

BY-LAWS
OF
THE ARTS LEAGUE OF LOWELL

*As updated by majority vote of the Principal Members by proxy votes cast via e-mail as of
November 24, 2025.*

ARTICLE I
General Provisions

Section 1. Articles of Organization. The name and purposes of the Corporation shall be as set forth in its Articles of Incorporation. The Articles of Organization of the Corporation are hereby made a part of these By-Laws, and the powers of the Corporation and of its Members and Directors and officers, and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Incorporation as from time to time in effect. In the event of any inconsistency between the Articles of Organization and these By-Laws, the Articles of Organization shall be controlling. All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization as from time to time amended.

ARTICLE II
Statutory Members

Section 1. Classes of Membership. The Corporation shall have two classes of Members: Principal and Associate (together, the “Members”).

Section 1.1. Principal Members.

(a) Eligibility. Principal Members shall be those persons who can demonstrate that he or she is an artist working in any discipline recognized by the Membership. If a Person is qualified as both a Principal and an Associate Member, then such Person shall be deemed qualified only as a Principal Member, unless the Board of Directors otherwise determines.

(b) Admission to Principal Membership. The initial Principal Members of the Corporation shall be those individuals elected by the incorporator. Thereafter, a Principal Member shall be qualified by one or more of the following: 1) presence at one-half of the monthly membership meetings; 2) election to the Board of Directors; 3) participation in a committee. Principle Members shall meet eligibility requirements for Associate Members.

Section 1.2. Associate Members. Eligibility for Associate Members will be established from time to time by the Board of Directors. The Corporation does not restrict Membership on the basis of race, color, sex, handicap, religion or national origin. Associate Members shall be at least eighteen (18) years of age.

Section 2. Annual Meeting. The annual meeting of Members shall be held at on the final Wednesday of the month of September, of each year (unless that day be a legal holiday at the place where the meeting is to be held in which case the meeting shall be held on the next succeeding day not a legal holiday) or at such other earlier or later date and time as shall be determined from time to time by the Board of Directors, provided that any change of the date fixed in these By-Laws for the annual meeting shall be given twenty three days before the new date fixed for such a meeting. The annual meeting shall be held at the principal office of the Corporation or at such other place as the Board of Directors determine.

Section 3. Regular Meetings. Regular meetings of the Principal Members shall take place at least quarterly each year at a time and place to be determined by the Board of Directors.

Section 4. Special Meetings. Special meetings of the Members may be held at the principal office of the Corporation or at such other place as the Board of Directors determines. Special meetings of the Members may be called by the President or by the Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer. Notice shall be given as provided in Section 5 of this Article II of these By-Laws.

Section 5. Notice of Meetings. As a condition of Membership, all Members consent to receiving meeting notices by electronic mail, and each Member is responsible for ensuring that the Corporation has the Member's current contact information, including electronic mail address. Notice of such meetings will be sent by electronic mail to all eligible Members not less than two (2) days and not more than twenty three (23) days before each meeting. When a meeting is adjourned to another time and/or place, the time and place to which that meeting is adjourned shall be announced when the adjournment is taken. At each and all meetings, each Member shall sign in with the Clerk or the Clerk's designee.

Section 6. Quorum. At any meeting of the Members, a majority of the Principal Members (whether present in person or duly represented) entitled to vote on an action proposed at the meeting shall constitute a quorum, except when a larger quorum is required by law, by the Articles of Incorporation or by these By-laws. Any meeting may be adjourned to such date or dates not more than 90 days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 7. Action by Vote. Each Principal Member in good standing shall have one vote. Associate Members shall have no vote on any matter. When a quorum is present at any meeting, a majority of the votes properly cast by Principal Members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Incorporation or these By-laws.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the Members. Such consent shall be treated for all purposes as a vote at a meeting.

Section 9. Proxies. Members entitled to vote may vote either in person or by written proxy dated not more than six months before the meeting named therein, which proxies shall be filed before being voted with the Clerk or other person responsible for recording the proceedings of the meeting. Every proxy must be signed by the Member. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

Section 10. Removal; Resignation. (*amended 04-26-08*) Principal Members may be removed with cause by a vote of a majority of the Board of Directors, such cause including, nonpayment of Membership dues, if any or failure to attend half of all regularly scheduled meetings within a 12 month period. Associate Members may be removed with cause by a vote of a majority of the Board of Directors, such cause including, nonpayment of Membership dues, if any. Members may resign from Membership in the Corporation by sending an electronic message to that effect to the Clerk.

