BYLAWS OF THE ISLE OF WIGHT ARTS LEAGUE

Revised and Adopted December 7, 2009

ARTICLE I: NAME

The name of this organization shall be the Isle of Wight Arts League, hereafter referred to as the "League". It encompasses the members of the Isle of Wight Art League and extends to programs sponsored by the League such as the Arts Center @ 319, the Summer Concert Series, Smithfield Music and other initiatives or programs as duly authorized by the League's Board of Directors.

ARTICLE II: PURPOSE

The League is a non-profit organization operating under section 501(c)(3)of the IRS Code. It is dedicated to the development and recognition of the arts as an important, multi-cultural contributor to the well-being and growth of the community.

This shall be accomplished by:

- Encouraging recognition of the arts;
- Supporting professional education;
- Giving demonstrations;
- Holding workshops;
- Providing a showcase for local, regional, and national artists;
- Engaging in public service activities;
- Teaching fine art techniques;
- Doing all things which a League of like character is or may be authorized or permitted to do by the laws of the United States or the Commonwealth of Virginia, provided such things are in accord with the general educational, artistic, and charitable purposes of the League.

ARTICLE III: MEMBERSHIP

Individual and business memberships are available at such levels as the Board of Directors may decide. Benefits include, but are not limited to:

- The opportunity to consign works of art in the Arts Center gift shop,
- The opportunity to participate in the annual members art exhibit,
- The opportunity to lease a studio in the Arts Center,
- The availability of discounts on classes and gift shop items,
- Others as the Board may from time to time determine to offer.

Recognition of memberships will be afforded to those members who contribute above the basic membership level. The membership levels and dues structure shall be as determined by the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

A Board of Directors elected by the membership at its annual meeting and here after referred to as the "Board", shall manage the League's business affairs and property and shall transact such other business as may be necessary for the well-being of the League.

SECTION 1: SIZE

The Board shall consist of not less than seven or more than twenty Directors with any number at any time within these limits to be at the discretion of the Board.

SECTION 2: SERVICE

Directors shall hold office for a term of three years. The term in office shall begin immediately after their election and shall end in January of their third year. It is desirable that approximately one-third of the Board rotates off at one time. A Director is eligible for re-election to the Board immediately after the conclusion of his or her term of service.

SECTION 3: COMMITTEES

The Board shall appoint such committees as deemed appropriate, with rights, authorities, powers, and duties identified herein and as otherwise prescribed by the Board.

SECTION 4: COMPENSATION

No part of the net earnings of the League shall be used to benefit any Director, Officer, Agent, or employee of the League; except that a reasonable compensation may be paid for services and expenses as the Board may prescribe. Elected Directors shall serve without compensation except for reasonable expenses, which may be reimbursed as approved by the Board.

ARTICLE V: OFFICERS

To assist in the operation and business affairs of the League, the Board shall elect, appoint, or employ officers as prescribed herein. These officers shall include the President, Vice President, Secretary, Treasurer and such other officers that the Board may deem necessary. The immediate past President shall be an ex-officio member of the Board for one year following the end of his/her term.

SECTION 1: PRESIDENT

The President shall be chairman of the Board of Directors and responsible for the general management and supervision of all League affairs specifically delegated by the Board, including:

- Presiding over Board meetings;
- Being an ex-officio member of all committees, excluding the audit committee;
- Ensuring that all orders and resolution of the Board are carried into effect;
- Executing all deeds, contracts, agreements, transfers and such other instruments as may be designed by the Board;

- Generally performing and exercising all duties, functions, rights, powers and authorities usual by the law vested in such office;
- Making a timely report at each Board meeting, giving the overall progress on Board goals and objectives.

SECTION 2: VICE PRESIDENT

- In the absence, inability, or resignation of the President, the Vice President shall have all the powers, authorities, and duties of the President until the vacancy is filled.
- The Vice President shall also have, perform and exercise those rights, authorities, and duties specially delegated by the Board, including encouraging and supporting committee, program and initiative chairpersons, lead Directors and lead volunteers, and generally following up committee, program and initiative responsibilities during the year.

