

BYLAWS
OF
FALLS CHURCH ARTS

A Virginia nonprofit corporation
2003

ARTICLE I

Purposes.

Section 1.01 Mission.

The Corporation's mission is to ensure that the arts are an essential part of the cultural environment of the city of Falls Church. To achieve this end, the Corporation will conceive, develop and implement programs to foster the visual, performing and applied arts.

Section 1.02 No Private Benefit.

Being a nonprofit, charitable corporation, the Corporation will not have nor issue capital stock or other evidences of private ownership or interest in the Corporation or any of its assets, and no part of the net profits of the Corporation will inure to the benefit of any private individual. The purposes and powers of the Corporation are set forth in, and governed and limited by, its Articles of Incorporation.

ARTICLE II

Members of the Corporation.

Section 2.01 Members.

Members of the Corporation may be individuals interested in, or engaged in activities concerned with, or related to art, artists, supporters and patrons of the arts, art students, and members of the business community interested in supporting the arts activities and events of the corporation.

Section 2.02 Types of Members.

- (a) An “Artist” Member participates in creating art forms in any medium.
- (b) An “Arts Supporter” Member supports the arts in any form.

Section 2.04 Admission to Membership; Dues.

- (a) Any individual or entity may apply for membership by submitting to the Corporation a completed and signed written application. Dues for the year must accompany the application.
- (b) Membership dues shall be fixed by a resolution adopted by a Majority Vote of the Board of Directors.

Section 2.05 Member Representative.

A Member that is an entity may send more than one individual to meetings of the Members; however, only one such individual shall be designated by the Member to be authorized to vote on behalf of the Member.

Section 2.06 Voting Rights.

Each Member in good standing shall be a “Voting Member” of the Corporation and shall have one vote with respect to all matters on which Voting Members are entitled to vote. The Board of Directors shall have sole voting power, authority and control with respect to all matters affecting the Corporation, except for the following matters, which are subject to the vote of the Voting Members:

- (a) Alteration, amendment or repeal of the Articles of Incorporation;
- (b) Election of directors, with the exception of the initial election of the first Board of Directors;
- (c) Adoption of any plan of merger or consolidation of the Corporation;
- (d) Sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, of the assets of the Corporation;
- (e) Adoption of any plan for the distribution of the assets of the Corporation; and
- (f) Any other matter referred to the Voting Members by the Board of Directors.

Section 2.07 Annual Meetings.

The Annual Meetings of the Members shall be held on such date and at such other time and place, as the Board of Directors shall determine. At Annual Meetings, Voting Members shall elect the members of the Board of Directors and shall transact such other business as properly may be brought before them. Written notice of Annual Meetings stating the date, time and place shall be given to each Voting Member not less than ten (10) nor more than fifty (50) days before the date of the meeting.

Section 2.08 Regular Meetings.

Regular meetings of the Members shall be held on such dates and at such times and places as the Board of Directors shall determine. To the extent reasonably possible, written notice of regular meetings stating the date, time and place shall be given to each Voting Member not less than ten (10) nor more than fifty (50) days before the date of the meeting.

Section 2.09 Special Meetings.

The President, a Vice President or a Majority Vote of the Board of Directors may call special meetings of the Members. Upon such call, the Secretary shall send written notice of such special meeting, stating the date, time, place and purpose, to each Voting Member not less than seven (7) nor more than thirty-five (35) days before the date of the meeting. Business transacted at a special meeting shall be limited to the purpose stated in the notice.

Section 2.10 List of Voting Members.

The Secretary shall have a list available for inspection, at least seven (7) days before every meeting, a list of Voting Members, arranged in alphabetical order, showing the designated Member Representative of each, if any. Such list shall be open to examination by all Members during ordinary business hours for a period of at least seven (7) days prior to the meeting.

Section 2.11 Quorum.