Section 11. Membership Dues. The Corporation shall have per annum dues. Members will be required to pay dues to the Corporation on an annual basis in an amount or amounts to be determined from time to time by the Board of Directors. Only Members who have met the Membership dues requirements established by the Board of Directors shall be considered "Members in good standing" and entitled to vote at meetings of the Members.

ARTICLE III

Directors

Section 1. Powers. The affairs of the Corporation shall be managed by a Board of Directors who shall have and may exercise all the powers of the Corporation.

Section 2. Number, Election and Term of Office.

The number of Directors shall consist of not less than four nor more than fifteen Directors and shall initially be set forth in the Articles of Organization and thereafter be set from time to time by a majority of Principal Members. The Directors shall be divided into three classes as nearly equal in number as possible and shall be known as Class I, Class II, and Class III; the Class I Directors shall initially be elected for a term of one year, Class II Directors shall initially be elected for a term of two years and Class III Directors shall initially be elected for a term of three years. Each term shall commence on the date of election, and each director shall hold office until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal. At each annual meeting of the Principal Members, successors to the class of Directors whose terms expire that year shall be elected to hold office for a term of three years, so that the term of office of one class of Directors shall expire in each year.

Section 3. Qualification and Nomination of Directors. Persons who wish to run for election to the Board must be Members of the Corporation. Such persons must also be at least eighteen (18) years of age. Only those Members whose names duly appear on the slate of nominees shall be eligible to be voted upon by the Membership. The slate of nominees for

election to the Board shall be determined by the Board of Directors. Any eligible Member may be added to the slate of nominees by petitioning to the Board of Directors.

Section 4. Resignation and Removal. Any director may resign by delivering a written resignation to the President or the Clerk or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any director may be removed from office with or without cause by vote of a majority of the Principal Members. Such cause may include, without limitation, nonpayment of Membership dues, if any, or failure to attend half of all regularly scheduled Board meetings within a 12 month period. A director may be removed for cause only after reasonable notice and an opportunity to be heard by the Principal Members.

Section 5. Annual Meeting. The annual meeting of the Directors of the Corporation shall be held promptly, after the annual meeting of Members, at such place, within or without The Commonwealth of Massachusetts, and at such time as the Board of Directors shall determine, except that such date shall not be a legal holiday. If such annual meeting is omitted on the day herein provided, a special meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting.

Section 6. Regular Meetings. Regular meetings of the Directors shall take place at least quarterly and may be held without call or notice at such places and times as the Directors may from time to time determine. These meetings shall be open to the public. The President shall preside over meetings of the Board and, should the President not be in attendance, any of the Directors will preside.

Section 7. Special Meetings. Special meetings of the Directors may be held at any time and place designated when called by two or more Directors or by the Clerk if demanded by two-thirds of the Members of the Corporation. Notice of any special meeting shall be given as provided in Section 8 of Article III of these By-Laws.

Section 8. Notice of Meetings. As a condition of becoming and remaining a Director, all Directors consent to notices by electronic mail. Notice of such meetings will be sent by electronic mail to all Directors not less than two (2) days and not more than twenty three (23) days before each meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by law, the Articles of Organization or these By-Laws.

Section 9. Action at Meetings. No less than a majority of the Directors then in office shall constitute a quorum, but in the absence of a quorum a lesser number may, without further notice, adjourn the meeting to any other time. At any meeting of Directors at which a quorum is present, the vote of a majority of those Directors present shall decide any matter unless the Articles of Organization, these By-Laws or any applicable law requires a different vote.

Section 10. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a written consent thereto is signed by all the Directors or all the Members of the applicable

committee and filed with the records of the meetings of the Directors. Any such written consent shall be treated for all purposes as a vote at a meeting.

Section 11. Vacancies. Continuing Members of the Board of Directors may act despite a vacancy or vacancies on the Board of Directors and shall for this purpose be deemed to constitute the full Board of Directors. Any vacancy on the Board of Directors, however occurring, may be filled by the Directors at any meeting of Directors. Vacancies, if filled, shall be filled for the balance of the term.

