

**AMENDMENT to the BY-LAWS  
of the  
Ipswich Music, Art & Drama Association, Inc.**

**EXHIBIT A**

**Mission Statement**

The mission statement, located on page 1 of the By-Laws of the Ipswich Music, Art & Drama Association, Inc. adopted May 9, 2006 shall be deleted and replaced with the following mission statement adopted by a majority of the Directors, as well as a unanimous vote of the members present at the meeting held October 7, 2008. The new mission statement shall read as follows:

**Ipswich Music, Art & Drama Association, Inc. (IMADA) is a volunteer charitable organization that partners with the Ipswich, Massachusetts public Middle and High Schools to support and promote fine arts education and appreciation.**

**IMADA's mission is to advocate for the fine arts as an integral part of education, enhance performing and visual arts educational experiences, and help ensure that all students have access to the highest quality arts education.**

**Exhibit B**

**BY-LAWS  
of the  
Ipswich Music, Art & Drama Association, Inc.**

**Mission Statement**

The purpose of the corporation is to raise funds and provide volunteer assistance to support the Fine Arts, including music, art and drama curricular and extra-curricular activities at the middle and high schools located in Ipswich, Massachusetts. Such funds shall be used to augment municipal appropriations and state funding.

Our mission as IMADA, Ipswich Music, Art & Drama Association, Inc., is to enhance the performing and visual arts experience at the Ipswich Middle and High Schools. We provide the opportunity for Fine Arts students to receive recognition through Senior Scholarships and for Middle and High School students to further their educational experiences via Summer Study Grants. We do this by building and maintaining an active organization of parents and community members committed to supporting the Fine Arts.

**Article I – General Provision**

1.1 **Name and Purposes.** The name and purposes of the corporation shall be as set forth in the Articles of Organization of the corporation.

1.2 **Location.** The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The Directors may establish other offices and places of business in Massachusetts or elsewhere. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

**Article II – Voting Members**

For purposes of this Article, the term “Member,” unless otherwise specified, shall mean voting member.

2.1 **Qualification.** Membership in the Ipswich Music, Art & Drama Association, Inc. (hereinafter referred to as IMADA) shall be open to all parents and/or guardians of the Ipswich, Massachusetts Middle School and Ipswich, Massachusetts High School students who participate in, or are interested in, any music, art, and/or theatre curricular and/or extra-curricular course and/or activity. Membership shall also be open to any Ipswich, Massachusetts community member, including the business community, interested in supporting the fine arts curricular and/or extra-curricular courses and/or activities at the Ipswich, Massachusetts Middle School and Ipswich, Massachusetts High School.

Members shall have the right to vote after attending more than one monthly meeting in a school year, and/or participating on a committee, and/or providing some other necessary service to the organization.

## 2.2 Meetings.

2.2. a. **Regular Meetings.** The regular meetings of the Members may be held at such places within the United States and at such times as the Members may determine.

2.2. b. **Special Meetings.** Special meetings of the Members may be held at any time at any place within the United States. Special meetings of the Members may be called by the President, Clerk, or Treasurer of the corporation, and shall be held at the place designated in the notice or call thereof.

2.2. c. **Annual Meetings.** The annual meeting of the Members shall be held on the second Tuesday in May of each year, or if that date is a legal holiday or conflicts with an Ipswich, Massachusetts Middle School or High School fine arts event, then at the same hour on the next succeeding Tuesday not a legal holiday or conflicting with a school fine arts event. The annual meeting shall be held as a part of the regular May meeting. In the event that no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

2.2. d. **Notice.** Notice of regular, special and annual meetings shall be posted via email and published in the Ipswich Public School's Department of Fine Arts Calendar.

2.3 **Quorum.** Any action or vote required or permitted by law to be taken by Members, shall be taken by those Members present at any annual, regular, or special meeting. At any meeting of the Members, one Officer then in office and four Members (whether present in person or duly represented) shall constitute a quorum.

2.4 **Action by Vote.** Any Member with the right to vote may attend and vote at meetings or at elections in person or by person designated as proxy duly appointed by a writing signed by the Member and filed with the Clerk. Any proxy may be revoked at any time by written notice to the Clerk. When a quorum is present at any meeting, a majority of the votes properly cast by Members present in person or duly represented shall decide the question, including election to any office and disbursement of funds, unless otherwise provided by law, these By-Laws, or the Articles of Organization.

