

BYLAWS OF THE BOSTON TEEN AUTHOR FESTIVAL

ARTICLE 1 – THE CORPORATION

Section 1. Name.

The name of the corporation is BOSTON TEEN AUTHOR FESTIVAL, INC.

Section 2. Offices.

The principal office of the corporation shall be in the State of Massachusetts as its Board of Directors may determine or the business of the Corporation may require.

ARTICLE II – CORPORATE PURPOSE

The purpose of the corporation is to engage in the following business activities:

- a. To encourage a love of literature among Boston’s readers, particularly young adults;
- b. To expand the presence of the young adult literary community in Boston through the annual festival and supplementary events; and
- c. To support the young adult literary industry by bringing in authors and talent from across the country, especially local authors and those who reflect the diversity of the Greater Boston area.

ARTICLE III – BOARD OF DIRECTORS

Section 1. No Public Members.

The membership of the Corporation shall consist of the members of the Board of Directors.

Section 2. Authority of the Board.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of all affairs, property, business, and policies of the Corporation.

Section 3. Number of Directors.

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) and no more than fifteen (15) directors, including the following officers: the President, Vice President, Clerk, and Treasurer. Within such limits, the number of directors shall be determined from time to time by the Board, provided that no decrease in the number of directors shall shorten the term of any incumbent director. The President shall serve as an ex-officio member of the Board and shall be entitled to vote on all matters coming before the Board.

Section 4. Election and Term of Directors.

- a. The Board shall initially consist of the directors names in the Certificate of Incorporation of the Corporation.
- b. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 11 of this Article.
- c. Each member of the Board of Directors shall attend at least ten (10) monthly meetings of the Board per year.
- d. Directors shall hold office for a minimum period of two (2) years with the option of additional terms should it be determined that continuity in office is prudent for the business of the corporation or so that not all officers are rolling off at the same time. The terms of each office shall expire on alternating years so that not all officers are being elected in any one year. Except for the President, who shall serve ex-officio, new directors shall be elected by the existing continuing Directors at the annual meeting of the corporation.
- e. In the event that the number of directors is increased, or if vacancies are created, new directors may be elected to serve until the next annual meeting of the Board or until their successors have been elected and qualified.
- f. Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional two year terms.

Section 5. Annual Meeting of the Board.

An annual meeting of the Board of Directors shall take place in the month of December and shall be held at a convenient time and location each year as determined by the Board. Written notice of the annual meeting shall be sent to each member of the Board at least ten (ten) days in advance of the meeting. At the annual meeting, officers shall be elected and the Board may transact such other business as may properly come before the meeting.

Section 6. Annual Report.

At the annual meeting of the Board, the President and the Treasurer shall present an annual report showing in appropriate detail the following information:

- a. The financial condition of the Corporation for the fiscal year immediately preceding the date of the report showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses and disbursements of the Corporation
- b. A summary of the activities of the Corporation during the preceding year. The annual report shall be filed with the minutes of the annual meeting.

Section 7. Regular Meeting of the Board.

Regular meetings of the Board of Directors will be held not less than ten times a fiscal year at such times and locations as may be determined by the Board. Notice of each meeting shall be given at least two (2) days before each meeting to the directors in person, in writing, by telephone or by electronic mail as the President may determine.

Section 8. Special Meeting of the Board.

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) members of the Board. Notice of each special meeting shall be given at least two (2) days before the date of such special meeting to each member of the Board in person, by telephone, by mail or by electronic mail. The notice shall state the business for which the special meeting has been called, and that no business other than that stated in the notice shall be transacted at the special meeting. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 9. Waiver of Notice.

Notice of any meeting of the Board need not be given to any Director who submits a waiver of notice either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice.

Section 10. Place of Board Meetings.

The Board may hold its meetings at the office of the Corporation or at such other places within the State of Massachusetts as it may from time to time determine. Any members of the Board

may participate in Board meetings by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such at meeting.

Section 11. Quorum of Directors.

- a. The presence of three-fifths of the entire Board shall be necessary to constitute a quorum at all meetings of the Board for the transaction of business.
- b. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Formal notice of the adjournment need to be given to Directors who were absent at the time of the adjournment.

Section 12. Action by the Board.

- a. Each Director shall be entitled to one (1) vote on each matter properly submitted to the Directors for action at any meeting of the Board. Unless otherwise required by law or provided in these Bylaws, the vote of a majority of Directors present at the time of the vote at a duly convened meeting shall be the act of the Board.
- b. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee thereof consent in writing (or by means of electronic mail) to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 13. Minutes.

The Clerk or their designee shall maintain complete and accurate minutes of each Board meeting and shall retain each unanimous written consent executed by Directors. Said minutes and written consents shall be maintained in the permanent records of the Corporation.

Section 14. Removal.

Following an opportunity to be heard, a Director may be removed from office for conduct detrimental to the interests of the Corporation at any time by a two-thirds (2/3) vote of the Board. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

The Clerk shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the

Board of Directors who are removed for failure to meet the minimum requirements in Section 4 of this Article in these by-laws automatically forfeit their positions and are not entitled to the removal procedure outlined in Section 14 of this Article.

Section 15. Resignation.

A Director may resign at any time by giving written notice to the Board, the President or the Clerk of the Corporation. The acceptance of the resignation shall take effect at the discretion of the Board or at the end of one month from the date the Board receives the notice of resignation, whichever comes first.

Section 16. Newly Created Directorships and Vacancies.

