hour of the meeting, and the purpose of the meeting. If for an Annual Meeting, such notice shall be provided not less than ten (10) nor more than forty-five (45) calendar days before the date of the meeting. If for a

Special Meeting, such notice shall be provided not less than forty-eight (48) hours before the date of the meeting. The individuals who call for a Special Meeting of the Members shall, within seventy-two (72) hours of calling for said meeting, deliver a Notice to the Secretary or to the Chairman of the Board which describes in reasonable detail the purpose of the meeting. Email shall be effective for providing notice if it was sent to the last email address provided by that Member to the Corporation.

3.10 *Remote Communications.* Unless otherwise provided in the Articles of Organization, if authorized by the Board of Directors, subject to such guidelines and procedures as the Board of Directors may adopt, Members and proxy holders not physically present at a meeting of Members, may participate in the meeting by means of remote communications including telephone, video, or online conference.

3.11 *Proxies.* A Voting Member may vote either in person, via verified email sent to the Secretary or Voting Commissioner or Chairman of the Board, or through a proxy executed in writing by the Voting Member or the holder of a lawful power of attorney of said Voting Member. No proxy shall be valid after one (1) year from the date of its execution, unless otherwise expressly provided in the proxy. The Voting Commissioner shall be appointed by the Board, and the Board may, at its sole discretion, with or without cause, appoint a new Voting Commissioner at any time.

3.12 *Voting.* Each Voting Member shall be entitled to one (1) vote on matters defined in sections 3.13, 4.2, 4.3, 4.5 and 4.8 below. Attendance at a Special Meeting is not required for a Voting Member to vote.

3.13 *Matters on Which Voting Members Vote.* Voting Members may elect 2 Board Directors and 1 Member Liaison described in section 4.3 below. Voting Members may petition for a Special Meeting to initiate a vote to veto proposals involving one of the following matters: (i) a proposal to materially change the meaning or intent of the Corporation's Mission statement; (ii) a proposal to materially change the Corporation's Articles of Organization; (iii) a proposal to reallocate space involving more than 2,500 square feet in the aggregate; (iv) a proposal to add or remove a Workshop (as determined and defined by the Board of Directors from time to time); (v) a proposal to relocate the Corporation; or (vi) a proposal to change these Bylaws. For these matters, the Board of Directors shall be required to provide members with at least twenty (20) calendar days advance written notice describing and explaining the proposal(s). Voting Members shall then have up to ten (10) calendar days to petition and hold a Special Meeting to review and discuss the proposal(s), followed by a Voting Period of ten (10) calendar days from the date of the Special Meeting to vote on a veto of the proposal(s). Should the tally of affirmative votes for a veto be at least a two-thirds (2/3) majority of all current Voting Members of the Corporation, then the Board shall be prevented from implementing the proposal(s). For example, if the Corporation has 300 Voting Members at the time of the Special Meeting, 200 or more affirmative votes are required to veto a proposal. The matters expressly defined and specified in this Section 3.13 and sections 4.2, 4.3, 4.5, 4.8 below shall be the only matters on which Voting Members may vote.

Article 4 - The Board of Directors

4.1 *Power of the Board of Directors:* The activities, property, and affairs of the Corporation shall be managed by its Board of Directors which is empowered to exercise all such powers of the Corporation and to do all such lawful acts and things as

are authorized by law, by the Corporation's Articles of Organization, its Bylaws, and its policies. To the extent permitted by law, the Board of Directors may delegate power and authority in the exercise of its duties and responsibilities to its duly elected and duly appointed committees, and to its duly appointed Officers or other such qualified agents.

4.2 *Composition:* The Board of Directors shall consist of no fewer than seven (7) nor more than eleven (11) Directors, the precise number to be fixed by the Board. The Voting Members shall, by popular vote, elect two (2) members of the Board, and the Board shall elect the remainder.

4.3 *Member Liaison.* Voting Members shall also, by popular vote, elect one Member Liaison each year, who will be a non-voting Board observer, invited to attend Board meetings and to participate in Board discussions, but who will have no voting or other authority; however, and without limitation, the Board at its discretion may choose to exclude the Member Liaison from participating in certain discussions for confidentiality or other reasons. The Member Liaison may be any member or employee not already serving on the Board or as an Officer of the Corporation.

4.4 *Term in Office:* All Directors shall hold office for a term of two (2) years or until his or her successor shall have been elected and qualified. Directors shall be eligible for reappointment for up to five (5) successive terms. The Member Liaison shall hold a term of one (1) year.

4.5 *Removal:* Any one or more Directors may be removed, with or without cause, at any time, by a two-thirds (2/3) vote of the entire sitting Board; however, the Director(s) who's removal is being sought shall not be able to vote on the matter. The Voting Members may also vote to remove the Member Liaison, and/or one member-elected Director, and/or one Board-Appointed Director, provided a two-thirds (2/3) majority of the total number of current Voting Members approves the vote. Such member initiated removal actions, if for the removal of one or two Directors per above, shall not take place more than once in any twelve (12) month period. No such limit shall apply for the removal of a duly elected Member Liaison.

