

Bylaws of the League for the Advancement of New England Storytelling, Inc.

Adopted: February 9, 2014

This version supersedes all earlier versions of LANES bylaws.

Article I. Description and Mission of the Corporation

Section 1:01 Name: The League for the Advancement of New England Storytelling, Inc. (LANES) is incorporated as a non-profit organization under the laws of the Commonwealth of Massachusetts. The affairs of the Corporation shall be conducted in such a manner at all times to maintain its charitable character and status, and to qualify for tax exempt status pursuant to Section 501(c) 3 of the Internal Revenue Code of 1954 as amended.

Section 1:02 Offices: The principal office of the Corporation shall be located in the State of Massachusetts. The Corporation may have such other offices, either within or without the State of Massachusetts, as the Board of Directors may determine.

Section 1:03 Regional Scope: As a regional organization, the Corporation represents its service region, consisting of six New England States (ME, NH, VT, MA, RI, CT) and the state of New York. The Corporation in all its decisions will endeavor to represent the interests of its service region.

Section 1:04 Mission: We believe that sharing stories creates understanding between people. Our mission is to nurture family and community through storytelling. We are dedicated to the appreciation and promotion of the art of storytelling in all its aspects: traditional, creative, educational, cultural, personal and therapeutic.

Article II. Members

Section 2:01 Membership: Membership shall be open to any person who supports the mission of the Corporation and complies with the policies and procedures as set out by the Board of Directors.

Section 2:02 Non-Discrimination: No person shall be denied membership on the basis of race, age, religion, national origin, political persuasion, sex, sexual orientation, or any other unfair discriminatory criterion.

Section 2:03 Term of Membership: Membership shall be conferred for one year from the date of dues payment or for the calendar year, as shall be determined by the Board of Directors. The amount of the dues shall be set by the Board of Directors.

Section 2:04 Categories of Membership and Dues: The Board of Directors may establish different categories of membership and may determine annual dues for each category. Special consideration may be given to members who are unable to pay their annual dues.

Section 2:05 Benefits:

- (a)** Every member shall have the right to participate in the Annual Meeting of the membership.
- (b)** All members may serve on committees and may be elected to the Board of Directors.
- (c)** Every member shall receive notices and other communications by electronic means unless a printed and mailed form is explicitly requested by the member. The Board may assess additional fees to cover the cost of printing and postage.
- (d)** The Board may include additional benefits from time to time, at its discretion.

Article III. Board of Directors

Section 3.01 Responsibilities: The Board of Directors is responsible for translating the Corporation's mission and principles set forth in the bylaws into action and making sure that the Corporation is financially accountable, that it is not allowing charitable assets to be used inappropriately or diverted to private interests, that it has mechanisms in place to keep it fiscally sound, and that it is properly using any restricted funds it may have.

Section 3.02 Composition: The Board of Directors shall consist of not fewer than four and not more than fifteen members.

Section 3.03 Nominations: The Governance Committee shall nominate candidates for Board membership. Candidates may be nominated at any time during the year. The Board of Directors shall elect new Directors from among the proposed candidates.

Section 3.04 Terms: All Directors shall serve three-year terms. The terms of office shall be staggered so that one third of the directors' terms will be complete in any one year. Directors may be re-nominated for a second three-year term. After serving two full terms, a Director must be retired for a period of at least one full year before being nominated again.

Section 3.05 Requirements of all Directors of the Board: All Directors shall attend at least 80% of the scheduled board meetings each year; attend Sharing the Fire – the Northeast Storytelling Conference annually; sit on or chair at least one Committee of the Board; and contribute to the annual Board Gift. Directors shall attest to their agreement by reading and signing the "Board Member Agreement."

Section 3.06 Powers: The elected members of the Board of Directors shall have complete control and management over property, business and affairs of the corporation, including the power to borrow money, accept grants, and designate projects; and to authorize its officers or agent(s) to execute in the corporation's name the business of the corporation. No contract shall be made or expense incurred on behalf of the corporation except in accordance with the rules prescribed and approved by the Board of Directors.

Section 3.07 Finances: The Board shall issue an annual financial report for the most recent fiscal year, noting income, operating expenses, and program expenses. The Board shall adopt an annual budget prior to the beginning of each fiscal year. All members shall receive copies of these reports annually. The Board may determine that the completion of an audited financial statement is required and may take action to pay for such services from an independent auditor or Certified Public Accountant.

Section 3:08 Agents and Employees: The Board may contract for the services of an agent or agents to conduct the day-to-day business of the corporation. The Board may also hire employees as needed. The Agent or Employee will continue to serve in that capacity unless he/she is resigns voluntarily or is removed from the position by a two thirds vote of the Board of Directors. The Agent or Employee may be designated an ex-officio non-voting member of any committee when so directed by the Board.

Section 3.09 Resignation: If a board member must resign, notice shall be in writing with the date the resignation is effective. On or before that date, all papers and records in possession of the member shall be turned over to the Board President.