2.5 **Action by Writing.** 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 are given ample notice to record their vote in writing, or via email, and the written votes are filed with the records of the meetings of the Members. For the purpose of this Article, ample notice shall be defined to mean five calendar days. Such votes shall be treated for all purposes as a vote at a meeting.

2.6 **Committees.** The Members may, by vote of a majority of those Members present at any regular, special or annual meeting, elect from their number an executive committee or other committees and may, by like vote, delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibited from delegating. Except as the Members may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Members or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws. The Officers of the corporation shall have the power to fill vacancies in, change the membership of, or to disband, any such committee, with the exception of the budget committee which can only be disbanded by a vote of the Members at a regular, special, or annual meeting.

2.7 **Telephone and/or Digital Meetings.** The Directors, Officers, or the Members of the corporation or any committee may participate in a regular or special meeting by means of a conference telephone call, email, instant message, or similar communications equipment by means of which all persons participating in the meeting can be privy to the same information and feedback of such Directors, Officers, or members, and participation by such means shall constitute presence in person at a meeting.

### Article III – Directors

3.1 **Number and Election of Directors.** The Directors of the Corporation shall be the same individuals and equal the same number as the Officers of the Corporation which number shall not be less than three or more than five. The Members, annually at their annual meeting, shall elect replacements for those Directors whose term has expired. At any special or regular meeting the Members or Directors then in office may elect new Directors, but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more Directors.

3.2 **Tenure.** Each Director shall hold office until the first of September following the annual meeting of the Members in which his/her term as Officer is set to expire and until his or her successor is elected and qualified, or until he/she sooner dies, resigns, is removed or becomes disqualified.

3.3 **Termination, Resignation, and Removal.** A Director may resign by delivering his/her verbal and/or written resignation to the corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. A Director may be terminated, suspended or removed with cause by vote of a majority of the Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

3.4 **Powers and Duties.** The affairs of the corporation shall be managed by the Directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the Members by law, the Articles of Organization or these By-Laws.

3.5 **Meetings.** Regular, special and/or annual meetings of the Directors may be held at such places and at such times as the Directors may determine. Notice of regular, special and annual meetings shall be posted via email and/or telephone and/or voice-mail.

3.6 **Quorum.** At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned 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.

3.7 **Action by Vote.** When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

3.8 **Action by Writing.** Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all Directors entitled to vote on the matter are given ample notice to record their vote in writing, or via email, and the written votes are filed with the records of the meetings of the Directors. For the purpose of this Article, ample notice shall be defined to mean five calendar days. Such votes shall be treated for all purposes as a vote at a meeting

3.9 **Telephone and/or Digital Meetings.** Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone call, email, instant message, or similar communications equipment by means of which all persons participating in the meeting can by privy to the same information and feedback of such board or committee members, and participation by such means shall constitute presence in person at a meeting.

3.10 **Compensation.** Directors shall not be entitled to any compensation for their services as Director. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such service.

#### **Article IV – Officers**

4.1 **Number and Qualification.** The Officers of the corporation shall consist of a President, a Treasurer, a Clerk, and such other Officers as the Members may determine. The Officers serve also as the Directors of the corporation. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law.

4.2 **Election.** The President, Treasurer, and Clerk shall be elected by the Members at the annual meeting in May, or the special meeting held in lieu thereof. Any other Officers determined necessary or desirable by the Officers then in office, may be elected at any regular, special or annual meeting by the Members. Any vacancy at any time existing in

any office may be filled by the Members at any meeting and such successor in office shall hold office for the unexpired term of his/her predecessor.

4.3 **Tenure.** Except as otherwise provided by law, the Articles of Organization, or these By-Laws, the President, Treasurer and Clerk, and any other Officers that may be elected, shall hold office for a three-year term, and until their respective successors are chosen and qualified. All Officers are elected at the annual meeting of the corporation in May, or special meeting held in lieu thereof, and take office on the first of September following the election.

4.4 **Termination, Resignation, and Removal.** Any Officer may resign by delivering his/her verbal and/or written resignation to the corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. An Officer may be terminated, suspended or removed with cause by vote of a majority of the Officers then in office. An Officer may be removed with cause only after reasonable notice and opportunity to be heard.

4.5 **President and Vice President.** The President shall be the chief executive officer of the corporation and, as such, shall have general charge and supervision of the affairs of the corporation. Such authority to expend funds shall be limited to an amount of \$150.00 per funding request, beyond which the President must obtain the approval of the budget committee, and the membership must vote to approve such budget committee request at the next regular, special, or annual meeting.

