

The Bylaws of the Sudbury Savoyards, Inc

Adopted by a vote of the Membership on 12 June 2016

Published as adopted 23 February 2017

Article IV, clause 13 amended by the Board of Trustees 4 March 2021

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of this Corporation is The Sudbury Savoyards, Inc., (hereafter “The Sudbury Savoyards”). Its principal office shall be as specified in the Articles of Organization, or such other address as the Board of Trustees shall from time to time select.

ARTICLE II – CORPORATE MISSION AND GOALS

1 - Corporate Mission

The Sudbury Savoyards is and shall at all times be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and within the meaning of Massachusetts General Laws, c. 180, Section 4, as amended.

The primary purposes of The Sudbury Savoyards are twofold: 1) Performing the works of William S. Gilbert and Arthur Sullivan, separately or together and other playwrights and composers, in Sudbury, Massachusetts and other communities; 2) Actively encouraging and promoting artistic and technical excellence in the production of these works.

In connection therewith, The Sudbury Savoyards may engage in other activities and programs, including charitable contributions and grant making, in furtherance of the foregoing purposes as may be carried out by The Sudbury Savoyards organized under Massachusetts General Laws Chapter 180 and described in Section (501)(c)(3) of the Internal Revenue Code.

ARTICLE III - MEMBERSHIP

1 - Membership

The membership (the “Members”) of The Sudbury Savoyards shall be those persons who have paid membership dues for the current fiscal year. Membership is open to persons at least 14 years of age.

2 - Term, Dues, and Conditions of Membership

The period of membership shall be the Organization's fiscal year, or such other period as the Board of Trustees may from time to time determine. The Board of Trustees may establish dues requirements, classes of general membership, including honorary membership without vote, and additional conditions of membership.

3 - Meetings of the Membership

An annual meeting of the Members shall occur in the month of May, or such other date and at such place and time as the Board of Trustees all determine, for the purpose of holding election of Trustees and for any other action reserved to them by law, the Articles of Organization, these bylaws, or referred by the Board of Trustees. Other meetings of the Members may be held be at such date, place, and time as the Board of Trustees may from time to time determine. Special meetings may be called by the Chairman or the Board of Trustees, and shall be called by the Secretary/Clerk or in the case of the death, absence, incapacity, or refusal of the Secretary/Clerk, by any other Officer upon the written application of Members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of Members.

4 - Notice

All Members shall be entitled to notice of all meetings of the Membership. Not less than thirty days' notice, addressed to Members as their contact information appears in the records of The Sudbury Savoyards, shall be given of all meetings stating the date, purpose, time, and place of such meeting.

5 - Waiver of Notice

Whenever any notice is required to be given by these bylaws, a waiver of notice given either before or after the action for which notice is required shall have the effect of written notice. Attendance by a Member at a meeting without protest as to notice shall have the effect of waiver of notice.

6 - Quorum and Voting

Each Member shall have one vote. On any matters presented to the Members, twenty (20) Members or 50% of Members, whichever is smaller, shall constitute a quorum. When a quorum is present, voting shall be by majority vote except as required by law, the Articles of Organization, or these bylaws. An abstention shall not be counted as a vote.

7 - Proxy Voting

Voting by Members may be either in person or by proxy dated not more than six months before the meeting named in the proxy. All proxies shall be filed before being voted with the Secretary/Clerk or other person responsible for recording the proceedings of the meeting. All proxies must be received not later than the date and time of the meeting to which they refer. Further policies on the means of absentee voting may be established by the Board of Trustees.

8 - Action without a Meeting

Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of The Sudbury Savoyards. Consent may be given by facsimile transmission, electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting.

9 - Resignation

Any Member may resign at any time by giving written notice of such resignation to the Chairman, Secretary/Clerk or Board of Trustees. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board. Dues paid will not be reimbursed in the event of resignation.

10 - Suspension and Removal

A Member may be suspended or removed by an affirmative vote of two thirds of the Trustees then in office at a meeting called for such purpose, provided that such Member shall be given at least seven days' notice of the proposed suspension or removal and the reasons therefore addressed to the Member's contact information as it appears in the records of The Sudbury Savoyards; that notice of the proposed suspension or removal is given in the notice of meeting; and that the Member is given an opportunity to be heard at the meeting.