SECTION 3: SECRETARY

The secretary shall have, perform, and exercise those rights, authorities and duties specifically delegated by the Board, including:

- Giving proper notice of all Board meetings via telephone, email, and/or U.S. Postal Service;
- Recording and maintaining accurate, thorough and permanent records of all Board meetings and all actions taken at such meetings;
- Receiving, distributing and mailing all Board correspondence;
- Keeping accurate attendance records of Board meetings.

SECTION 4: TREASURER

Any or all of the rights, authorities, duties, and powers delegated to the Treasurer by the Board may be delegated to and vested in such other officers, Agents, or employees as the Board may prescribe. Unless otherwise authorized, the Treasurer shall have, perform and exercise those rights, authorities, and duties usually vested in such office, including:

- Collecting, receiving, holding and depositing all monies, securities, and other valuable effects in the name of the League in such depositories as may be designated by the Board;
- Having custody of all funds, securities and properties of the League;
- Keeping the League's financial books and recording accurate amounts of all receipts and disbursements;
- Handling, managing and disbursing the monies, securities and properties of the League as prescribed by the Board;
- Rendering at all annual and regular meetings an account of the financial condition of the League, including transactions since the last report;
- Being responsible for the timely filling out of all required forms with State and Federal agencies;
- Certifying the accuracy and completeness of League financial records;

- Applying the above listed responsibilities to all meetings and actions taken by the Board;
- Making all records available for review to an audit committee or outside audit as directed by the board.

SECTION 5: APPOINTED, EMPLOYED, AND OTHER ELECTED OFFICERS
Appointed, employed, and other elected officers of the League shall be appointed, employed, or elected for such terms and with such powers, authorities, and duties as specifically prescribed by the Board.

ARTICLE VI: MEETINGS

The Board shall hold meetings at such time and place as it may prescribe.

SECTION 1: ANNUAL
The Annual Meeting of the members of the League shall be held in January or at such other time as determined by the Board of Directors. Notice of this meeting shall be mailed to each member no less than ten days prior to the date fixed for the meeting. The election of a Board of Directors shall take place during this meeting.

SECTION 2: REGULAR
There shall be a regular monthly meeting of the Board and other such meetings as called by the President or by at least one-fourth of the Directors. A maximum of one (1) monthly meeting per annum may be waived at the direction of the President.

SECTION 3: SPECIAL
A Special meeting of the Board may be called by the President or by at least one-fourth of the Directors at any time.

SECTION 4: NOTIFICATION
At least five days notice of Board meeting time and location shall be given in person, telephone, email, or by U.S. mail (postmark) to all Directors and meeting attendees. Written notice, deposited in the U.S. mail and addressed as recorded in the League's files, or sent electronically via the League's or an officer's email account shall be deemed to be sufficient notice. However, any irregularity in the time, form or receipt of notice shall not invalidate any action taken by the Board, provided a quorum is present and voting at such meeting.

SECTION 5: ACTION WITHOUT MEETING
Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if the action is taken by all of the members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action taken, and

included in the minutes or filed with the League records reflecting the action taken. Evidence of written consent may be provided in the form of an email sent to the Secretary from the individual Director's personal email account.

ARTICLE VI: QUORUM

A simple majority but in no event less than five Directors in office shall constitute a quorum for the transaction of business. A simple majority of those Directors voting when a quorum is present shall authorize official business. Voting by proxy, absentee, or electronic (email) ballot is valid when deemed necessary by the President.

ARTICLE VII: ELECTIONS

The Board shall hold elections for officers immediately following its Annual Meeting, and other elections to fill vacancies at any Regular meeting.

SECTION 1: NOMINATING COMMITTEE FOR BOARD OF DIRECTORS

Prior to the annual membership meeting, the Board of Directors shall appoint a nominating committee which shall submit candidates' names for elections. The slate shall be presented for election at the annual meeting.

SECTION 2: NOMINATING COMMITTEE FOR OFFICERS OF THE BOARD OF DIRECTORS

With the approval of the Board, the President shall appoint a nominating committee which shall submit candidate names for election in January. The slate shall be mailed or delivered with the Board Meeting notice. Voting shall take place in January.

SECTION 3: VACANCIES

Vacancies on the Board may be filled for the unexpired term by a vote of the Directors at any Board meeting where a quorum is present.

ARTICLE VIII: RESIGNATIONS AND TERMINATIONS

The Board shall accept resignations and issue terminations as prescribed herein.