4.6 *Resignation:* Any Director may resign by delivering a written resignation to the Chairman of the Board or to the clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

4.7 *Absences from Meetings:* Any Director shall be considered to have resigned his or her position if he or she is absent from three (3) consecutive regular or special meetings of the Board of Directors without explanatory correspondence with the Chairman of the Board.

4.8 *Vacancies:* If any vacancy on the Board shall occur for any reason, the remaining Directors shall continue to act. If the vacancy involves one of the two positions Members voted onto the Board (beginning with the November 2017 Member elections), then the vacancy shall be filled by the Voting Members via an election. All other vacancies shall be filled by the Board of Directors. Vacancies endeavor to be filled by the beginning of the next term of the Board seat that was vacated. A Member Liaison (Board observer) vacancy shall be filled by the Voting Members for the unexpired portion of the term.

4.9 *Committees*: The Board of Directors may create such standing and special committees as it determines to be in the best interest of the Corporation. The Board of Directors shall determine the duties, powers, and composition of such committees, except that the Board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the Board a report of the actions and recommendations of the committee for consideration and approval by the Board. Any committee may be terminated at any time by the Board of Directors.

Article 5 - Meetings of the Board of Directors

5.1 *Annual and Other Meetings*: The Board of Directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the Board. Other meetings of the Board of Directors may be called by the Chairman, the ED/CEO, or by a majority of the Directors then in office by delivering notice in writing of the date, time, place and purpose of such meeting, to all Directors at least three (3) days in advance of such meeting. The Board may adopt such rules or policies governing Board meetings as it may determine necessary.

5.2 *Quorum and Voting*: A majority of the Board of Directors, participating in person or by telephone, video, or online conference, shall constitute a Quorum for the transaction of business at any meeting of the Board. At any meeting of the Board of Directors for which a Quorum exists, a majority of those Directors participating shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these Bylaws.

5.3 *Action by Written Resolution*: If Directors severally or collectively consent in writing (specifically including electronic communication) to any action to be taken by the Board, and the number of such Directors constitutes a Quorum for such action per Section 5.2, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

5.4 *Proxy Action Not Permitted*: For the purposes of decision making and establishing a Quorum as set forth in this Article, Directors unable to attend a meeting in person or by telephone, video, or online conference may not participate by proxy.

Article 6 - Officers of the Board of Directors

6.1 *Officers*: The Officers of the Corporation shall be: Executive Director (or Chief Executive Officer); a Secretary (or Clerk); and a Treasurer. The Corporation may also have a Chief Financial Officer who may also act as Treasurer, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as the Board of Directors may determine from time to time.

6.2 *Election of Officers and Appointment of the Executive Director/CEO*: The Executive Director/CEO shall be appointed or removed by the Board of Directors and the Board shall set the salary or other compensation for the ED/CEO. The Officers of the Corporation shall be elected annually by the Board of Directors at an annual meeting. Each Officer shall hold office until a successor shall have been elected and qualified.

Article 7 - Duties and Powers of the Officers

7.1 Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation, subject to the control of the Board of Directors, shall have general charge and supervision of the affairs of the Corporation. Except as otherwise provided by the Articles of Organization, these By-laws, and the Massachusetts General laws, the Executive Director shall see that all orders and resolutions of the Board are carried into effect.

7.2 Chair of the Board of Directors: The Chair of the Board of Directors shall be chosen from among the members of the Board of Directors. He or she shall preside at all meetings of the Board of Directors and shall have such other duties and responsibilities as are customary for the office of Chair of the Board of Directors and as may be assigned to him or her from time to time by the Board of Directors.

7.3 Vice Chair of the Board of Directors: If a Vice Chair of the Board is chosen, he or she shall be chosen from among the members of the Board of Directors. He or she shall perform the duties of the Chair of the Board of Directors in the absence, disability or conflict of interest based recusal of the Chair (per Article 12 below), and shall have such other duties and responsibilities as may be assigned to him or her from time to time by the Board of Directors. Should no Vice Chair of the Board be chosen, the Secretary shall perform the Vice Chair's duties.

7.4 Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors in appropriate books. He or she shall give all notices of the meetings of the Board of Directors. He or she shall be the custodian of the records of the Corporation (other than those kept by the Treasurer) and of the corporate seal, and shall affix the latter when required. He or she shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors.

7.5 Treasurer: The Treasurer shall have supervision over the receipt and custody of the Corporation's funds, and shall cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and in general shall perform such duties as are customary to the office of Treasurer. In addition, the Treasurer shall perform such other duties as the Board of Directors or the Executive Director/CEO may from time to time assign to the Treasurer.

7.6 Officer Vacancies: A vacancy in any office shall be filled by the Board of Directors for the remainder of the term.

7.7 Resignation and Removal: Any Officer or employee may resign at any time by giving written notice of such resignation to the Executive Director/CEO or Chairman of the Board. Such resignation shall be effective upon receipt of such notice, unless the notice specifies a later effective date acceptable to the Board. The ED/CEO, as well as any Officer or employee, may be removed, with or without cause, by a vote of a majority of the entire sitting Board of Directors.