Voting Members may take action on any matter at a meeting of Members only if a quorum of the Voting Members exists. Unless otherwise provided by law or the Articles of Incorporation, one tenth (1/10) of the Voting Members, present personally or by proxy, shall constitute a quorum of the Voting Members. Business may be conducted once a quorum is present and may continue through the meeting and (unless a new record date is, or is required to be, fixed for the adjourned meeting) any adjournments, notwithstanding the withdrawal or temporary ab-

sence of sufficient Members to reduce the number present to less than a quorum.

Section 2.12 Action by Members.

Unless otherwise provided by law or the Articles of Incorporation or these bylaws, Member action on any matter shall be determined by the vote of a majority of the Voting Members, present personally, provided that a quorum is present.

Section 2.1 Adjournments.

The affirmative vote of a majority of the Voting Members, present personally, shall be sufficient in all cases to adjourn a meeting to another date, time and/or place. Notice need not be given of the adjourned meeting if the date, time and/or place thereof are announced at the meeting at which the adjournment is taken, unless a new record date is, or is required to be, fixed for the adjourned meeting. If a new record date is, or is required to be, fixed for the adjourned meeting, written notice of the adjourned meeting shall be given to each Voting Member. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Section 2.14 Record Date.

In order that the Corporation may determine the Voting Members at any meeting of Members, or to take any other action, the Board of Directors may fix in advance a record date, which shall not be more than fifty (50) days before the date of the meeting or any such other action. Unless another time is specified by the Board of Directors, the time of determination shall be 5:00 p.m. (Falls Church, Eastern time) on the day before notice of the meeting is sent.

Section 2.15 Waiver of Notice.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.17 Termination/Resignation of Members.

Any membership may be terminated by a Majority Vote of the Board of Directors for falsifying information on the membership application, failure to pay dues, failure to continue meeting the membership qualifications or upon any other reasonable basis. A Member may resign by notifying the Corporation in writing. Membership cannot be transferred or assigned.

Section 2.18 Presiding Officer.

Meetings of the Members shall be presided over by the President or the Vice President or, if the President and Vice President are not present, by their designee. The Secretary of the Corporation, or, in the Secretary's absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the presiding officer shall choose any person present to act as secretary of the meeting.

Section 2.19 Action by Written Ballot.

Any action that the Corporation may take at any regular or special meeting of Members may be taken without a meeting if the Corporation delivers a written ballot to every Voting Member. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter other than election of directors and (c) specify the time by which a ballot must be delivered to the Corporation in order to be counted (which time shall not be less than three (3) days after the date that the Corporation delivers the ballot). Approval by written ballot pursuant is valid only if both (a) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and (b) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A written ballot shall not be revoked.

ARTICLE III

Directors.

Section 3.01 Powers and Responsibilities.

- (a) The governance and policy-making responsibilities of Falls Church Arts shall be vested in the Board of Directors which shall control its property, be responsible for its finances, and direct its affairs.
- (b) Subject to such limitations as are imposed by law, if any, the Board of Directors will have full power and authority to manage and control all of the affairs of the Corporation, and to exercise all of its powers. It may appoint such officers, agents and committees, as it deems proper, and may delegate authority to them, provided, however, that

the Board of Directors may not delegate authority for any action that is required by law, the Articles of Incorporation, or these Bylaws to be taken by the Board of Directors. The Board of Directors may establish such rules for the conduct of its business, consistent with the provisions of these Bylaws, as it may determine from time to time.

Section 3.02 Number of Directors; Increases and Decreases.

The Board of Directors shall consist of such number of directors, not fewer than eight (8) nor more than fifteen (15), as may be determined from time to time by resolution of the Board of Directors. In addition, the Board of Directors may include non-voting ex officio members to consist of:

1. The immediate past President (if not currently serving a Board term)
2. The executive director of FCA (if one is currently serving)
3. Representatives from other organizations as proposed by the President and approved by vote of the Board.

Section 3.03 Election and Removal of Directors.

