

BYLAWS
OF
TIDEWATER ART ALLIANCE

July 8th 2005

ARTICLE I

Purposes and Activities

Section 1.1. Lawful Purposes and Activities. The affairs and activities of Tidewater Art Alliance (the “Corporation”) shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws and in conformity with all applicable provisions of the Internal Revenue Code of the United States affecting non-profit organizations qualified under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

Members

Section 2.1. Members. Membership in the Corporation shall be open to any person, corporation, municipality or other organization paying such dues as may be required by, and meeting such qualifications as may be established by, the Board of Directors.

The Corporation is to have the following classes of Members:

- Student (any person who is enrolled full time in a school)
- Individual
- Family
- Patron (any person wishing to contribute \$100 or more to the Corporation for the encouragement of visual arts and the purposes of the Corporation)
- Honorary

Each Member shall pay such dues as may from time to time be set by the Board of Directors in accordance with the Bylaws. Each Member shall have full voting rights, except for Honorary Members who shall not have any voting rights. The annual meeting of the Members shall take place on the second Sunday of May of each year for the election of the Officers of the Corporation by the Members.

ARTICLE III

Directors

Section 3.1. Number. The business and affairs of the Corporation shall be managed by a Board of not less than three (3) nor more than twelve (12) directors.

Section 3.2. Election and Removal.

a. The initial directors shall serve until the first annual meeting of the Members. At and after the first annual meeting of the Members, the Members shall elect the Officers of the Corporation. The directors shall be appointed by the Officers. Each director will serve for a term of one (1) year and until his or her successor is elected.

b. Directors shall be eligible for reelection upon the expiration of their respective terms.

c. Directors shall be appointed from time to time by a majority vote of the Officers.

d. Any director may resign at any time, or may be removed from office with or without cause by vote of a majority of the entire Board.

Section 3.3. Meetings, Notice, Quorum, Presumption of Assent.

a. The Board of Directors shall hold a regular meeting annually on the second Thursday of September at the registered office of the corporation, or at such other time and place as the President or, in his absence, the Secretary may designate. Special meetings of the Board of Directors may be held at any time or place and may be called by the President, or by any three (3) directors, or may be held, without notice, with the unanimous written consent of all of the directors or by the presence of all of the directors at such meeting.

b. Notice of every meeting of the Board of Directors, stating the time and place thereof, shall, as to such directors as do not waive notice, be given by mail, e-mail, or telephone, by the Secretary or

his designee to each member of the Board at his or her last known address, or shall be given in person, not less than two (2) days before such meeting.

c. The quorum at any meeting of the directors shall consist of a majority of the entire membership of the Board. A majority of those present at a meeting at which a quorum exists shall decide any question that may come before the meeting, unless otherwise prescribed by law, the Articles of Incorporation or these Bylaws. Each director shall be entitled to one (1) vote on all matters.

d. A director of the Corporation who is present at a meeting of the Board of Directors when any action is taken is deemed to have assented to the action taken unless he votes against or abstains from the action taken, or he has objected at the beginning of the meeting, or promptly upon his arrival, to the holding of the meeting or transacting specified business at the meeting. Any such dissenting votes, abstentions, or objections shall be entered in the minutes of the meeting.

ARTICLE IV

Officers

Section 4.1. **Officers.** The officers of the Corporation shall consist of a President, Secretary and a Treasurer, all of whom shall be nominated and elected by the Members at their annual meeting for a term of one (1) year. In addition, the Corporation may have such other officers, including one or more Vice-Presidents, as may be nominated and elected from time to time by the Members.

Section 4.2. **Removal.** Any officer or agent may be removed, with or without cause, at any time whenever the Board of Directors in its absolute discretion shall consider that the best interests of the Corporation will be served thereby. Vacancies in office may be filled by the directors at any regular or special meeting.

Section 4.3. **President.** The President shall preside at all board meetings, shall make reports to the Board of Directors, shall have general supervision of the business and affairs of the Corporation, and shall possess such powers and perform such duties as are incident to the office, subject to the direction of the Board of Directors.

