

BYLAWS OF THE
WINDMORE FOUNDATION FOR THE ARTS, INC.

ARTICLE I
OFFICE AND REGISTERED AGENT

The name of the Corporation is: Windmore Foundation for the Arts, Inc.

The Corporation shall have and continuously maintain an office and registered agent in the Commonwealth of Virginia, as required by the State's Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

The Corporation shall have a seal or trademark, as submitted and registered with the State Corporation Commission of Virginia on June 1, 1990, having a windswept "W" pattern introducing the name of the Corporation. The Corporation reserves all rights to exclusive use and modifications to seal or trademark as provided in the Certificate of Registration.

The Corporation may, at its pleasure, by a vote of two-thirds of the membership body, change its name.

ARTICLE II
PURPOSE AND POWERS

Section 1. Purpose. The purpose for which the Corporation is organized is to function as a regional fine arts organization dedicated to making the arts, visual and performing, accessible to all Virginians living within the geographic area of responsibility of the organization.

- a. Mission: To promote the visual, literary, and performing arts through awareness, participation, and education.
- b. Structure: The Corporation shall be organized as described in the Articles of Incorporation for such charitable, religious, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.
- c. Core Programs: The Corporation shall provide children's programs, workshops and educational programs, scholarships, and performing, visual, and literary arts programs and cultural events.

Section 2. Powers. In furtherance of the purpose described above, the Corporation shall have the following powers and authorities:

- a. Activities: The Corporation will engage in artistic and cultural activities, sponsor artistic and cultural events, and promote the artistic merit of the membership.

- b. Outreach: The Corporation will engage the citizens, civic, and community leaders to foster greater understanding, appreciation, participation, and patronage of the arts.
- c. Diversity: The Corporation shall promote an artistic environment that supports increased participation of and presentation to underrepresented populations as the demographics of the geographic area continue to evolve.
- d. Necessary Acts: The Corporation shall perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out any of the purposes of the Corporation as set forth in the Articles of Incorporation, including the exercise of all other power and authority enjoyed by the corporations generally by virtue of the provisions of the Virginia Non-Profit Corporation Code (within and subject to the limitations of Section 501 (c)(3) of the Internal Revenue Code).
- e. Business Interests: The Corporation may engage in any lawful business or activity related thereto.
- f. Engage in any activity or act for which corporations may be organized under the laws of the Commonwealth of Virginia.
- g. Buy and sell property for the use and benefit of the Corporation and the purposes stated in these Articles of Incorporation.

**ARTICLE III
MEMBERSHIP**

Section 1. General Membership. The general membership of the Corporation is open to any individual or entity interested in its purpose that pays an annual membership fee, if any, the Directors of the Corporation establish pursuant to its duly adopted bylaws. The following categories are available: :

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|-----------------|---------------|
| a. Individual | e. Sponsor |
| b. Family | f. Benefactor |
| c. Contributing | g. Champion |
| d. Patron | h. Lifetime |

Section 2. Voting Rights. Only members specified in Section 1 (above) in good standing shall have the right to vote at the annual meeting of the members on those items specified in Section 3 (below), as well as to vote on such other issues as the Board may choose to bring before the members. Other classes of members may attend meetings, but may not vote.

Section 3. Membership Meetings.

- a. Annual Meeting: There shall be an annual meeting of the members upon such date, time and place as the Board shall determine. During the annual meeting, voting members shall have the right to vote on the following matters only: election of the Board of Directors, approval of the annual budget proposed by the Board, approval of any amendments to the Bylaws that may be proposed by the Board, and any proposed changes to the Articles of Incorporation. Voting on all other matters is expressly reserved for the Board of Directors.
- b. Special Meetings: A special meeting of the members may be called by the Chair of the Board or upon the request of 10% percent of the voting members. Members shall receive not less than 14 days prior written notice of special meetings. Notice shall be given in the manner specified in Section 2 of Article VII of these bylaws, and the notice shall state the purposes of the special meeting.

Section 4. Quorum and Voting. Each voting member shall have one vote at any meeting of the members. A quorum shall consist of 50% of the total voting members present either in person or by proxy. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Section 5. Removal. Any member may be removed from membership by a two-thirds vote of the membership or by a two-thirds vote of the Board of Directors. Examples of grounds for removal may include: failure to pay membership dues; a Board member's failure to attend three consecutive meetings; or violation of the conflict-of-interest policy.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Board of Directors. The Directors of the Corporation, hereafter referred to as the Board of Directors or the Board, shall be elected by the general members at its annual meeting.

Section 2. Numbers and Qualifications. The number of Directors, which shall not be less than *nine (9)* nor more than *twelve (12)* shall be fixed from time to time by the Directors then serving in office, except that a Director's term may not be shortened by a reduction in the size of the Board. Ex officio Directors shall not be counted in the number of Directors serving in office.

