

BY-LAWS OF
THE NORTHAMPTON ACADEMY OF MUSIC, INC.

Revised through June 9, 2010

Section 1. THE CORPORATION

- 1.1. **Name**. The name of this corporation is The Northampton Academy of Music, Inc. This corporation is hereinafter referred to as the "Academy."
- 1.2. **Articles of Organization and Purposes**. The articles of organization of the Academy consist of certain statutes of The Commonwealth of Massachusetts and any actions taken from time to time by the Academy as may be deemed under applicable provisions of Massachusetts law to constitute a part of the articles of organization. The purposes of the Academy shall be as set forth in the articles of organization, as from time to time amended.
- 1.3. **Location**. The principal office of the Academy in The Commonwealth of Massachusetts shall be located at 274 Main Street, Northampton, Massachusetts.
- 1.4. **Corporate Seal**. The Trustees may adopt and from time to time alter the seal of the Academy.
- 1.5. **Fiscal Year**. The fiscal year of the Academy shall end on June 30 in each year.

Section 2. OFFICERS AND TRUSTEES

- 2.1 **Enumeration**. The corporation shall have a board consisting of trustees who shall have the powers and duties of a board of trustees under Massachusetts law. The officers of the corporation shall be a president, treasurer, clerk and such other officers as the board shall elect. The board of trustees may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate.
- 2.2 **Qualifications**. No officer need be a trustee. Two or more offices may be held by the same person. The clerk shall be a resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law.

- 2.3 Trustees.** The initial trustees shall be those persons named as trustees in the articles of organization. Thereafter, the trustees shall be elected at the annual meeting of the board of trustees. The trustees may, by vote of a majority of the trustees, elect from time to time additional trustees of the corporation, up to a total of eleven (11) trustees. Except as hereinafter provided, the trustees shall hold office until the next annual meeting of the board and until their respective successors are elected and qualified.
- 2.4 Terms of Trustees.** Terms shall be three years in length, with board members eligible for a second term. After the completion of a second term, said board member must be off the board for at least one year before being eligible for another term.
- 2.5 Officers.** The initial officers shall be those persons named as officers in the articles of organization. The trustees at their annual meeting shall elect a president, treasurer and clerk, who shall hold office until the date fixed by these bylaws for the next annual meeting of trustees and until their respective successors are elected and qualified. The trustees also may at any time elect such other officers as they shall determine. Officers may be removed from their respective offices with or without cause by vote of a majority of the trustees then in office.
- 2.6 Resignation.** Any trustee or officer may resign at any time by giving his or her resignation in writing to the president, treasurer, clerk or any other officer or trustee of the corporation.
- 2.7 Removal of Trustees.** Trustees may be removed from office at any time with or without cause by a majority vote of the trustees then in office.
- 2.8 No Right to Compensation.** No trustee shall have any right to compensation.
- 2.9 Vacancies.** Continuing trustees may act despite a vacancy or vacancies in the board and shall for this purpose be deemed to constitute the full board. Any vacancy in the board of trustees, however occurring, including a vacancy resulting from the enlargement of the board, may be filled by the trustees, by a majority vote. Vacancies in any office may be filled by the trustees, by a majority vote.

Section 3. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION, MEMBERS

- 3.1** Persons or groups of persons designated by the board as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as the board deems appropriate shall, except as the board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.
- 3.2** **Council of Advisors.** The Corporation shall have a Council of Advisors, whose role is to offer advice to the Academy on issues of critical importance to the conduct of its affairs. The membership of the Council shall not exceed a total of 25, including the chair of the Council, but not including a trustee, ex officio.
- 3.3** **Members.** The Corporation shall have no members. Any action or vote required by law to be taken by members of the corporation shall be taken by action or vote of the trustees.

Section 4 MEETINGS OF THE TRUSTEES

- 4.1.** **Place.** Meetings of the board of trustees shall be held at such place within or without Massachusetts as may be named in the notice of such meeting.
- 4.2.** **Annual and Regular Meetings.** The annual meeting of the board of trustees shall be held in May each year. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held within six months with all the force and effect of an annual meeting. Regular meetings may be held at such times as the trustees may fix.
- 4.3.** **Special Meetings.** Special meetings of the board of trustees may be called by the president or any other officer or director at other times throughout the year.

