

**BERKSHIRE DANCE THEATRE, INC.**

**CORPORATE BYLAWS**

**Amended and Restated on**

**December 15, 2020**

## **ARTICLE I**

**Section 1** - The name of this organization shall be the Berkshire Dance Theatre, Inc., a Non-Profit organization established under Chapter 180 of the Massachusetts General Laws, henceforth referred to as “The Corporation.”

**Section 2** - The Corporation area is defined as Berkshire County, Massachusetts and its environs, including southwest Vermont.

**Section 3** - The Corporation’s place of business shall be 46 Howland Avenue, Adams, Massachusetts.

## **ARTICLE II – MEMBERSHIP**

**Section 1** – During each fiscal year of the Corporation, the Corporation membership shall consist of all persons who, during that fiscal year, have paid one or more class tuitions or the dues established by the Board of Directors.

## **ARTICLE III – PURPOSE**

**Section 1** - The purpose of the Corporation shall be to provide opportunities for the advancement of the performing arts, particularly in dance, in the Corporation area, and to provide the appropriate educational and experiential opportunities to students of said performing arts. This purpose shall be implemented by, but not limited to, the following:

- A. Providing instruction and performing opportunities for students toward the advancement of performing skills;
- B. Providing facilities and material in support of such instruction and performing activities and opportunities;
- C. Fostering public awareness of an interest in dance and other performing arts activities and opportunities toward enhancing such activities and opportunities in the area.

## **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1** - The business of the Corporation shall be managed by a Board of Directors (hereinafter the “Board”) who shall have and may exercise all the powers of the Corporation consistent with the Corporation’s educational and charitable purposes. The Board shall consist of not less than six (6) Directors and not more than twelve (12) directors. The powers of the Board shall include but not be limited to the following:

- A. Appointment and establishment of the duties and compensation of the Director(s) to direct the daily operation of the Corporation and execute policies of the Board and render advice on appointments proposed and/or made by the Director(s).

- B. Final absolute power of the Corporation, including the authority to enter into agreements and contracts, purchase, lease, and sell property, make loans or grants, and purchase equity;
- C. Determination, subject to applicable laws and regulations of the Federal and State governments, of personnel, fiscal and program policy;
- D. Final approval of all program proposals and budgets;
- E. Enforcement of compliance with all applicable conditions of grants and contributions.

**Section 2** – Membership to the Board shall be by recommendation of a member of the Board with election by a majority of the current board. Directors shall be elected annually to serve a term of three or fewer years. The board shall be comprised of a combination of parents or legal guardians of a student as well as non-parents / legal guardians of students with professional experience.

**Section 3**

- A. At any meeting of the Board, a simple majority of the Directors currently serving on the Board shall constitute a quorum for the transaction of business at any of the meetings of the Corporation. There shall be no voting by proxy at any of the meetings of the Corporation. The act of the majority of the Directors present at a regularly called meeting at which a quorum is present at the time of the act, shall be the act of the Board, except as otherwise noted in these bylaws. This includes the voting on Budget and financial matters.
- B. Any action to be taken by the Board may be taken without a meeting if all Directors consent to the action in writing and the written consents are filed with the records of the Board. Such consents may be transmitted electronically and shall be treated for all purposes as a vote at a meeting.
- C. A meeting of the Board may be held by online video and audio conferencing, conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another at the same time, and participation by such means by a person not physically present shall constitute the presence of such person at such meeting. The act of the majority of the Directors present on the conference call at a regularly called meeting at which a quorum is present at the time of the act, shall be the act of the Board, except as otherwise noted in these bylaws.

**Section 4** - The election of Directors shall take place at the annual meeting of the corporation. The Board of Directors shall fill vacancies on the Board by appointing an interim Director to serve until the next annual meeting, at which time a new Director shall be elected to fill the remainder of the unexpired term of the vacancy.

**Section 5** - Absence from three (3) meetings of the Board without previous notification or a valid reason shall be considered a resignation. Absence from six meetings in a calendar year for any reason shall be considered a resignation. The Board shall be vested with the authority to remove any officer or Director from office for cause. The Board may convene with at least one week's notice to vote for removal of an officer or Director; a two-thirds (2/3) of those present and voting is required.

**Section 6** - The Board may hire a Recorder to take the official minutes of the Corporation. The Recorder shall provide the minutes to the Secretary for review within two weeks following the meeting.

**Section 7** – A Non-Disclosure Confidentiality Agreement must be signed by each elected Director to the Board at the beginning of each term.