Article 8 - Compensation

Officers and employees may receive reasonable compensation for their services. Officers, Directors, and employees may be reimbursed, subject to approval and ratification by the Board

of Directors, for reasonable expenses related to the affairs of the Corporation, including attendance at meetings. The Board of Directors may determine the salaries or other compensation of Officers and of each employee or agent of the Corporation, or may choose to delegate this authority to the ED/CEO, with or without requiring approval of the Board, for those employees serving underneath him or her.

Article 9 - Board of Advisors

9.1 *Powers.* The Board of Directors may appoint from time to time any number of persons as advisors to the Corporation, to act either singularly or as a committee or committees. Each such advisor shall hold office at the pleasure of the Board, and shall have such authority and obligations as the Board may from time to time determine.

9.2 *No Compensation.* No such advisor of the Corporation shall receive any salary, compensation or emolument for any service rendered to the Corporation, except that the Board of Directors may authorize reimbursement of reasonable expenses incurred on behalf of activities for the benefit of the Corporation.

Article 10 - Custodians and Other Agents

The Board of Directors shall have power in its discretion, from time to time, (a) to employ a bank or trust company or brokerage firm as custodian of any funds or securities of the Corporation and to delegate to such custodian such powers as it may deem appropriate, including the power to make payments from and execute checks drawn on the funds of the Corporation; (b) to employ clerks, accountants, legal counsel, investment counsel and any special services and to delegate the power to make investment changes on a discretionary basis; and (c) to pay compensation for any expenses of all such services in addition to the expenses of the Directors. Each such custodian, employee or agent shall retain his or her authority at the pleasure of the Board of Directors.

Article 11 – Corporate Transactions and Contracts

11.1 *Contracts:* The Board of Directors 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 and on behalf of the Corporation, and such authority may be general or confined to specific instances.

11.2 *Indebtedness:* All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors; otherwise, such instruments shall be signed by the Treasurer. Any such instruments valued at \$10,000 or more, with the exception of monthly rent or mortgage payments, shall require the signature of at least two persons duly authorized by the Board of Directors to make such commitments on behalf of the Corporation.

11.3 *Deposits:* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

11.4 *Investments*: The funds of the Corporation may be retained in whole or in part in cash, or be invested and reinvested from time to time in such real estate, stocks, bonds or other securities as the Board of Directors may deem desirable.

11.5 *Contributions*: The Board of Directors or any authorized office or agent 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.

Article 12 - Conflict of Interest

12.1 *Initial Disclosure*: Each Director shall, prior to assuming his or her position and upon each re-election, disclose in writing to the ED/CEO, Chair of the Board of Directors, and the Chair of any committee on which he or she serves, a list of all businesses or other organizations of which he or she is an officer, member, owner or employee, or for which he or she acts as an agent, with which the Corporation has, or might reasonably in the future enter into, a relationship or a transaction in which the member would have conflicting interests.

12.2 *Conflict of Interest*: At such time, if any matter should come before the Board or any committee thereof in such a way as to give rise to a conflict of interest, the affected member shall make known the potential conflict and, if advisable, withdraw from the meeting for so long as the matter shall continue under discussion, except to answer any questions that might be asked of him or her. Should the matter be brought to Consensus decision, the affected member shall not participate in the consensus. In the event that, when advisable, he or she fails to withdraw voluntarily, the Chair shall require that he or she remove himself or herself from the room during the discussion and Consensus on the matter.

12.3 *Ongoing Disclosure*: Notwithstanding the above, the affected member shall bring to the attention of the ED/CEO and Chair of the Board any business transaction involving such a conflict of interest and, furthermore, comply with the then current Conflict of Interest Policy, separately drafted from these Bylaws and adopted by the Board.

Articles 13 - Indemnification

No Officer or Director of the Corporation shall be personally liable to the Corporation for monetary damages for or arising out of a breach of fiduciary duty as an Officer or Director to the fullest extent permitted under law; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the Officer's or Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the Officer or Director derived an improper personal benefit.

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served while this provision is in effect 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 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 14 - Non-Discrimination

The Corporation is committed to a policy of equal opportunity. The Corporation complies with applicable laws and regulations regarding employment and ensures that there will be no discrimination on the basis of race, color, religion, gender, sexual orientation, national origin, age, disability, ancestry or any other legally prohibited basis in its selection of Directors, Officers, employees or agents, applicants for employment, members, teachers, grant recipients or students. The Board of Directors and all Officers and employees are required to implement this policy.

Article 15 - Amendments to Bylaws

These Bylaws may be amended by a majority vote of the entire sitting Board of Directors, subject to the Member notification requirement and potential veto vote per Section 3.13 above.

Article 16 - Miscellaneous Provisions

16.1 *Insurance.* By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors may from time to time deem appropriate, on behalf of any person who is or was an Officer, Director, employee or other agent of the Corporation or who is or was serving at the request of the Corporation as an Officer, Director, employee or other agent of another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

16.2 *Definitions.* As used herein, the terms "Officer," "Director," "employee" and "agent" include their respective executors, administrators and other legal representatives; an "interested" person is one against whom the action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened; and a "disinterested" person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.