The President when present shall preside at all meetings of the members and Directors. 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, the Articles of Organization, or by the Directors.

The Vice President or Vice Presidents, if any, shall have such duties and powers as the Officers shall determine. The Vice President, or First Vice President if there are more than one, shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his/her inability to act. If there is no Vice President, a temporary Vice President appointed by the President, shall perform the duties of the Vice President.

4.6 **Treasurer and Assistant Treasurer.** The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation and, as such, 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. The Treasurer shall promptly render to the President or to the Directors such statements of his/her transactions and accounts as the President and Directors respectively may from time to time require. 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, the Articles of Organization, or as the Directors may designate for such office from time to time.

In the absence or disability of the Treasurer, his/her powers and duties shall be performed by the Assistant Treasurer, if any. If there is no Assistant Treasurer, a temporary Assistant Treasurer appointed by the President, shall perform the duties of the Assistant Treasurer.

4.7 **Clerk.** The Clerk shall record and maintain records of all proceedings and meetings of the Members and Directors. Such records shall be kept within the Commonwealth at the principal office of the corporation or at the office of its Clerk or its resident agent and shall be open at all reasonable times to the inspection of any Member for any purpose in the proper interest of the member relative to the affairs of the corporation.. The Clerk shall perform such powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws, the Articles of Organization, or by the Directors. In the absence or disability of the Clerk, a temporary clerk appointed by the President, shall perform the duties of the Clerk.

### **Article V – Indemnification of Officers and Directors**

V.1 **Indemnification.** The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, Officer, employee or other agent of the Corporation, or at its request as a Director, Officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, 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 in office or thereafter, by reason of his being or having been such Director or Officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan), in the best interest of the participants or beneficiaries of such employee benefit plan; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification thereof shall be approved:

- (1) by a majority vote of a quorum consisting of disinterested Directors and members;
- (2) if such quorum cannot be obtained, then by a majority of a committee of the Board of Directors consisting of all the disinterested Directors;
- (3) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect

that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries or such employee benefit plan); or

(4) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his good faith belief that he has met the standard of conduct necessary for indemnification under this By-Law, and (b) an undertaking by such individual to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this By-Law, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such indemnified person may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than the persons designated in this By-Law or the Articles of Organization may be entitled by contract, by vote of the members and Officers, or otherwise by law.

As used herein the terms “person,” “Director,” “Officer,” “employee,” and “agent” include their respective heirs, executors and administrators, and an “interested” Director or Officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar ground is then pending.

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereof, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

## **Article VI – Miscellaneous Provisions**

**VI.1 Execution of Instruments.** All contracts, deeds, leases, bonds, notes, checks, and other instruments authorized to be executed by an Officer of the corporation on its behalf, shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine.



**VI.2 Corporate Records.** The original or attested copies of the Articles of Organization, By-Laws, and records of all meetings of incorporators and members shall be kept in the Commonwealth at the principal office of the Corporation or at the office of the Clerk, but such corporate records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any purpose in the proper interest of the member relative to the affairs of the Corporation.

**VI.3 Definitions.** All references in these By-Laws, to the Articles of Organization and to these By-Laws shall be deemed to refer, respectively, to the Articles of Organization and the By-Laws of the corporation as amended and in effect from time to time.

### **Article VII – Exempt Activities**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these By-Laws or the Articles of Organization, no Member, Director, Officer, employee, agent, or representative of the Corporation shall take action or carry on any other activities by or on behalf of the Corporation not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal revenue Code.

### **Article VIII – Dissolution**

In the event of the dissolution of the Corporation, the Officers, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute, in any proportion considered prudent, all the assets of the Corporation to such organization or organizations and operated exclusively for charitable, educational, musical, theatrical, artistic, literary or other purposes and at the time qualifying as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Officers and members shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

**Article IX – Amendment of By-Laws**

These By-Laws may at any time be amended or repealed, in whole or in part, by vote of a majority of Directors, except that no amendment or repeal may be made by the Directors which changes Article II, limits the powers and rights of the members, or alters the provisions of these By-Laws with respect to removal of Directors, indemnification of Directors and Officers, or amendment of these By-Laws, or which by law or the Articles of Organization requires action by the Members, and provided that the substance of any proposed change must be stated in the notice of the meeting at which such action is to be taken.

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