## **ARTICLE V – OFFICERS**

**Section 1** - The officers of the Corporation shall be the President, Vice President, Secretary/Clerk, and Treasurer, and such other officers as the Directors from time to time may in their discretion elect. After nominations by members of the Board, all officers shall be elected for a one year term by the Board at the next Board meeting following the annual meeting. Any two or more offices may be held by the same person. All officers must be Board members.

**Section 2** - The duties of each officer shall be:

- A. The President / Chairperson, as chief officer and spokesperson for the Corporation, shall in addition to fulfilling normal duties of the position, appoint such committees as may be needed. All such appointments shall be approved by a majority vote of the Board. In addition, the President shall sign on behalf of the Corporation all deeds, contracts and other formal instruments. Additionally, the President will work with Director(s) regarding Staff, Payroll, and Faculty concerns.
- B. The Vice President shall perform such functions as may be delegated to him/her by the President.
- C. The Secretary/Clerk shall be responsible for the safekeeping of the official minutes of the Corporation, its records and any other responsibilities as may be required under the statutes of the Commonwealth of Massachusetts. The Secretary shall be responsible for taking minutes when the Recorder, if any, is not present and shall present the minutes, whether or not prepared by a recorder, to the Board for its approval at the next meeting of the Board.  
After reviewing minutes received from the Recorder, the Secretary will be responsible for providing minutes of prior meetings to the Directors of the Corporation.
- D. The Treasurer shall have the charge of all financial papers and financial records of the Corporation and shall have the responsibility for the funds of the Corporation and for keeping full and accurate accounts and records of all receipts and disbursements of the Corporation. All such papers, records, and accounts shall be kept in the principal place of business of the Corporation and be open to inspection by any Director at any time during the regular business hours of the Corporation and to any member, at intervals of not more than twelve (12) months.

**Section 3** - The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director or Officer of the Corporation, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and

counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil, or criminal, in which he may be involved or with which he may be threatened, while serving or thereafter, by reason of his being or having been such a Director or Officer, except with respect to any matter as to which he shall have been adjudicated in the proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director or Officer pursuant to consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification, by a disinterested majority of the Directors then in office.

**Section 4** - All committees shall be advisory and recommending in nature, shall be composed of at least one member of the Board and one or more persons chosen by the Board from the general membership of the Corporation and shall report to the Board. Actions of committees need approval from the Board of Directors prior to implementation.

## **ARTICLE VI: SPECIFIC OPERATING PROCEDURES**

**Section 1** - Unless otherwise specified herein, Roberts Rules of Order shall govern the proceedings of the Corporation.

**Section 2** - There shall be an annual meeting of the Board held in January for the purpose of electing Directors and presenting annual reports and doing other appropriate business.

**Section 3** - All meetings of the Board shall be open to the membership. However, the Board may vote by a majority present to hold a meeting in Executive Session. Only Board members and persons invited by the Board while in Executive Session may attend a meeting in Executive Session. Records and Minutes of all open meetings shall always be made available for inspection by the membership in the Corporation's normal place of business. Records and Minutes for all Executive Sessions will only be distributed to Board members and those invited to that particular Executive Session. All meetings may be held by online video and audio conferencing, conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another at the same time, and participation by such means by a person not physically present shall constitute the presence of such person at such meeting.

**Section 4** - The fiscal year of the Corporation shall extend from September 1<sup>st</sup> to the ensuing August 31<sup>st</sup>.

**Section 5** - The Board shall hold at least two (2) regular meetings per year. Special meetings of the Board may be called at any time by the President and must be called by the President within ten (10) days of receipt of a written petition of two (2) or more directors. A meeting of the Board must also be called within thirty (30) days of receipt by the Board of a written petition signed by at least 25 members of the Corporation.

**Section 6** – No Officer or Director shall receive any compensation or remuneration from the Corporation, provided, however, the Board may see fit to reimburse its Directors and Officers for any reasonable and necessary expense incurred. Members of the Board are prohibited from accepting gifts, monies, or gratuities from the following:

- A. Persons receiving benefits or services under any program financed by local, state or Federal funds;
- B. Any person or agency performing services to the Corporation under contract;
- C. Persons who are otherwise in a position to benefit from the actions of the Board or a Board member;

## **ARTICLE VII: BYLAWS**

**Section 1** - These bylaws shall be reviewed every three (3) years by an ad hoc committee appointed by the President, which committee shall recommend to the Board any changes which should be made.

**Section 2** - These bylaws may be adopted or amended by at least a two-thirds (2/3) vote of the Board of Directors at any duly constituted meeting of the Board, provided that every member of the Board has received at least five (5) days of notice of the changes being considered.