11 - Powers and Duties of Members

The powers and duties of the Members shall be as set forth in this Article III (Section 11):

- (a) Members are eligible for election to the Board of Trustees;
- (b) Members are eligible to nominate qualified Members for election to the Board of Trustees pursuant to a process determined by the Board of Trustees;
- (c) Members are eligible to vote in the election of members of the Board of Trustees pursuant to a process determined by the Board of Trustees, provided that they have been Members of record for at least thirty (30) days prior to the election;
- (d) Members must approve amendments to Article I, Article II, Article III, and Article IX of these bylaws; and
- (e) Members are eligible to vote on any matters reserved to them by law, by these bylaws, or which are referred to them for a vote by the Board of Trustees.

All other rights, privileges, powers, and duties of the Corporation are delegated to the Board of Trustees.

12 - Cessation of Member Rights

All of the right, title, and interest of a Member or with respect to The Sudbury Savoyards shall cease on the termination of Membership.

ARTICLE IV - BOARD OF TRUSTEES

1 - Powers –

The affairs of The Sudbury Savoyards shall be managed by the Board of Trustees, who shall exercise all of the powers of The Sudbury Savoyards not reserved to the Members.

The Board's responsibilities include:

- (a) selection of productions and sanctioning of other activities;
- (b) selection of Producers and Directors and other staff as it shall deem necessary to support such efforts;
- (c) long range planning activities;
- (d) approval of the annual budget and financial oversight of The Sudbury Savoyards;
- (e) administration of on-going operations; and
- (f) approval of special assignments and committees, as appointed by the Chairman.

2 - Number and Election –

The Board of Trustees shall consist of nine (9) members.

3 - Qualification of Trustees –

Trustees must be members and shall be chosen with a view toward maintaining a balanced Board of Trustees having in aggregate the kinds of skills and experience which can contribute to the purposes and mission of The Sudbury Savoyards. These qualifications may include experience in the music, performing arts, community service, business, law, finance, development, public relations, and a cross section of the community served. Each Trustee must be in a position to attend Board of Trustee meetings regularly, to serve on committees, to devote a substantial amount of time to the affairs of The Sudbury Savoyards, and to become and remain acquainted with current developments.

4 - Nomination, Election, and Term of Office of Trustees –

The initial Trustees of The Sudbury Savoyards shall be those persons holding such offices at the time these bylaws are adopted. Those then holding office shall designate among themselves approximately one-third of their number as having a one (1) year term, approximately one-third as having a two (2) year term, and approximately one-third as having a three (3) year term. Thereafter, Trustees shall be elected by the Members at the Annual Meeting or a Special Meeting called for that purpose. Each Trustee (other than the initial Trustees) shall be elected for a term of three (3) years (or such other term as the Board shall determine at the time of his or her election) and shall hold office until a successor has been elected, or the Trustee is removed from office or resigns.

A sitting Trustee is not eligible for re-election to a contiguous term if he or she is completing more than four and a half continuous years as a Trustee, nor for re-appointment by the Board until one year after completing previous service.

Terms of Trustees are to be staggered so that approximately one-third of the Trustees are elected each year at the annual meeting.

5 - Vacancies –

Any vacancy in the Board of Trustees, however occurring, may be filled by vote of a majority of the Trustees then in office, such nomination being valid until the next election, at which

time any eligible candidate may run for the unexpired portion of the term thereof. In the event of a vacancy in the Board of Trustees, the remaining Trustees, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

6 - Resignation –

Any Trustee may resign by delivering his or her written resignation to The Sudbury Savoyards at its principal office, or to the Chairman or Secretary/Clerk. 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. Any Trustee, who fails to attend four consecutive meetings of the Board of Trustees without adequate reason and approval of the President, shall be deemed to have delivered his or her resignation as a Trustee as of the close of business of the meeting of the Board at which such second consecutive failure to attend shall have occurred.

7 - Removal –

A Trustee may be removed from office for cause by vote of two-thirds of the Trustees then in office. A Trustee may be removed for cause only after reasonable notice and being given opportunity to be heard before the Board of Trustees.