- 4.4. **Notice.** Notice must be given for a regular or annual meeting. Forty-eight hours' notice by mail, telephone, word of mouth, or any electronic means shall be given for a special meeting unless shorter notice is adequate under the circumstances. A notice or waiver of notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any trustee if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.
- 4.5. **Quorum.** Five trustees shall constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present.
- 4.6. **Action by Consent; Telephone Conference Meetings.** Any action required or permitted to be taken at any meeting of the trustees may be taken without a meeting if all the trustees consent to the action in writing and the written consents are filed with the records of the meetings of the trustees. Such consents shall be treated for all purposes as a vote at a meeting. Members of the board of trustees of the corporation or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 5 POWERS AND DUTIES OF TRUSTEES AND OFFICERS

- 5.1 **Trustees.** The trustees shall be responsible for the general management and supervision of the business and affairs of the corporation. The board of trustees may from time to time, to the extent permitted by law, delegate any of its powers to committees, subject to such limitations as the board of trustees may impose. Trustees are required to disclose any conflict of interest that they may have with regard to the operation of the Academy.
- 5.2 **President.** The president shall preside at all meetings of the board of trustees and the executive committee, and shall have such other powers and duties as may be specified in these bylaws or by the trustees.

5.3 Treasurer. The treasurer shall be the chief financial officer of the corporation. The treasurer shall also have such powers and duties as customarily belong to the office of treasurer or as may be designated from time to time by the board of trustees.

5.4 Clerk. The clerk shall record all proceedings of the trustees in a book or books to be kept therefore and shall have custody of the seal of the corporation.

Section 6. INDEMNIFICATION OF TRUSTEES AND OFFICERS

6.1 Any person who at any time shall serve or shall have served as trustee, officer, agent representative or employee of the Corporation, or of any other enterprise at the request of the Corporation, and the heirs, executors and administrators of such person, shall be indemnified by the Corporation against all costs and expenses (including but not limited to counsel fees, amounts of judgments paid and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or other, in which that person may be involved by virtue of such person being or having been such trustee, officer, agent, representative or employee, whether or not such conduct was in conformity with any corporate policy and whether or not that person was successful in such defense; provided, however, that no reimbursement shall be provided for any person with respect to any matter as to which that person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation.

Section 7. COMMITTEES

7.1 Executive Committee. There shall be an Executive Committee of the Board, comprised of the President, Vice President, Treasurer and up to two (2) additional members of the Board of Trustees, who shall be appointed by the President, subject to the approval of the Board. The President shall be the Chair of the Executive Committee. The Executive Director and such other individuals as may be identified by the President shall be entitled to attend meetings of the Executive Committee with voice but without vote. The primary responsibilities of the Executive Committee shall be as follows:

- (a) Approval, subject to Board confirmation, of major policies, staffing and financing of Corporation.
- (b) Advice and direction for the Executive Director.
- (c) Selection and hiring, subject to Board approval, of the Executive Director.
- (d) Oversight of the process for hiring other critical staff, including but not limited to the Theater Operations Manager and the Technical Director, who will be selected by the Executive Director subject to the approval of the Executive Committee.
- (e) Performing regular performance evaluations for the Executive Director.
- (f) Setting salary levels and defining benefits for the Executive Director and other staff.
- (g) Approval and oversight of contracts, (working with the Operations Committee which will take the lead on many of these matters).
- (h) Approval of major development initiatives (working with the Development Committee which will take the lead in formulating and executing these initiatives)

7.2 **Governance Committee.** There shall be a Governance Committee comprised of the President, up to two (2) additional Trustees and up to two (2) additional individuals. All members of the Governance Committee shall be appointed by the President, subject to the approval of the Board. The Governance Committee shall meet on an as needed basis. The President shall be Chair of the Governance Committee. The primary responsibilities of the Governance Committee shall be as follows:

- (a) Periodically reviewing the bylaws of the Corporation and recommending any amendments to them as needed.
- (b) Defining and, as necessary, recommending appropriate changes to the roles and responsibilities of the Board's committees.

