

Articles of Organization/Incorporation Halcyon Arts New England, Inc.

Adopted December 28, 2020

Article 1: Name of the Corporation

Halcyon Arts New England, Inc. (dba and herein referred to as Halcyon Arts).

Article 2: Purposes

Halcyon Arts is organized exclusively for spiritual, charitable and educational purposes. The purposes of Halcyon Arts include:

- a) Bringing talented musicians, other artists, teachers, and spiritual leaders from around the world, by any means including electronic, to New England to share their work and programs with the public.
- b) Maintaining an annual series of public events such as concerts, classes, workshops and retreats.
- c) Offering music lessons, spiritual direction, and other services, related to these purposes, to individuals and to groups

Article 3: Other Lawful Provisions

A. BOARD OF DIRECTORS

- 1) Powers: The Board of Directors shall manage the business and affairs of Halcyon Arts. The Board may appoint committees for any purpose, including an executive committee that may exercise any of the authority of the Board that the Board specifies by majority vote.
- 2) Number: The Board of Directors shall consist of at least three Directors and no more than nine.
- 3) Nominations and Elections: Directors shall be elected by the Board, upon nomination by Executive Director, except that the founding Board shall be constituted by invitation of the Executive Director and acceptance in writing by each Director.

4) Terms: Each Director shall be elected for three years, renewable by approval of the Board for up to three terms. Initially or if the Board is being reconstituted, however, about one third of the Board shall serve for a term of three years, one third for a term of two years, and one third for a term of one year. In each subsequent year, about one third of the Board shall be elected for a term of three years. Each Director's term of office shall be until the appointment of his or her successor; or until the Director's incapacity or resignation, whether in writing or for non-attendance pursuant to Section 3A, part 12. Directors may serve for a maximum of three consecutive terms or no more than nine years. They may be re-elected after a hiatus of one year.

5) The Executive Director: The Executive Director of Halcyon Arts is a voting member of the Board.

6) Annual and Regular meetings: The Board shall hold an annual meeting within two months of the start of the fiscal year. The Board may hold additional, regular meetings. All meetings may be held in person or by any electronic means.

7) Special meetings: Special meetings of the Board may be called by or at the request of any two Directors.

8) Notice: Notice of any meeting, shall be given at least seven days in advance by written notice, mailed or communicated by any electronic means to each Director. If a notice is sent by mail, it shall be posted early enough to provide seven days' actual notice to each recipient.

9) Proxies: A Director unable to participate in person in any Board meeting, including a meeting held electronically, may provide the Secretary with a written proxy before that meeting.

10) Quorum: A majority of the Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

11) Board Action Other Than at a Meeting: Any action to which each and every Director has consented in writing by letter or any electronic means shall be as valid as if adopted by the Board of Directors at a duly notified and held meeting of the Board, provided that all Directors receive notice of the matter at least seven days before the deadline for transmitting such written consent or dissent to the Secretary, and provided that each response is recorded in minutes that are prepared for the purpose, approved at the next meeting of the Board, and retained permanently in the Halcyon Arts corporate records.

12) Resignation of Absent Directors: A Director missing three consecutive regular meetings, or two consecutive annual meetings, is deemed to have resigned as of the adjournment of the third or second meeting, whichever applies.

13) Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though fewer than a quorum of the Board. A Director elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office. If all directorships fall vacant, the Executive Director shall invite at least three people to serve as Directors, who shall become Directors upon written acceptance.

14) Rules: Meetings of the Board of Directors shall be conducted by the most recent edition of Robert's Rules of Order.

15) Directors' and Officers' Liability Insurance: The Board has the authority to obtain Directors' and Officers' liability insurance for all Directors and Officers.

B. OFFICERS AND DUTIES

1) Officers: Each year, a Chair, Vice-Chair (if desired), Secretary and Treasurer shall be elected by the Board from among the Directors. If the election of Officers is not held at the annual meeting of the Board, it shall be held as soon as possible thereafter. Election to an office is effective immediately. Each Officer shall hold office until his or her successor has been elected or until his or her incapacity, removal, or resignation as provided in these bylaws.

2) Chair: The Chair shall generate agendas and preside at each meeting. In his or her absence, the Vice-Chair or any member of the Board he or she appoints shall preside.