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

A director elected to fill a vacancy caused by resignation, death, disability or removal shall be elected to hold office until the next annual meeting, and such partial term shall not be counted as a full elected term for determining the number of successive terms the director may serve.

Newly created directorships resulting from an increase in the number of Directors or for any other reason shall be filled by a majority vote of the Board of Directors at the annual or a regular meeting of the Board, or at a special meeting called for that purpose.

Section 17. Attendance at Meetings.

Attendance at each meeting of the Board shall be recorded by the Clerk in the minutes thereof. Absence from a meeting may be excused for good cause shown.

Section 18. Compensation.

No Director or the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation in his/her role as Director. Directors shall not be reimbursed for expenses incurred in the performance of duties to the Corporation without prior approval of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 19. Confidentiality.

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 20. Property Rights of Directors.

No Director of the Corporation shall have any rights or interests in or to the property or assets of the Corporation. In the event that the Corporation is liquidated or dissolved or ceases to actively carry on its business, all of the remaining property and assets of the Corporation after necessary expenses thereof shall be distributed to such organizations as shall qualify under Section 501 (c) 3 of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of Massachusetts.

ARTICLE IV – OFFICERS

Section 1. Designation and Election of Officers.

- a. The officers of the Corporation, who may be selected from among the Board, and shall consist of a President, a Vice President, a Treasurer, and a Clerk and such other officers as the Board may authorize. All officers must have the status of active members of the Board.
- b. Except when an officer resigns, is removed or becomes disabled, officers shall hold office for a period of (2) two years and until their successors shall have been duly elected and qualified. If it is felt that continuity of the position is needed, officers can be re-elected to serve additional terms with the majority of votes by the Board.
- c. The President, Vice President, Treasurer, and Clerk shall be elected by the Board at its annual meeting.
- d. Officers may be removed by a majority of the entire Board at any time, with or without cause. Any vacancy occurring in such offices may be filled by the Board of Directors at any meeting.
- e. Except for the offices of President, Clerk, and Treasurer, any two or more offices may be held by the same person.

Section 2. President.

The President shall be responsible for presiding over all meetings of the Board of Directors, and for appointing committee chairs and members. The President shall also be responsible for overseeing all preparations for the planning of all events put on by the Corporation, and shall be responsible for performing such other duties as may be prescribed by the Board.

Section 3. Vice President.

The Vice President shall be responsible for assisting in any needed capacity, including overseeing the efficiency and organization of all aspects of the Corporation, providing aid to all members of the Board as needed, and performing such other duties as pertain to the office or as may be prescribed by the Board or the President.

Section 4. Treasurer.

The Treasurer shall be responsible for maintaining complete and accurate records of the financial transactions of the Corporation and presenting to the Board, at the regular meetings of the Board or whenever the Board requires it, reports of the financial transactions and condition of the Corporation, and performing such other duties as pertain to the office or as may be prescribed by the Board or the President.

Section 5. Clerk.

The Clerk shall be responsible for supervising the reporting of complete and accurate minutes of all meetings of the Board and the members and all unanimous written consents executed by the Board and performing such other duties as pertain to the office or as may be prescribed by the Board or the President.

Section 6. Content Chair

The Content Chair shall be responsible for overseeing the quality and consistency of all official written content, including press releases and newsletters, and performing such other duties as pertain to the office or as may be prescribed by the Board or the President.

Section 7. Social Media Chair

The Media Chair shall be responsible for maintaining a portion of the Corporation's social media accounts on a weekly basis as well as contributing to the monthly newsletter, and performing such other duties as pertain to the office or as may be prescribed by the Board or the President.

Section 8. Removal of Officers

The Board of Directors with the concurrence of 2/3 of the members voting at the meeting may remove any officer and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 9. Vacancies

The Board of Directors shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE V – COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, social media, public relations, volunteer, food, etc. The President appoints all committee chairs.

Section 2. Appointment of Committees.

Committees of the Board and the Corporation shall include such standing committees and special committees as the Board may designate. Except as otherwise stated in these bylaws, all members of these committees shall be appointed by the President following the annual meeting of the Corporation, subject to approval by the Board. Committees may include persons who are not members of the Board.

Section 3. Committee Meetings.

At all committee meetings, a quorum shall be equal to a majority of the members of the committee. A vote by a majority of the members present at a duly organized committee meeting shall constitute the action of the committee. A committee may act by unanimous written consent in lieu of a majority vote at a duly convened meeting. Each committee shall submit minutes of its meeting to the Clerk of the Corporation. Committees shall meet at the frequency determined by the Board.

ARTICLE VI – INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

The Corporation may indemnify, including advancement of expenses in defending litigation, its directors and officers to the fullest extent authorized and permitted by law and as set forth in: (1) the Certification of Incorporation of the Corporation; (2) these Bylaws; (3) a resolution of members or of directors; (4) an agreement providing for such indemnification. The Corporation's members and directors are hereby authorized to adopt such resolutions and the Corporation is further authorized to indemnify its employees and other personnel to the fullest extent permitted by law.

Section 2. Insurance.

The Corporation may purchase directors and officer's liability insurance if authorized and approved by the Board of Directors.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of December and end on the 30th day of November of each year.

ARTICLE VIII – BOOKS AND RECORDS

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE IX – AMENDMENTS

These bylaws may be amended, repealed or adopted by a majority of the entire Board of the Directors, at any regular or special meeting of the Board. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.