- (a) The initial Board of Directors will be elected by the co-founders and the management committee and all positions of the initial Board of Directors are unpaid. After a period of at least one (1) year from adoption of the bylaws by the initial board of directors, but not more than two (2) years, new directors will be elected at the Annual Meeting of Members, in accordance with the Articles of Incorporation, these Bylaws and the laws of the State of Virginia.
- (b) All directors of the Corporation shall be persons of at least 18 years of age.
- (c) The members at large of the Board of Directors shall be elected by active members as follows: (1) a nominating committee of at least three members appointed by the Board of Directors shall submit a ballot containing nominees for each office to be filled, with such nominees to be selected from the current membership; (2) ballots shall be mailed to the active members of the Corporation on a date designated by the Board of Directors with instructions to return the ballots no later than 30 days after the mailing date unless the board of directors, at the board's discretion, decides to hold elections during the annual meeting so that nominations can also be taken from the floor during the meeting; (3) ballots shall be counted by a group designated by the Board of Directors; and (4) nominees receiving the highest number of votes shall be declared elected.

- (d) Upon the demand of any Voting Member at a Members' meeting, the presiding officer of the meeting shall call for and shall afford a reasonable opportunity for the making of nominations for the Board of Directors. In addition, nominations for the Board of Directors may be made at any time prior to any such Members' meeting by providing written notice to the Secretary of the Corporation. Any Member may nominate as many persons for the Board of Directors as there are positions to be filled. If nominations for the Board of Directors have been called for as herein provided, only candidates who have been nominated in accordance herewith shall be eligible for election.
- (e) A director may be removed before the expiration of his or her term if a Majority Vote of the Board of Directors at any regular or special meeting of the Board of Directors called for such purpose vote in favor of such removal or if such removal is in accordance with the other provisions of these Bylaws. A director shall be deemed to be removed before the expiration of his or her term, effective automatically, without the taking of any action on the part of the Corporation, if such director moves outside of a fifty (50) mile radius of Fall Church, Virginia. Each director shall immediately notify the Board of Directors in writing if he or she moves outside of a fifty (50) mile radius of Falls Church, Virginia.

Section 3.04 Terms of Office.

The term of office for the initial Board of Directors will be one (1) year from the date of adoption of the bylaws by the Board of Directors. The term of office for subsequent directors will be three (3) years, provided, however, that each director will serve until his or her successor has been duly elected and qualified. One-third (1/3) of the Board of Directors shall be elected at each Annual Meeting of Members (subject to such adjustments as the Board of Directors may determine are necessary to accommodate an even number of directors).

Section 3.05 Resignations.

Any director of the Corporation may resign at any time by giving written notice to the President or the Secretary or Assistant Secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.06 Vacancies.

Any vacancy occurring in the Board of Directors may be filled by a Majority Vote of the Board

of Directors (excluding the member whose position is vacant), whether or not a quorum is present, or by a sole remaining director at any regular or special meeting. The director so elected shall continue in office until the next election of directors when such director's successor is elected and qualified or when such director is duly nominated for and elected to a three-year term of office by a vote of the Members. Any newly created directorship shall be deemed a vacancy.

Section 3.07 Regular Meetings.

Regular meetings of the Board of Directors shall be held at such time and place as shall be designated from time to time by resolution of the Board of Directors; provided, however, that, to the extent reasonably possible, a regular meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Members. If the date fixed for any regular meeting is a legal holiday under the laws of the place where such meeting is to be held, then the meeting shall be held within two (2) weeks, or at such other time as may be determined by resolution of the Board of Directors. At regular meetings, the directors shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given.

Section 3.08 Special Meetings.

Special meetings of the Board of Directors shall be held whenever called by the President, or three (3) or more of the directors. Notice of each such meeting shall be given to each director by telephone or in writing at least twenty-four (24) hours (in the case of notice by telephone) or forty-eight (48) hours (in the case of notice by e-mail, telecopy or telegram) or three (3) days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the date, time and place of the meeting, but need not state the purpose of, or the business to be transacted at, such meeting.

Section 3.09 Quorum, Manner of Acting and Adjournment.