Section 3.10 Vacancies: Vacancies on the Board of Directors shall be filled by Interim Directors who shall serve the remainders of the terms for which they were appointed. Interim Directors will be elected by the Board from among candidates proposed by the Governance Committee. The Board may conduct regular business of the organization if there is a vacancy

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not filled by an interim Director so long as the minimum number of Directors shall not be less than four.

Section 3.11 Removal: A Director may be removed from office for cause by affirmative vote of two thirds of the elected members of the Board at any scheduled meeting for which notice has been filed.

Section 3.12 Compensation: No Director shall receive any compensation for service as a Director.

Article IV. Officers of the Board

Section 4.01 Officers: The Officers of the corporation shall be the President, Vice President, Secretary and Treasurer.

Section 4.02 Election and Term of Office: The President, Vice President, Secretary and Treasurer are elected by the Board of Directors at the Annual Meeting of the Board of Directors and shall hold office until their successors shall have been duly elected and qualified.

Section 4.03 Term Limits: The President shall be elected to serve for a period of two years. The President may serve for a maximum of four years or one additional two-year appointment. The other officers, including Vice President, Treasurer and Secretary shall each serve for a period of one year with renewable appointments.

Section 4.04 Duties: The duties of the officers shall consist of, but are not limited to, the following:

- (a) President:** The President shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall appoint committees of the Board of Directors and designate the Chairs of all such Committees subject to the approval of the Board of Directors. The President shall act as chief spokesperson of the Corporation and may appoint both paid staff and others to speak for the organization from time to time. The President is an ex-officio member of all standing committees. The President shall serve on the Executive Committee.
- (b) Vice-President:** The Vice President shall assume the duties of the President in the absence of the President. The Vice President shall generally assist the President and shall perform such duties as may from time to time be assigned by the Board of Directors or the President. It is the expectation that, upon conclusion of the President's term of office, the Vice President will be prepared to be elected President by the Board. The Vice-President shall serve on the Executive Committee.
- (c) Treasurer:** The Treasurer is the Chair of the Finance Committee. The Treasurer shall maintain and oversee the financial affairs of the Corporation, or supervise the work of any contracted agents or staff that may complete this work. The Treasurer shall see that a yearly budget is prepared and presented to the Board, that all taxes are paid, and all financial reporting is completed on time. The Treasurer shall, at least quarterly, provide the Board with current budget and expenditure information. The Treasurer shall serve on the Executive Committee.
- (d) Secretary:** The Secretary shall keep the minutes of the meetings of the Board of Directors and provide copies of the minutes to be retained with other corporate records; be custodian of the corporate record unless the Board shall direct some other official or staff officer to be custodian; and in general perform all duties incidental to the office of

Secretary, and such other duties assigned to him/her by the President or by the Board of Directors. The Secretary shall serve on the Executive Committee.

Article V. Meetings

Section 5:01 Meetings of the Board of Directors

- (a) Regular meetings:** Regular meetings of the Board of Directors shall be held a minimum of four (4) times a year. Board meetings may be held via teleconference or in person. Mode of meetings shall be determined by the Board. Additional meetings may be held at any time upon the call of the President or at least three (3) Directors. Five (5) days' notice is required for all meetings. Notice shall be sent to Board members and all members of the Corporation. All meetings of the Board of Directors shall be open to any member of the Corporation except when the Board has voted to enter into executive session.
- (b) Emergency Meetings:** Emergency meetings shall require the attendance of at least three of the Executive Committee and any and all Board members who are available. Said emergency meetings may be called without advance notice, as befits the emergency situation. The sale and/or purchase of real estate and or capital equipment or the election of a Board member may not come before an emergency meeting of the Board.
- (c) Executive Session:** Executive Session requires a motion that has been adopted by a two-thirds majority of the Directors present. This motion shall state the nature of the business of the executive session. No other matter may come before the Session. Attendance shall be limited to Board members in good standing and when requested, the Corporation's staff, legal counsel and other persons whose knowledge is required. Minutes need not be taken during executive session, but the motion to go into executive session and the nature of the business to be discussed shall be recorded in the minutes of the Board meeting.
- (d) Electronic Communications:** Participation in a meeting of the Board of Directors or of any committee designated by the Board shall be permitted by phone conference call or electronic communication. Participation in such a meeting pursuant to this provision shall constitute presence of such person at such meeting.
- (e) Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. When there is an even number of Directors, a quorum shall be one-half plus one. A Director will be considered present at a meeting if the Director is at the meeting location in person or attending electronically.
- (f) Duty of Loyalty:** All members of the Board of Directors are bound to put the Corporation's interests ahead of their own, to act in good faith and in a manner that they reasonably believe is in the best interest of the organization. Directors will support all decisions duly made by the Board of Directors regardless of their personal positions on the matters in question.
- (g) Rules of Order:** Meetings of the Board of Directors shall be held in an orderly manner using such procedures as they shall adopt from time to time.
- (h) Conflict of Interest:** Any Board member for whom a real or apparent conflict of interest exists with regard to an action of the Board must declare this situation to the Board. A Board member deemed to be "in conflict" shall not participate in the discussion of the motion or vote on the motion. The Board member in question may be asked to excuse him/herself from the meeting while the matter is being decided. The written minutes shall reflect the conflict and prohibition of the Board member from voting.