SECTION 1: RESIGNATIONS

Resignation as Director, Officer or other official capacity shall become effective upon written notice to the President or Secretary.

SECTION 2: TERMINATIONS

The Board shall have the authority by vote of two-thirds of Board members present at a regular meeting to issue terminations to any Director, Officer, Agent, employee or committee member for cause, including:

- Any director being absent from any three consecutive Regular Board Meetings, or
- Absent for a total of five meetings per year, unless a legitimate excuse is presented to the President and deemed satisfactory by the Board.

ARTICLE IX: AUDITS

The books and records of the League shall be audited at least on an annual basis by the Audit Committee. The Treasurer shall submit an annual financial statement of the League's transactions in a format prescribed by the Board. The Board, at its discretion, may call for an external audit by a Certified Public Accountant.

SECTION 1: AUDIT COMMITTEE

The Audit Committee is appointed by the Board to conduct an annual audit of the League's finances to assess the financial condition of the League and to ensure that proper internal controls exist. In addition, an audit should ensure that the financial assets of the League are in proper safe-keeping.

ARTICLE X: PARLIAMENTARY PROCEDURE

Unless specified otherwise by these Bylaws or the Board, the current edition of "Roberts' Rules of Order" shall govern meeting procedures of the Board and affiliated committees.

ARTICLE XI: AUTHORIZED ACTIVITIES

The Board shall authorize, conduct, and carry on only those activities allowed for organizations exempt from Federal Income Tax pursuant to Section 501(c)(3) of the Internal Revenue Code. Furthermore, the Board shall not, as a substantial part of its activities, attempt to influence legislation nor participate or intervene to any extent in any campaign for or against any candidate for political office.

ARTICLE XII: INDEMNIFICATION

The League shall have the power to indemnify its Directors, Officers, Appointees and employees as permitted by the Code of Virginia.

ARTICLE XIII: POLICIES

SECTION 1: STATEMENT OF VALUES AND CODE OF ETHICS

The League is a non-profit entity dedicated to the development and recognition of the arts as an important, multi-cultural contributor to the well-being and growth of the Isle of Wight County community. Its programs and initiatives are governed by Bylaws ratified by a Board of Directors elected by the League membership. The Directors, staff and volunteers of the League are expected to act with honesty, integrity and openness in all dealings with its members, benefactors, outside entities and general public. League programs and initiatives are conducted in a

manner that reflects fairness, respect, integrity and a commitment to promoting inclusiveness and diversity in its Directors, staff, volunteers and constituents served. League business is transacted with transparency and financial accountability.

SECTION 2: CONFLICTS OF INTEREST
No Director, staff or volunteer of the League shall derive any personal profit or financial gain by reason of his or her position in the League beyond that accruing to any member of the League (e.g., as a consigning artist in the Arts Center gift shop). Individuals shall identify to the Board any outside affiliation or relationship that may directly or indirectly benefit him or her financially in connection with League programs or initiatives and shall not participate in any deliberation or decision which may directly or indirectly benefit the individual or affiliated organization.

SECTION 3: FISCAL YEAR
The fiscal year of the League shall end on December 31 and shall consist of such accounting periods as may be fixed from time-to-time by the Board.

SECTION 4: STRATEGIC PLAN AND ANNUAL BUDGET
The League's programs and initiatives shall be defined, delivered and managed as specified in a multi-year strategic plan reviewed and ratified annually by the Board. Each program or initiative shall have a Director designated by the Board as the Lead Director for that program who shall present an annual budget for approval by the Board no later than December. A budget that consolidates all individual program budgets shall be the League's annual budget and shall be ratified by the Board in January.

SECTION 5: LEAGUE BANK ACCOUNTS
Such persons shall sign checks, notes, drafts and other orders for the payment of money as the Board from time-to-time may authorize. Unless otherwise specified by the Board, separate bank accounts shall be maintained for each program or major initiative of the League. The Treasurer is authorized to transfer funds between accounts for cash management purposes but all such inter-account transfers shall be balanced by the end of the fiscal year.

SECTION 6: FUNDRAISING
All fundraising efforts undertaken by the League shall solely and directly benefit the League and its programs and initiatives and the purpose of the fundraising and the intended use of funds shall be clearly communicated to donors. Fundraising activities shall be conducted with the highest ethical standards and in conformance with Federal and Commonwealth of Virginia laws and regulations. Funds raised and associated expenses will be accounted for in League general ledger accounts specified exclusively for such purposes.