- (c) Defining and, as necessary, recommending the appropriate changes to the roles and responsibilities of the Board's officers.
- (d) Nominating and recruiting new members to the Board, and assisting the Committees with nominating and recruiting new members.

7.3 Finance Committee. There shall be a Finance Committee comprised of the President, Treasurer, Executive Director and up to two (2) additional individuals who shall be appointed by the President, subject to Board approval. The Treasurer shall be the Chair of the Finance Committee. The Finance Committee shall meet on a monthly basis. The primary responsibilities of the Finance Committee shall be as follows:

- (a) Setting year end budgets, subject to the approval of the Board, and monitoring performance against those budgets.
- (b) Designing, implementing and revising, with the assistance of the Executive Director and bookkeeper, a set of accounts which aids in the day-to-day operation of the Corporation and in execution of its strategy by defining expense and revenue items that track to identifiable activities in a useful manner, and by tracking performance by event and production.
- (c) Ensuring the accuracy and integrity of the Corporation's monthly and annual financial statements.
- (d) Assessing and monitoring the financial implications of Corporation policies, including rental rates, contracts, sales and development initiatives, and new business initiatives such as the cent establishment of a box office.
- (e) Recommending approval by the Board of significant operating capital expenditures.
- (f) Defining and recommending, subject to Board approval, debt repayment arrangements with financial as well as trade creditors.
- (g) Communicating with the Corporation's creditors and debtors to ensure that they and the Corporation are performing in a manner consistent with contractual obligations.

- (h) Ensuring compliance with state, federal and local financial reporting requirements.
- (i) Defining, evaluating and advocating policies and strategies to ensure the Academy's financial health in both the short term and the long term.

7.4 Operations Committee. There shall be an Operations Committee comprised of at least one (1) Board member appointed by the President and approved by the Board, the Executive Director and up to three (3) additional individuals appointed by the President and approved by the Board. The President shall appoint the Chair of the Operations Committee, who shall be any committee member other than the Executive Director. The Operations Committee shall meet on a monthly basis. The primary responsibilities of the Operations Committee shall be as follows:

- (a) Advising the Executive Director in the formulation and definition of staffing plans, including both production staffing and front-of-house staffing, including numbers, job descriptions, pay rates, benefits and any contracts relating to staffing, as well recommending hires for the positions of Executive Director, Theater Operations Manager and Technical Director, subject to the approval of the Board. Pay rates and benefits are subject to the approval of the Executive Committee and the Finance Committee and approval of the Board.
- (b) Working with the Executive Director and Theater Operations Manager to 1) ensure that staffing and other plans and processes meet the day-to-day needs of patrons, renters and other clients, 2) ensure that the quality of service provided to patrons, renters and other clients of the Corporation, and 3) formulate and implement approaches for improving service and operations.
- (c) Ensuring the safety of the Corporation's proposed place of business as a work environment and as an environment for patrons, and ensuring compliance with local, state and federal requirements regarding workplace safety and the safety of patrons.
- (d) Assessing the state of the Corporation's physical facilities and ensuring that they are safe for employees and clients, that the facilities are being maintained in a way to prevent damage from

the elements or from failure of systems such as water and electricity, that the condition of the facility is sufficient to meet the reasonable needs of renters and other clients, and that they are consistent with the overall level of quality maintained by the Corporation.

- (e) Recommending to the Finance and Executive committees capital improvements and / or other expenditures where those are required to provide required levels of safety and service to renters, patrons and other clients.
- (f) Working with the Executive Director and other staff to formulate viable operational and financial plans for any productions or other business ventures that the Academy undertakes.