Section 4.4. **Secretary.** The Secretary shall serve as secretary of the Board of Directors. The Secretary shall keep the minutes of all meetings of the Board of Directors; attend to serving and giving all notices of the Corporation; have charge of the corporate seal, the membership certificate records, and such other books, records, and papers as the Board of Directors may direct; and perform such other duties as may be incident to the office or as may be prescribed by the President. If Assistant Secretaries are appointed, each such officer shall be authorized to perform the functions of the Secretary upon the request or absence of the Secretary.

Section 4.5. **Treasurer.** The Treasurer shall keep or cause to be kept full and accurate

accounts of all receipts and disbursements in books belonging to the Corporation; shall have the care and custody of all funds and securities of the Corporation; shall disburse the funds of the Corporation as may be ordered by the Board of Directors or the President; and shall perform such other duties as may be incident to the office or as may be prescribed by the President.

Section 4.6. Other Officers. Other officers of the Corporation elected in accordance with these Bylaws shall have such authority and duties as may be prescribed by the Board of Directors or as may generally pertain to their respective offices.

Section 4.7. Execution of Instruments. Checks, notes, drafts, other commercial instruments, assignments, guarantees of signatures, and contracts (except as otherwise provided herein or by law) shall be executed by the President or any such officer(s) or employee(s) or agent(s) as the Board of Directors or any of such designated officers may direct.

ARTICLE V

Committees

Section 5.1. Committees. The directors of the Corporation may establish such standing or special committees as the directors may deem necessary and appropriate for the conduct of the affairs of the Corporation. Each such committee shall contain two or more committee members who shall be appointed by the directors for such terms and purposes as the directors shall determine.

ARTICLE VI

Employees Other Than Officers

Section 6.1. Employees. Subject to the authority of the Board of Directors, the President or any other officer authorized by the President may employ such agents and employees, other than officers, as such officer may deem advisable for the prompt and orderly transaction of the Corporation's business. Any officer so doing may define the duties of such agents and employees, fix their compensation, and dismiss them. Such officer is authorized, on behalf of the Corporation, to execute any agency, employment, or other such agreements that may be necessary and proper to effect the employment of such agent or employee.

ARTICLE VII

Finances

Section 7.1. Depositories. The monies of the Corporation shall be deposited in such banks or trust companies as the directors shall designate, and all payments, so far as practicable, shall be made by checks. Checks and drafts may be signed in the name of the Corporation by any officer or employee who may be designated by resolution of the directors. All notes, bonds and other instruments creating or evidencing an obligation for the payment of monies shall be signed in the name of the Corporation as the directors shall provide. Securities of the Corporation may be registered in the name of the Corporation, in the name of a nominee, or may be in bearer form. Securities may be placed in the custody of such banks or trust companies as the directors may direct, and responsibility for the investment of funds may be delegated to such entities as the directors may determine.

ARTICLE VIII

Waiver of Notice

Section 8.1. Waiver. Unless otherwise provided by law, whenever any notice is required to be given under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

Seal

Section 9.1. Seal. The seal of the Corporation shall be in such form as may be approved from time to time by the Board of Directors and the seal, or a facsimile thereof, may be imprinted or affixed by any process or in any manner reproduced. The Secretary or Treasurer and any other officer authorized by resolution of the Board of Directors shall be empowered to affix and attest the corporate seal on all documents.

ARTICLE X

Fiscal Year

Section 10.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of each year.

ARTICLE XI

Amendment

Section 11.1 Amendments. These Bylaws may be amended, repealed, or altered in whole

or in part by action of the directors at any regular or special meeting at which a quorum is present and where such action has been announced in the notice of such meeting, or such announcement and notice is waived, upon the vote of not less than a majority of all the directors of the Corporation.

I. Amendment to Bylaws

Adopted from August 21, 2007 (annual board member meeting)

Section 2.1. **MEMBERS**

With the agreement of membership the board approved to a change of the annual general membership meeting and the election of officers from June to the second Sunday in January effective immediately.