Section 3. Powers. There shall be a Board of Directors which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws. The Board of Directors has the general power to (1) control and manage the affairs, funds and property of the Corporation: (2) disburse the Corporation's monies and dispose of its property in fulfillment of its corporate purpose, provided, however, that the fundamental purposes of the Corporation, as expressed in its Articles of Incorporation, shall not thereby be amended or changed, and provided further, that the Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual.

Section 4. Responsibilities. The Board of Directors has the following fundamental responsibilities:

- a. Policy: The Board of Directors has the responsibility to set policy and see that the organization operates in furtherance thereof.
- b. Financial: The Board of Directors has the responsibility for approving the financial statements and fiscal reports. The Board shall ensure compliance with best practice accounting procedures per IRS rules for non-profit organizations. The Board will maintain internal controls between the President, Executive Director and Treasurer to ensure proper and appropriate intake of revenue from membership fees, donations, performance profits, and any other ethical sources, and will allocate funds in a fiscally sound manner.
- c. Fundraising: The Board has the responsibility to raise the necessary funds needed to carry out the organization's purpose and mission.
- d. Employees: The Board of Directors has authority to hire employees, answerable to the Board, as it deems necessary to effectuate its policies and purposes as stated herein.
- e. Committees: The Board of Directors may delegate authority to committees or individual Directors as it deems necessary for the carrying out of the purposes and business of the Corporation.

Section 5. Election and Term of Office. The members of the Board of Directors shall normally be elected at the annual membership meeting in June by a majority vote of the members present. Terms will begin in July of that same year. Candidates for Board membership may be nominated by any member in good standing. Directors shall be elected to office for a term of three (3) years, or until their successors are duly elected and qualified, except in the case of their earlier death, resignation, or removal from office. A Director may be elected to a second consecutive three-year term. A Director may be reelected to the Board after a lapse of one year following completion of the two consecutive full three-year terms in office. The elected Directors shall be divided into three classes to provide for the election of one-third of the elected Directors at each annual meeting of the Board. Three absences in a row by a Board member will be cause for review of that member by the Board at the next regular meeting.

Section 6. Resignation. Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 7. Removal. Any Director may be removed from such office, with or without cause, by a two-thirds vote of the voting members at any regular or special meeting of the members or by a two-thirds vote all Directors then serving in office.

Section 8. Vacancies. Vacancies shall be filled by a majority vote of all Directors then serving in office at any regular meeting of the Board or at a special meeting of the Board called for that purpose. Persons shall be nominated for Directorship by any member and the list of any such nominees shall be included with the notice of the meeting at which election is proposed.

Section 9. Regular Meetings. The frequency and dates of regular meetings of the Board of Directors shall be fixed by the Board of Directors, normally at its annual meeting. The Board of Directors shall hold at least *nine (9)* regular meetings each year.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President or Vice President of the Board or shall be called at the request of any three voting Directors of the Board.

Section 11. Place of Meetings. Meetings of the Board may be held at the principle offices of the Corporation or at any other place within the Commonwealth of Virginia.

Section 12. Attendance. Meetings of the Board of Directors are open to attendance by the membership. Requests to participate in deliberations of the Board or to make oral or written statements are at the discretion of the President of the Board or his designated representative. Members and guests will often be invited for a specific purpose pertaining to their expertise.

Section 13. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall normally be announced at the prior meeting of the Board. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 14. Quorum. Unless provided for differently elsewhere in these Bylaws, a majority of the Directors then serving in office shall constitute a quorum for the transaction of business at any meetings of the Board of Directors.

Section 15. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 16. Parliamentary Authority and Proxies. Robert's Rules of Order, current edition, may be invoked by the Board Chair or a majority vote of the Directors present at any meeting of the board. Every voting Director present shall be entitled to one vote.

Section 17. Email Voting: In the event that the President and the Executive Director determine that action by the Directors is required prior to a regularly scheduled meeting of the Directors, each Director will be sent an electronic message in the form of a motion. Each Director will respond by email with his/her vote on the motion. The majority of the votes shall be the act of the Directors.

Section 18. Conflicts of Interest. The Corporation shall follow the following conflict-of-interest policy:

- a. Policy: In the event that any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.
- b. Procedure: No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any Director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.
- c. Board Statements: Directors shall sign a statement agreeing to adhere to and abide by the conflict-of-interest policy and procedure as provided in Sections 18.a. and 18.b. above.

ARTICLE V EMPLOYEES

The Board of Directors has authority to hire employees, answerable to the Board, as it deems necessary to effectuate its policies and purposes as stated herein.

The Corporation will normally employ an Executive Director to function as the key interface between the artists, program coordinators, Board of Directors, community officials, civic leaders, and cultural and media representatives. The Executive Director shall be appointed and employed by the Board of Directors. The Executive Director reports to and is the only employee directly supervised by the Board of Directors. The Executive Committee shall conduct an annual performance review with the Executive Director. The Executive Director is directed and empowered to perform all functions and make all decisions necessary to implement the policies of the Board.