8 - Annual Meeting of the Board of Trustees –

The Annual Meeting will be held in the month of May or on such other date and at such place and time as the Board of Trustees may determine for the purpose of conducting election of Officers and any other purposes prescribed by law, the Articles of Organization, or these bylaws, or as may be specified by the Board of Trustees or by the Chairman. If such an Annual Meeting is not held in accordance with the foregoing provisions, a regular or special meeting of the Board of Trustees may be held in place thereof with all the force and effect of an Annual Meeting of the Board.

9 - Other Meetings –

Regular meetings of the Board of Trustees shall be held without call or notice at such places and at such times as the Board of Trustees may from time to time determine, provided that any Trustee who is absent when such determination is made shall be given notice of the determination. Special meetings of the Trustees may be held upon the oral or written call by the Chairman, or by two or more Trustees, designating the date, hour, and place thereof. Regular meetings of the Board shall be open to the public, but only Board members may vote. At its discretion, the Board may convene in closed Executive Session when confidentiality and/or privacy so require.

10 - Notice of Special Meetings –

Notice of the date, hour, and place of all special meetings of the Board of Trustees shall be given to each Trustee by the Secretary/Clerk, or, in case of the death, absence, incapacity, or refusal of such person, by the Chairman or one of the Trustees calling the meeting. Notice shall be given to each Trustee at least seventy-two hours in advance of the meeting addressed to the Trustee as his or her contact information appears in the records of The Sudbury Savoyards. Notice need not be given to a Trustee if a written waiver of notice is executed by such Trustee before or after a meeting and is filed with the records of the meeting, or to any

Trustee who attends the meeting without protesting prior thereto or at its commencement of the lack of notice to such Trustee. A notice or waiver of notice of a meeting of the Board of Trustees need not specify the purposes of the meeting.

11 - Quorum –

At any meeting of the Board of Trustees, a majority of the Trustees then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. Unless otherwise provided by law or the Articles of Organization, Trustees may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting.

12 - Action at Meeting –

At any meeting of the Board of Trustees at which a quorum is present, a majority of those present and voting shall decide any question, including election of Officers, unless otherwise provided by law, the Articles of Organization, or these bylaws.

13 - Action Without Meeting –

Any action by the Board of Trustees, except replacing and removal of Trustees and Officers, may be taken without a meeting if a written consent thereto is signed by no fewer than three quarters of the Trustees then in office and filed with the records of the meetings of the Board of Trustees. Such consents shall be treated as a vote of the Board of Trustees for all purposes. No such action shall be taken if it can be reasonably deferred to the next scheduled Board meeting.

14 - Committees –

The Board of Trustees shall, by a vote of a majority of the Trustees present, elect or appoint as Standing Committees of the Board:

- (a) an Audit and Finance Committee,
- (b) an Executive Compensation and Evaluation Committee (if necessary),
- (c) a Governance Committee,
- (d) and any other committees as it sees fit.

Unless otherwise specified in these bylaws, each committee shall include at least one Trustee. Each Committee shall have only such power and authority as the Board, in its discretion, shall choose to delegate, provided, however, that the Board shall not delegate its powers to any committee not comprised solely of Trustees. Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these bylaws for the Board of Trustees.

15 - Duties –

A Trustee shall perform the duties of a Trustee, including duties as a member of any Board Committee on which the Trustee may serve, in good faith, in a manner such Trustee believes to be in the best interest of The Sudbury Savoyards, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared under the supervision of, or presented by:

- (1) one or more Officers or employees of The Sudbury Savoyards whom the Trustee believes to be reliable and competent as to the matters presented;
- (2) counsel, independent accountants, or other person as to matters which the Trustee believes to be within such person's professional or expert competence; or
- (3) a Committee upon which the Trustee does not serve, as to matters within its designated authority, provided that the Trustee believes such committee merits confidence; so long as in each such case, the Trustee acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in the Articles of Organization, a person who performs the duties of a Trustee in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Trustee, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which The Sudbury Savoyards, or assets held by it, are dedicated.

16 - Inspection –

Every Trustee shall have the right upon reasonable notice and at any reasonable time to inspect all books, records, and documents, and to inspect the physical properties of The Sudbury Savoyards.