SECTION 7: INTERNAL CONTROL PROCEDURES
The receipt and disbursements of League funds shall be subject to the oversight of two Directors in addition to the Treasurer. Payment of invoices by the Treasurer shall be authorized by at least one Director. All bank deposits shall be prepared and deposited with an authorized banking institution by a Director other than the Treasurer. Monthly bank reconciliations shall be performed for all bank accounts by the Treasurer and reviewed annually by the Audit Committee formed under Article IX.

SECTION 8: REAL AND PERSONAL PROPERTY
All real and personal property shall be owned in the name of the League and such property or interest therein (including easements) shall not be placed under contract, purchased, sold, conveyed, encumbered, accepted or leased by the League, a Director or any individual associated with or previously associated with the League until written approval is first given by the Board through a majority vote.

SECTION 9: SECURITY OF MEMBER AND PATRON INFORMATION; USE OF ARTS CENTER PERSONAL COMPUTERS
The content of the membership database is for the exclusive use of the League and artifacts such as mailing lists and email distribution lists shall not be shared. Credit card numbers and bank check images shall not be permanently recorded and any credit card number provided by a member, donor or customer shall be promptly shredded or made illegible. The personal computers located in the Arts Center @ 319 are for League business only and no personal files or personally-owned or licensed software products shall be installed on League PCs. The use of Arts League email accounts shall be for League business only.

SECTION 10: REPORTING SUSPECTED MISCONDUCT OR MALFEASANCE

Any Director, staff, volunteer, member or individual with dealings with the League who reasonably believes any Bylaw, practice or activity of the League is in violation of the law should file a written complaint with the President or any other Director. It is the intent of the League to adhere to all laws and regulations that apply to it and it is the objective of this policy to support the League's goal of full and complete compliance. The League will not retaliate against and protect the confidentiality of a Director, staff, volunteer or any individual, entity or organization with which the League has a business relationship, who in good faith has made a protest or raised a complaint against a practice of the League,.

SECTION 11: ORIENTATION AND TRAINING OF DIRECTORS, STAFF AND VOLUNTEERS
New Directors, staff and volunteers shall be made aware of the provisions of the League Bylaws, in particular Sections addressing its statement of values and code of ethics, conflicts of interest, fundraising, internal control procedures, security of

member and patron information, and reporting of suspected misconduct or malfeasance. The President or designated Board Director shall orient new Board Directors, staff and volunteers and the completion of such orientation shall be recorded and reported at the subsequent Board meeting.

SECTION 12: POSITION DESCRIPTIONS AND RESPONSIBILITIES
The roles and responsibilities of League staff and volunteers shall be defined in appropriate documentation that is provided to the staff and volunteers. Any newly created or substantially modified staff or volunteer position description shall be subject to review and approval by the Board and such newly approved position descriptions shall be filed with the Minutes of the Board Meeting at which they are approved.

SECTION 13: DIRECTOR OF THE ARTS CENTER @ 319
The Board, acting through the President and Vice President, shall cause to be employed a Director of the Arts Center @ 319. Such Director shall manage the operation of the Center and supervise staff and volunteers as directed by the President. No responsibility or authority assigned to an Officer or Director of the League shall be delegated to the Director without specific approval by the Board. The Director of the Arts Center @ 319 shall be an ex-officio and non-voting member of the Board of Directors.

SECTION 14: AMENDMENT OF BYLAWS
The Board by a majority vote of the full Board shall have the power to make, alter, amend or repeal the Bylaws at any regular or special meeting of the Board.

ARTICLE XIV: DISSOLUTION

In the event of dissolution, liquidation or termination of the League by any means whatsoever, and after appropriate provisions have been made for all outstanding obligations of the League, if any assets remain, they shall be distributed exclusively for charitable purposes to an organization or organizations qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XV: CURRENT VERSION OF THE BYLAWS

This version of the Bylaws of the Isle of Wight Arts League, dated December 7, 2009 and identified as “Revision: December 2009”, was adopted by the Board at its Regular Meeting on that date and it supersedes all prior versions of the Bylaws.