- (i) Proxies:** A Board member who will be absent from a meeting may either in writing designate another Director to act as his/her proxy or may present written instruction on how to record his/her vote on a given proposal. A proxy must be submitted in writing to the President and Secretary at least two (2) days in advance of the vote on the specific action. Proxy documentation shall be kept with the records of the Corporation.
- (j) Records:** The Board shall keep a correct and complete record of all its proceedings that shall be attested to by the signature of the Secretary.

Section 5:02 **Meetings of the Membership**

- (a)** The Corporation shall hold an annual business meeting of the Corporation (Annual Meeting) in conjunction with the annual conference. The meeting shall be open to all members. All members shall receive notice of such meeting at least one month prior to its scheduled date. In the event there is no annual conference in a given year, the Board of Directors shall schedule an alternative date for the Annual Meeting and all members shall receive notice of such meeting at least one month prior to its scheduled date.
- (b)** Both the annual financial report and the annual budget shall be made available to the general membership at the Annual Meeting.

Article VI. Committees

Section 6:01 Standing and Ad Hoc Committees: There shall be provision for both Standing and Ad Hoc committees. All committees have only the authority specifically delegated to them by these bylaws and action of the Board of Directors. Standing committees shall be chaired by members of the Board of Directors. Ad Hoc committees shall be chaired by a Director or another member of the Corporation. Chairs of Standing and Ad Hoc committees will be appointed by the President of the Board of Directors in consultation with the Board. With the exception of the Executive Committee, Standing and Ad Hoc committees may include members of LANES as well as members of the Board of Directors. All committees will keep written minutes and submit these to the Board of Directors. All committees and subcommittees may submit funding requests to the Treasurer, and if approved, may submit payment requests. No committee or subcommittee may open or hold checking or savings accounts for any purpose.

Section 6:02 Standing Committees: Standing Committees shall be responsible for overseeing the operations and continuous responsibilities of the Corporation. Standing committees shall be chaired by members of the Board of Directors.

- (a) The Executive Committee:** The Executive Committee shall be composed of the Officers of the Board and one at-large Director elected by the members of the Board. This Committee shall function as required to carry out the business of the Corporation between regularly scheduled meetings, and at those times when it is not feasible to require a meeting of the full Board.
- (b) Governance Committee:** The Governance Committee is tasked with management of Board issues, recruitment of Director Candidates, nominations, elections, continuing education, and orientation of new Directors.
- (c) Finance Committee:** The Treasurer shall chair the Finance committee. This committee is tasked with monitoring the finances of the Corporation and managing those finances utilizing best practices. This Committee oversees the preparation of the annual budget and provides the Board with timely financial reports. The Committee is additionally charged with selecting the Corporation's outside auditor, subject to Board approval, and overseeing the audit process.

(d) Personnel Committee: The functions of the Personnel Committee include drafting and/or revising personnel policies for Board approval, reviewing job descriptions, and annually reviewing staff salaries.

(e) Membership Committee: The functions of the Membership Committee include membership recruitment and retention, awards, and the development, oversight, and evaluation of member benefits and services.

(f) Program Committee: The Program Committee is responsible for long-range planning and oversight of such LANES events and publications as conferences, classes, teleconferences, newsletters, etc. Subcommittees and task forces may be appointed to take responsibility for specific programs.

Section 6:03 Ad Hoc Committees: The President of the Board of Directors may, from time to time, appoint ad hoc committees to address projects, planning and other business that requires research and recommendation. Ad Hoc Committees shall be composed of LANES members and may be chaired by a Director or member. Ad Hoc committees shall exist for specific time periods and when their tasks are completed, said committees shall be retired. Ad hoc committees may present written reports and make recommendations for Board actions. Examples of Ad Hoc committees may include: Bylaws Committee, Strategic Planning Committee, Search Committee, and Special Issue Committee.

Article VII. Personal Liability

The directors, officers, agents and employees of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree.

Article VIII. Amending the Bylaws

The Bylaws of the Corporation may be amended or repealed and new bylaws enacted only at a regular Board meeting by resolution passed by a two-thirds majority of Directors. Amendments to, or revisions of, the Bylaws must be presented to all Board members in writing at least ten (10) days in advance of the meeting at which they will be considered.

Article IX. Dissolution

The Corporation may be dissolved in accordance with the provisions of Massachusetts General Laws, Chapter 180. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be disposed of pursuant to Massachusetts General Laws Chapter 180, Section 11A, to one or more organizations with similar purposes and exempt from federal income tax under Section 501(c) 3 of the Internal Revenue Code.