7.5 Development Committee. There shall be a Development Committee, comprised of at least two (2) members of the Board appointed by the President and approved by the Board, the Executive Director and at least three (3) additional individuals who shall be appointed by the President and approved by the Board. The Chair of the Development Committee shall be appointed by the President and may be any member of the Development Committee other than the Executive Director. The Development Committee shall meet at least on a monthly basis. The primary responsibilities of the Development Committee shall be as follows:

- (a) Formal and / or informal market research to define high-value sources of unearned income.
- (b) Setting goals for unearned income to enable budgeting and direction setting, and monitoring progress against achieving those goals.
- (c) Defining and prioritizing initiatives to obtain unearned income, including grant-writing and proposals, broad campaigns and appeals, sponsorships and cultivation of individual donors.
- (d) Overseeing and ensuring execution of these initiatives.
- (e) Defining the resources needed to execute these initiatives, whether they be financial resources or time and involvement from a member of the Board or other individual or organization.

- (f) Reporting as needed to the Executive Committee, and to the Board at its regular meetings, on goals, initiatives and progress.

7.6 Programming Committee. There shall be a Programming Committee consisting of the Executive Director, who shall be the Chair, at least one (1) Board member and up to three (3) additional individuals appointed by the President and approved by the Board. The Programming Committee shall meet on an as needed basis. The primary responsibilities of the Programming Committee shall be as follows:

- (a) Defining, subject to Board approval, an artistic vision for the Academy of Music Theatre that is consistent with its mission.
- (b) Defining high-value potential renters for sales efforts or production collaborations.
- (c) Exploring other sources or programming that can contribute to the artistic and / or financial success of the Academy of Music Theatre, including for-profit and not-for-profit dramatic or musical acts from within the Pioneer Valley and beyond, film presenters, speeches and others consistent with the Corporation's vision statement.
- (d) Defining commercial arrangements that maximize the profit from rental arrangements or production collaborations.
- (e) Responding to any requests for assistance from the Executive Director to solicit and "close" rental clients and potential production partners.
- (f) Reporting as needed to the Executive Committee, and to the Board at its regular meetings, on programming goals and progress in achieving them.

7.7 Additional Committees. The President may appoint such additional committees as in his or her judgment may be necessary or appropriate for the conduct of the business and affairs of the Corporation, with the appointment of each such committee subject to the approval of the Board.

7.8 Committees Generally. The authority of each committee and each subcommittee shall be as set forth in these By-Laws or as otherwise established by the Board. No committee or subcommittee shall have any independent decision-making authority except to the extent specifically conferred upon such committee by the Board. Committees shall make recommendations to the Board for action by the Board of Trustees. The President of the Board shall be a member ex-officio of each committee. Each committee may elect a Vice Chair. Unless otherwise expressly provided in these By-Laws, a majority of the members of each committee shall constitute a quorum for the transaction of business, and a majority of committee members voting in the affirmative at a meeting at which a quorum is present shall take action on behalf of the committee. The secretary of each committee or, in the absence of the secretary a temporary secretary appointed by the Chair of the committee shall keep a true record of all proceedings, and such records shall always be open for inspection by any Trustee. A vacancy in any committee occasioned by the death, resignation, inability or refusal of a member to serve may be filled by the Chair of the committee, subject to the approval of the Executive Committee, except where a vacancy exists with respect to the Chair of a committee, which shall be filled by the President of the Board of Trustees and approved by the Executive Committee.

7.9 Committee Meetings. Committee meetings shall be scheduled as frequently as necessary in order to ensure that committee business is carried out effectively. At a minimum, each committee shall meet in person or through a communication device prior to each meeting of the Board in order to ensure that each committee is prepared to deliver a timely and comprehensive report on the work of the committee at each meeting of the Board.

7.10 Presence Through Communication Device. Unless otherwise provided by law or the Articles of Organization, committee members may participate in any meeting by means of a conference telephone or similar communication device through which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 8. AMENDMENTS

8.1 These bylaws may be altered, amended or repealed in whole or in part by vote of a majority of the trustees then in office.

Approved by the Board of Trustees on July 7, 2000.
Amended by the Board of Trustees on December 12,
2002 and further amended by Board of Trustees on
June 9, 2010.