17 - No Compensation –

The Trustees of The Sudbury Savoyards shall serve as such on a volunteer basis, without compensation. Trustees may be reimbursed for reasonable expenses incurred in connection with their service on or to the Board. Nothing herein precludes payment of reasonable compensation to Trustees for services rendered The Sudbury Savoyards in another capacity.

ARTICLE V – OFFICERS

1 - Enumeration –

The Officers of The Sudbury Savoyards shall be a Chairman, a Vice Chairman, a Treasurer, and a Secretary/Clerk. The Officers of The Sudbury Savoyards may also include such other Officers as the Board of Trustees may determine shall serve the best interests of the organization.

2 - Election –

Officers shall be elected annually by the Board of Trustees at its Annual Meeting. Other Officers may be chosen and their terms designated by the Board of Trustees at such meeting or at any other meeting.

3 - Qualification –

An Officer must be a Member and a Trustee. One person may hold no more than one office. The Secretary/Clerk shall be a resident of Massachusetts, unless The Sudbury Savoyards has a resident agent appointed for the purpose of service of process.

4 - Tenure –

The Chairman, Vice Chairman, Treasurer, Secretary/Clerk, and any other Officers shall hold office until the next Annual Meeting of The Sudbury Savoyards Board of Trustees and until their respective successors are chosen and qualified, unless a different term is specified in the vote choosing or appointing them.

5 - Resignation –

Any Officer may resign by delivering his or her written resignation to The Sudbury Savoyards at its principal office, or to the Chairman or Secretary/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.

6 - Removal –

The Board of Trustees may remove any Officer with or without cause, provided that an Officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Trustees.

7 - Vacancies –

Any vacancy, however arising, in any office, may be filled for the unexpired portion of the term thereof by the Board of Trustees

8 - Chairman –

The Chairman shall be the President of The Sudbury Savoyards and shall preside at all meetings of the Members and Board of Trustees except as the Trustees shall otherwise determine.

The Chairman shall:

- (a) prepare agendas for each meeting;
- (b) monitor the work of the Board;
- (c) make special assignments and appoint committees, subject to the approval of the Board,
- (d) report to the general membership at the Annual Meeting and

(e) shall have any such other powers and duties as may be determined by the Trustees.

Unless otherwise determined by the Trustees, the Chairman shall, subject to the control of the Board, have general charge and supervision of the affairs of The Sudbury Savoyards. The Chairman shall have any such other powers as may be designated from time to time by the Board of Trustees. The Chairman may serve as a voting member of any committee of the Board to which he or she may be appointed or elected and shall serve as an ex officio (without vote) member of all other committees of The Sudbury Savoyards.

9 – Vice Chairman –

The Vice Chairman shall assume the powers of the Chairman in the event that the Chairman is unable to fulfill his or her duties.

10 - Treasurer –

The Treasurer shall, subject to the direction of the Board of Trustees, have general charge of the financial affairs of The Sudbury Savoyards and shall cause to be kept accurate books of account.

The Treasurer shall:

- (a) maintain all financial records in good order;
- (b) monitor all financial accounts;
- (c) pay bills in a timely manner;
- (d) report spending against budget at each regular meeting of the Board;
- (e) prepare a financial report for the Annual Meeting of the Membership;
- (f) prepare an annual financial report for the Board; and
- (g) prepare an annual budget for review and adoption by the Board.

The Treasurer shall chair the Audit and Finance Committee and shall have custody of all funds, securities, and valuable documents of The Sudbury Savoyards, except as the Board of Trustees may otherwise provide.

11 - Secretary/Clerk–

The Secretary/Clerk shall attend and keep (or shall cause to be kept) a record of all of the meetings of the Members and Board of Trustees.

The Secretary/Clerk shall:

- (a) provide and distribute minutes of all Meetings within two weeks after each Meeting;
- (b) include action items as part of the minutes;
- (c) maintain election records and term of office history; and

(d) maintain files of Meeting minutes and correspondence.

In addition, the Secretary/Clerk shall perform such other duties and have such other powers as may be designated from time to time by the Board of Trustees. The Secretary/Clerk shall keep or cause to be kept, the corporate records of The Sudbury Savoyards.