The Executive Director is responsible for guiding the activities of all other employees of the Corporation and shall have the power, subject to approval by the Board of Directors and established personnel policies, to appoint and dismiss employees. The Executive Director shall conduct an annual performance review with each employee of the corporation.

ARTICLE VI OFFICERS

Section 1. Officers. The principle officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. The President, Vice President, Treasurer, and Secretary shall be elected from among the Directors then serving in office. The Board of Directors at any meeting may, by resolution, elect or appoint additional officers or engage agents and employees and determine their terms of office and compensation, if any, as it may deem advisable.

Section 2. Election and Term of Officers. The officers of the Corporation shall be elected by the voting members at the annual meeting of the members. A Committee designated by the Board shall prepare a list of nominations for officer positions and such list shall be provided to each member in good standing, or Director then serving for interim election of officers, along with the notice of said meeting. An officer shall be elected to serve a one-year term following election or until the next annual meeting of the board following election or until his or her successor shall have been elected, except in the case of death, resignation or removal as provided for in these Bylaws. No Director may serve in one office for more than three consecutive one-year terms.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, then immediately.

Section 4. Removal. Any officer may be removed from such office, with or without cause, by a two-thirds vote of the voting members at any regular or special meeting of the members or by a two-thirds vote all Directors then serving in office.

Section 5. Vacancies. Vacancies among the officers, however arising, shall be filled by a majority vote of Directors present at any regular or special meeting of the Board at which there is a quorum present. The list of nominations for officer positions shall be included with the notice of the meeting at which election is proposed.

Section 6. President: The President shall preside at all meetings of the Board and generally do and perform all acts incident to the office. Unless otherwise provided for in these Bylaws, the President shall be an ex-officio voting member of each Board committee. The President shall have charge of a copy of Articles of Incorporation, Bylaws, and letter of 501(c)(3).

Section 7. Vice President. In the absence (or inability to act) of the President, the Vice President shall exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President and shall have such other powers and perform such other duties as may from time to time be designated by the President or by the Board.

Section 8. Treasurer. The Treasurer shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all the funds of the Corporation and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities, and transactions to the Corporation. He or she shall deposit, or cause to be deposited, all monies and other valuable effects of the Corporation in the name of and to the

credit of the corporation in such banks, trust companies, or other depositories as may be designated from time to time by the Board. He or she shall disburse, or cause to be disbursed, the funds of the Corporation based upon proper vouchers for such disbursement. The Treasurer shall present a monthly financial report to the board. In general, he or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the President or the Board.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and Executive Committee, see that minutes of these meetings are distributed promptly to all members of the Board, see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep Corporate records, and in general perform all the duties of the Office of Secretary and such other duties as may from time to time be assigned to him or her by the President or by the Board.

Section 10. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors.

Section 11. Signatures. All checks of \$1000.00 or less may be signed by the Treasurer of the Corporation. Checks over \$1000.00 shall require any two of the following signatures: President, Vice President, Treasurer, or a designated Board member. All contracts under \$2,000.00 may be signed by the Executive Director. All other contracts must be approved by the Board and shall require signatures from any two of the following: President, Vice President, Secretary, or Treasurer. Electronic payments will be approved by a detailed bank reconciliation review monthly by the Treasurer and a designated Board member or the Executive Director.

Section 12. Compensation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

ARTICLE VII COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 2. Executive Committee. Between meetings of the Board of Directors, the day-to-day affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the President, Vice President, Treasurer, and Secretary. Section 3. Other Committees and Task Forces. The Board of Directors may create and appoint members to such

other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4. Membership. Each standing committee shall consist of at least three members, at least one of whom shall be a member of the Board. Unless otherwise provided for by the Executive Committee in these Bylaws or by the laws of the Commonwealth of Virginia, each committee shall choose its own slate of officers including the Chairman.

Section 5. Committee Meetings. Unless otherwise provided for in these Bylaws, a majority of the members then serving on a Committee constitutes a quorum for the meeting of the Committee and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the Committee. Each Committee shall determine and schedule the number of regular meetings it will hold each year.

Section 6. Term of Office. Each member of a committee shall serve for one year until the next annual meeting and until a successor is appointed, unless the committee is sooner dissolved. Terms may be renewed on an ongoing basis.

Section 7. Vacancies. Vacancies in the membership of committees may be filled by the Chair of the Committee.

ARTICLE VIII INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE IX
FISCAL YEAR

The Fiscal year of the Corporation shall be July 1 to June 30.

ARTICLE X
BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds majority of the voting members present at any regular or special meeting of the members. The notice of the meeting shall set forth a summary of the proposed amendments.