A majority of the directors then serving shall constitute a quorum for the transaction of business. Except as otherwise specified in the Articles of Incorporation or these Bylaws or provided by statute, a Majority Vote of the Board of Directors shall be the acts of the Board of Directors. For purposes of these Bylaws, the term "Majority Vote of the Board of Directors" means that a majority of the members of the Board of Directors present at a meeting of the Board of Directors have approved or authorized such action, provided that a quorum of the Board of Directors is present at such meeting. The directors shall act only as a board and the

individual directors shall have no power as such; provided, however, that any action which may be taken at a meeting of the Board of Directors or of a committee may be taken without a meeting if all directors or committee members, as the case may be, consent thereto in writing. Such consent shall have the same effect as a unanimous vote.

Section 3.10 Presiding Officer.

Meetings of the Board of Directors shall be presided over by the President, the Vice President, Executive Director, or their designee. The Secretary of the Corporation, or, in the Secretary's absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the presiding officer shall choose any person present to act as secretary of the meeting.

Section 3.11 Place of Meeting.

- (a) The Board of Directors may hold its meetings at such place or places as the Board of Directors may from time to time appoint, or as may be designated in the notice calling the meeting.
- (b) Meetings may be held by means of conference telephone or other communications equipment that allows all persons participating in the meeting to hear each other, and participation in such a meeting shall constitute presence in person at such meeting.

Section 3.12 Minutes.

The Corporation shall keep minutes of the proceedings of its Board of Directors and committees thereof.

Section 3.13 Director Conflicts of Interest.

No contract or other transaction between the Corporation and one (1) or more of its directors or officers or any other corporation, firm, association or entity in which one (1) or more of its directors or officers are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director(s) or officer(s) is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his, her or their votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote

or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

- (b) The contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved or ratified, in the light of circumstances known to those entitled to vote thereon at that time.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction.

Section 3.14 Waiver of Notice.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IV

Officers.

Section 4.01 Number, Qualifications and Designation.

The officers of the Corporation shall be a President, a Vice President, an Executive Director as may be designated by resolution of the Board of Directors, an Artistic Director as may be designated by resolution of the Board of Directors, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of Section 4.03 hereof. Any two (2) or more offices may be held by the same person. Officers must be directors of the Corporation.

Section 4.02 Election and Term of Office.

The officers of the Corporation shall be elected by the Board of Directors. The President and Vice President will serve one-year terms and may be re-elected at the discretion of the Board. Each such officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal.

Section 4.03 Subordinate Officers, Committees and Agents.

The Board of Directors from time to time may elect such other officers and appoint such committees, employees or other agents as the business of the Corporation may require, including one (1) or more assistant secretaries and one (1) or more assistant Treasurers, each of whom

shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board of Directors from time to time may determine.

Section 4.04 Resignations.

Any officer or agent may resign at any time by giving written notice to the Board of Directors, or to the President or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05 Removal.

Any officer or agent of the Corporation may be removed by the Board of Directors whenever the best interests of the Corporation will be served thereby. Such removal shall not prejudice the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not itself create contract rights.

Section 4.06 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Directors.

Section 4.07 General Powers.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 4.08 The President, Vice President, and Past President.

- (a) The President shall have general supervision over the business and operation of the Corporation, subject to the control of the Board of Directors. The President shall sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the Corporation, and, in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned by the Board of Directors. The President shall pre-

side over meetings of the Board of Directors and shall be chair of at least one committee of the Corporation.

- (b) The Vice President shall perform the duties of the President in the President's absence or disability and as otherwise designated by the President.
- (c) The Past President shall provide background information that might be useful in determining policy decisions and identifying areas for consideration by the current President and the Board. The Past President's advisory role on Board matters should be routinely sought and weighed in deliberations of policy changes where possible.

Section 4.09 The Executive Director.

The Board of Directors may designate an executive director who shall perform such duties as from time to time may be requested by the Board of Directors. The Executive Director shall perform the duties of the President in the President's and the Vice President's absence or disability.

Section 4.10 The Artistic Director.

The Board of Directors may designate an artistic director who shall perform such duties as from time to time may be requested by the Board of Directors.

Section 4.11 The Secretary.