3) Secretary: The Secretary shall be responsible for taking accurate minutes of the meetings; making those minutes available to the Board as soon as possible following each meeting; and maintaining a repository of copies of all correspondence, contracts, program announcements and handouts, grant applications and responses, etc., involving Halcyon Arts.

4) Treasurer: The Treasurer shall have oversight of all financial activities of the organization, including to

- a) receive and disburse all monies collected under the authority of the Board; keep a true record of receipts and disbursements; present a full statement of these and of the financial condition of Halcyon Arts at the annual meeting of the Board;

b) maintain the records of all trusts and permanent funds there may be, for each such trust and fund listing the source, date, and amounts of the initial and every subsequent addition to and disbursement from such trust or fund; the terms governing its use of principal and income; to whom and how often accounts are to be made; and how the trusts and funds are to be invested;

c) maintain records pertaining to receipts, disbursements, and general administration for any grants received, so that Halcyon Arts, can provide timely and complete reports to donors as required, and

d) be responsible for any payroll and state and federal withholding.

5) Other Duties: Other powers and duties of the several Officers shall be as provided from time to time by resolution or other directive of the Board of Directors.

6) Salaries: Members of the Board of Directors normally serve as volunteers and are not paid for their services as Board members or Officers. The Board may resolve to reimburse Directors' reasonable expenses for attending Board meetings. The Executive Director may be compensated for his or her service by resolution of the Board of Directors.

C. THE EXECUTIVE DIRECTOR

1) The Executive Director: The Founder of Halcyon Arts shall serve as Executive Director and as the day-to-day manager under the direction of the Board. Upon his or her resignation, incapacity, death, or removal, the Board shall appoint a new Executive Director.

2) Duties: The Board may from time to time determine the scope and limitations of the Executive Director's authority and responsibilities, but, at minimum, the Director shall:

a) appoint, contract, and supervise faculty, performers, staff, and contractors for the smooth operation of all programmed events,

b) plan and manage all programmed events,

c) ensure that Halcyon Arts remains viable and sustainable,

d) report to and consult with the Board concerning any major direction in planning and implementing programs and any significant decisions regarding the purposes and operation of Halcyon Arts,

e) be limited, without Board approval, to a maximum expenditure amount as determined by the Board,

f) keep accurate financial records in cooperation with the Treasurer, and

g) maintain an effective website and other means of marketing programs.

D. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

1) Contracts: The Board of Directors may authorize any Officer or Officers, the Executive Director, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of Halcyon Arts. This authority may be general or confined to specific business.

2) Loans: No loans shall be contracted on behalf of Halcyon Arts and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

3) Checks, Drafts, or Orders: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such Officer or Officers, the Executive Director, agent or agents of Halcyon Arts and in such manner as the Board of Directors shall, from time to time, determine by resolution.

4) Deposits: All funds of Halcyon Arts not otherwise employed shall be deposited from time to time to the credit of Halcyon Arts, in such banks, trust companies, or other depositories as the Board of Directors shall select.

E. FISCAL YEAR

The fiscal year of Halcyon Arts shall be January 1 to December 31.

F. WAIVER OF NOTICE

Whenever the provisions of law or these bylaws require any notice to be given to any Director, a waiver of notice in writing, signed by the person or persons entitled to that notice, shall be deemed equivalent to the giving of such notice.

A waiver may be retroactive.

G. AMENDMENTS

The Board of Directors, by a two thirds majority of the full Board, may alter, amend, or repeal these bylaws, and may adopt new bylaws, at any regular or special meeting of the Board.

H. RECORDS

Halcyon Arts shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and Committees having and exercising any of the authority of the Board of Directors. All records of Halcyon Arts may be kept electronically, and may be inspected by any Director, or by his or her agent or attorney, for any proper purpose at any reasonable time.

I. DISSOLUTION OR SALE OF ASSETS

A two-thirds vote of the Directors shall be required to sell or mortgage assets of Halcyon Arts not in the regular course of business, or to dissolve Halcyon Arts. Upon the dissolution of Halcyon Arts, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of Halcyon Arts shall inure to the benefit of, or be paid or distributed to, an Officer, Director, Employee, or Donor of the organization.