12 - Other Officers –

Each other Officer that may be chosen by the Board of Trustees shall perform such duties and have such powers as may be designated from time to time by the Board of Trustees.

13 - Other Powers and Duties –

Each Officer shall, subject to these bylaws, and in addition to the duties and powers specifically set forth in these bylaws, have such duties and powers as are customarily incident to his or her office.

ARTICLE VI – CONFLICT OF INTEREST

The Board of Trustees shall adopt a Conflict of Interest policy and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities operating in Massachusetts.

ARTICLE VII - NO PERSONAL LIABILITY AND INDEMNIFICATION

1 - No Personal Liability.

The Trustees and Officers of The Sudbury Savoyards shall not be personally liable for any debt, liability, or other obligation of The Sudbury Savoyards.

2 - Indemnification

a. The Sudbury Savoyards may, to the extent legally permissible, indemnify any Trustee or Officer, or former Trustee or Officer, of The Sudbury Savoyards against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.

b. This provision does not apply to a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized in advance by The Sudbury Savoyards.

c. No indemnification shall be provided with respect to any matter in which such person is finally adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of The Sudbury Savoyards; or, with respect to a claim of

willful misconduct, default, or gross negligence in the conduct of the office of such Trustee or Officer, unless there be an adjudication of freedom therefrom.

d. Indemnification and payment hereunder shall include payment 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 section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

e. Any payment hereunder in connection with a matter disposed of by a compromise payment (pursuant to a consent decree or otherwise) shall have been approved by The Sudbury Savoyards in advance, which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.

f. The right of indemnification hereunder shall inure to the benefit of the heirs, executors or administrators of each such Trustee or Officer indemnified hereunder and shall be in addition to, and not exclusive of all, any other rights to which such persons might have. Nothing herein shall affect any other rights to indemnification which may be available by contract, or otherwise by law.

g. The Sudbury Savoyards may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee or other agent of The Sudbury Savoyards, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not The Sudbury Savoyards might indemnify him against such liability. No vote of the Trustees to purchase or maintain any such insurance shall be invalid solely because any Trustee participating therein is or may be a person insured by any such insurance.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

1 - Fiscal Year –

Except as from time to time otherwise determined by the Board of Trustees, the fiscal year of The Sudbury Savoyards shall end on the last day of June of each year.

2 - Seal –

If the Board of Trustees determines to adopt a seal of The Sudbury Savoyards, such seal shall, subject to alteration by the Board of Trustees, bear its name, the word “Massachusetts” and year of its incorporation.

3 - Execution of Instruments –

All deeds, leases, transfers, contracts, bonds, notes and any other obligations authorized to be executed by an Officer of The Sudbury Savoyards in its behalf shall be signed by the Chairman or the Treasurer except as the Board of Trustees may generally, or in particular cases, otherwise determine.

4 - Corporate Records –

The original, or attested copies, of the Articles of Organization, these bylaws, and records of all meetings of the Board of Trustees and Members, which shall contain the names and the record address of all Trustees and Officers, and any other legally required records shall be kept in Massachusetts at the principal office of The Sudbury Savoyards or at an office of its Secretary/Clerk or Resident Agent. Said copies and records need not all be kept in the same office.

5 - Evidence of Authority –

A certificate by the Secretary/Clerk as to any action taken by the Trustee or any Officer or representative of The Sudbury Savoyards shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

6 - Ratification –

Any action taken on behalf of The Sudbury Savoyards by a Trustee or any Officer or representative of The Sudbury Savoyards, which requires authorization by the Board of Trustees, shall be deemed to have been duly authorized if subsequently ratified by the Board of Trustees, if action by it was necessary for authorization.

ARTICLE IX - AMENDMENTS

These bylaws may be altered, amended or repealed in whole or in part by vote of a majority of the Trustees then in office; provided, however, that no amendment may be made to Article I, Article II, Article III, or this Article IX, without approval of the Membership, upon no less than thirty (30) days prior written notice, at the Annual Meeting or a Special Meeting called for such purpose.

ARTICLE X - EFFECTIVE DATE

These bylaws were adopted on June 12, 2016 and shall remain in full force and effect, unless and until further amended as provided in ARTICLE IX above.