Section 12. Meetings by Telephone Conference and Electronic Means. Directors may hold meetings by means of a conference telephone, video conferencing, electronic mail, Internet relay chat or similar communication equipment by means of which all persons participating in the meeting can hear, interact or communicate with each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 13. Advisors and Other Supporters of the Corporation. The Directors may designate certain persons or groups of persons as one or more categories of sponsors, benefactors, contributors, advisors or friends of the Corporation or such other title as they deem appropriate (“Advisors”). Advisors shall serve in an honorary capacity for such term as the Directors may determine. In the absence of any such determination, an Advisor shall serve until the next annual meeting of Directors or special meeting in lieu thereof. Advisors shall not be Members or Directors of the Corporation within the meaning of Chapter 180 and, except as the Directors may otherwise designate, 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.

ARTICLE IV Committees of the Board

The Directors may elect such committees as they may from time to time determine necessary or advisable, and may delegate, to the extent permitted by law, the Articles of Organization or these By-Laws, such powers and duties thereto as the Board of Directors may deem advisable. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. Any committee may, subject to the approval of the Board of Directors, make further rules for the conduct of its business. However, unless otherwise provided by vote of the Board of Directors or by rules established by the Board of Directors, the business of any committee shall be conducted as nearly as possible in the same manner as is provided in these By-Laws for the Board of Directors.

ARTICLE V Officers

Section 1. Officers. The officers of the Corporation shall consist of a President, Vice President, Treasurer, a Clerk and such other officers as the Directors may from time to time determine. An officer may, but need not be, a director.

Section 2. Election and Term of Office. The President, Vice President, Treasurer and Clerk shall be elected annually by the Directors. Any other officers determined necessary or desirable by the Directors may be elected by the Directors. Except as otherwise provided by law, the Articles of Organization or these By-Laws, all officers shall hold office until the next annual meeting of Members or special meeting in lieu thereof, and thereafter until their respective successors are duly elected and qualified, unless a shorter term is specified in the vote electing or appointing them. The Directors shall elect a successor if the office of the President, Treasurer or Clerk becomes vacant. The Directors may elect a successor if any other office becomes vacant.

Section 3. Resignation and Removal. Any officer may resign by delivering a written resignation to the President or Clerk or to the Corporation at its principal office and such resignation shall be effective upon receipt, unless it is specified to be effective at some later time. The Directors may remove any officer, with or without cause, by a vote of a majority of the Directors then in office. An officer may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors.

Section 4. President/Executive Director. The President shall, subject to the direction and control of the Board of Directors, carry on the general affairs of the Corporation and shall preside when present at all meetings of the Directors. The President shall represent the Corporation before other groups such as the City Council, Cultural Arts Commission and other funding sources and the President shall sign all contracts, grant awards, and legal documents for and in the name of the Corporation. The President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the Directors.

Section 5. Vice President. The Vice President shall, subject to the direction and control of the Board of Directors, in the event that the President is unavailable to serve as President, perform the duties of the President until such time as the President's successor is duly elected and qualified or until the President becomes available. The Vice President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the Directors.

Section 6. Treasurer. The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the Corporation, and shall keep full and accurate books of account. The Treasurer shall maintain custody of all funds, securities and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the Directors.

Section 7. Clerk. The Clerk shall record and maintain, or cause to be recorded and maintained, records of all proceedings of the Directors in a book or series of books kept for that purpose, which book or books shall be kept within The Commonwealth of Massachusetts at the principal office of the Corporation or at the office of its Clerk or of its resident agent and shall be open at all reasonable times to inspection by any director or officer. Such book or books shall also contain records of all meetings of the sole incorporator and the original, or attested copies, of the Articles of Organization and By-Laws and names of all Directors and the address of each. The Clerk also shall give such notices of meetings of Directors as are required by these By-

Laws. The Clerk shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the Directors. In the absence of the Clerk from any meeting of Directors, a temporary Clerk designated by the person presiding at the meeting shall perform the duties of the Clerk. The Clerk shall be a resident of The Commonwealth of Massachusetts, unless the Corporation shall appoint a resident agent for service of process in the manner prescribed by law.

Section 8. Other Officers. Other officers shall have such duties and powers as may be designated from time to time by the Directors.