The Secretary or an Assistant Secretary shall, to the extent possible, (a) attend all meetings of the Board of Directors, (b) record all the votes of the directors and the minutes of the meetings of the Board of Directors and committees of the Board of Directors in a book or books to be kept for that purpose, (c) see that notices are given and records and reports are properly kept and filed by the Corporation as required by law, (d) assist in facilitating communications among the members of the Board of Directors, (e) oversee compliance with all applicable corporate legal filing obligations and, in general, (f) perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors or the President.

Section 4.12 The Treasurer.

The Treasurer or an Assistant Treasurer shall (a) have or provide for the custody of the funds or other property of the Corporation and keep a separate book account of the same, (b) collect and

receive or provide for the collection and receipts of dues and monies earned by or in any manner due to or received by the Corporation, (c) deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Board of Directors from time to time may designate, (d) whenever so required by the Board of Directors, render an accounting showing his or her transactions as Treasurer and the financial condition of the Corporation, and, in general, (e) discharge such other duties as from time to time may be assigned by the Board of Directors or the President.

Section 4.13 Officers' Bonds.

Any officer shall give a bond for the faithful discharge of such officer's duties in such sum, if any, and with such surety or sureties, as the Board of Directors shall require.

Section 4.14 Salaries.

All positions on the initial Board of Directors are unpaid. The Board of Directors may fix the salaries of the officers elected by the Board of Directors from time to time. No officer shall be prevented from receiving such salary or other compensation by reason of the fact that such officer also is a director of the Corporation.

ARTICLE V

Indemnification

Section 5.01 Procedure for Effecting Indemnification.

Indemnification of an authorized representative of the Corporation (which, for purposes of this article shall mean a director, officer, employee, fiduciary as defined by the Employee Retirement Income Security Act of 1974 ("Fiduciary") or agent of the Corporation, or a director, officer, employee, Fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise serving as such at the request of the Corporation) shall be made when ordered by court (in which case the expense, including attorneys' fees, of the authorized representative in enforcing such right of indemnification shall be added to and be included in the final judgment against the Corporation) and shall be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because the applicable standard of conduct set forth in the Virginia Statutes as amended from time to time has been met. Such determination shall be made in accordance with the Virginia Statutes as amended from time to time.

Section 5.02 Advancing Expenses.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of a director, officer, employee, Fiduciary or agent to repay such amount if it is ultimately determined that such person is not entitled to be indemnified by the Corporation pursuant to Virginia Statutes, as amended from time to time.

Section 5.03 Scope of Article.

The indemnification provided in the Articles of Incorporation or by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE VI

Miscellaneous

Section 6.01 Prohibition on Loans.

The Corporation shall not lend money to, or use its credit to assist, directors or officers. Any director or officer who assents to, or participates in, the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment of such loan.

Section 6.02 Corporate Seal.

The Corporation may have a corporate seal in the form of a circle containing the name of the Corporation, the year of incorporation and such other details as may be approved by the Board of Directors. Nothing in these Bylaws shall require the impression of a corporate seal to establish the validity of any document executed on behalf of the Corporation.

Section 6.03 Checks.

All checks, notes, bills of exchange or other orders in writing shall be signed by such person or

persons as the Board of Directors from time to time may designate.

Section 6.04 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.05 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board of Directors from time to time shall determine.

Section 6.06 Corporate Records.

There shall be kept at the principal office of the Corporation an original or duplicate record of the proceedings of the directors, and the original or a copy of the Bylaws including all amendments or alterations thereto to date, certified by the Secretary. The Corporation also shall keep appropriate, complete and accurate books or records of account, which may be kept at the office of its statutory agent or at its principal place of business.

Section 6.07 Amendment of Bylaws.

Except as may otherwise be provided in the Articles of Incorporation, these Bylaws may be amended, repealed or replaced, or new Bylaws may be adopted, by the Board of Directors or the Members of the Corporation at any regular or special meeting. It shall not be necessary to set forth such proposed amendment, repeal or new Bylaws, or a summary thereof, in any notice of such meeting, whether regular or special.

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