ARTICLE VI

Provisions Relative to Transactions with Interested Persons

The Corporation may enter into contracts and transact business with one or more of its Directors or officers or with any Corporation, organization or other concern in which one or more of its Directors or officers are Directors, officers, stockholders, partners or otherwise interested; and, in the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such Directors or officers of the Corporation have or may have interests which are or might be adverse to the interest of the Corporation even though the vote or action of Directors or officers having such adverse interest may have been necessary to obligate the Corporation upon such contract or transaction, unless, for so long as the Corporation is a private foundation described in Section 509 of the Code, such contract or transaction constitutes an act of self-dealing prohibited by Section 4941 of the Code. In the absence of fraud or, for so long as the Corporation is a private foundation described in Section 509 of the Code, self-dealing, no director or officer of the Corporation having such adverse interest shall be liable to the Corporation or to any creditor thereof or to any other person for loss incurred by it under or by reason of such contract or transaction, nor shall any such director or officer be accountable for any gains or profits realized thereon. Notwithstanding the foregoing, subject to the Articles of Organization and applicable law, the Board of Directors shall adopt a conflict of interest policy covering the Corporation's substantial contributors, Directors, officers and such other employees as shall be specified in the policy.

ARTICLE VII

Miscellaneous Provisions

Section 1. Execution of Instruments. Any contracts, deeds, leases, bonds, notes, checks and other instruments of an amount or value up to and including \$1,000 that are authorized to be executed by an officer of the Corporation on its behalf shall be signed by the President or the Treasurer, and any contracts, deeds, leases, bonds, notes, checks and other instruments of an amount or value over \$1,000 that are authorized to be executed by an officer of the Corporation on its behalf shall be signed by the President and the Treasurer, except as the Directors may generally or in particular cases otherwise determine.

Section 2. Location. The principal office of the Corporation shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Directors may change the location of the principal office in The Commonwealth of Massachusetts, provided that no such change shall be effective until a certificate of change or an annual report is filed with the Secretary of The Commonwealth of Massachusetts specifying the street address of the new

principal office of the Corporation in The Commonwealth of Massachusetts. The Directors may establish other offices and places of business in The Commonwealth of Massachusetts or elsewhere.

Section 3. Fiscal Year. Except as from time to time otherwise determined by the Directors of the Corporation, the fiscal year of the Corporation shall end on the last day of December in each year.

Section 4. Compensation. Neither Directors nor officers shall receive any compensation for their services as Directors and/or officers. However, Directors may, if authorized by the Board of Directors, be reimbursed for necessary expenses, including travel expenses, reasonably incurred by them in the performance of their duties as Directors.

ARTICLE VIII Indemnification

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the Corporation or of any of its subsidiaries, or who at the request of the Corporation may serve or at any time has served as a director, officer or trustee of, or in a similar capacity with, another organization, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by a majority of the full Board or the proceeding seeks a declaratory judgment regarding his or her own conduct); 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 to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. Such indemnification may, to the extent authorized by the Corporation, include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization, including an employee benefit plan, shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she has a fiduciary duty.

The payment of any indemnification shall be conclusively deemed authorized by the Corporation under this Article VIII, and each director of the Corporation approving such payment shall be wholly protected, if:

- (a) the payment has been approved or ratified (1) by a majority vote of a quorum of the Directors consisting of persons who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board of Directors (in which selection Directors who are parties may participate); or
- (b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Directors or in the manner specified in clauses (1) or (2) of subparagraph (a); or
- (c) the Directors have otherwise acted in accordance with the standard of conduct applied under Chapter 180.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person 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 such director or officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which Corporation employees or agents other than Directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

No indemnification, reimbursement or other payment may be made under this Section with respect to penalties imposed under Section 4958 of the Internal Revenue Code of 1986, as amended from time to time, to the extent such indemnification, reimbursement or other payment would cause the total compensation of a person to exceed "reasonable compensation," as defined in the Treasury Regulations to the Internal Revenue Code and as determined by the Board of Directors. To the extent that any such payment is made, the amount of such payment may be reduced by any amount determined to exceed reasonable compensation. Any such reduction shall be determined by the Board of Directors.

ARTICLE VIII

Amendments

Except as may otherwise be required by law or the Articles of Organization of the Corporation, the By-Laws of the Corporation may be altered, amended or repealed, or new By-Laws may be adopted, by an affirmative vote of two-thirds (2/3) of the Principal Members of the Corporation entitled to vote at any annual meeting of the Members or at any special meeting of the Members. Written notice of any such proposed amendment or alteration to these By-Laws shall be given not less than ten (10) days prior to the meeting at which such change shall be proposed. No such alteration, amendment or repeal, or adoption of new By-Laws, shall in any way authorize or permit the Corporation to be operated other than exclusively for charitable

purposes or for any purpose or in any manner that would deprive it of its status as an organization described in Section 501(c)(3) of the Internal Revenue Code.

Adopted June __, 2005.