

**BYLAWS
OF THE
ARTS RESOURCE FOUNDATION
DOING BUSINESS AS (dba)
DEL RAY ARTISANS**

Article I. NAME

The name of the Corporation was established in 1992 in the duly executed ARTICLES OF INCORPORATION as the ARTS RESOURCE FOUNDATION (ARF). ARF was intended to act as an umbrella foundation which would support multiple art organizations. To date the DEL RAY ARTISANS (CENTER) has been the only active organization to develop within ARF. In 1997, an official filing was made with the State Corporation Commission to adopt DEL RAY ARTISANS as the “name under which business is conducted or transacted.” The name of the Corporation therefore is officially the ARTS RESOURCE FOUNDATION doing business as (dba) DEL RAY ARTISANS, hereinafter “DRA”.

Article II. PURPOSES

The purposes for which DRA is organized are (i) to support new and emerging artists and artisans, (ii) to develop and foster community based arts activities, events and organizations, (iii) to develop and promote the arts as a resource for community outreach and (iv) to make more available and accessible to the general public the full range of creative expression and artistic endeavors in the visual, performing and applied arts.

Article III. MEMBERSHIP

Section 3.01 Members

Members of DRA may be individuals, households or corporations which support the purposes of DRA.

Section 3.02 Classes and Types

DRA shall have two (2) classes of members, each of which may become members by submitting, to the Corporation, a completed membership application and the appropriate dues for the desired class and type of membership. Each membership in Good Standing shall have voting privileges, may cast one vote at the Annual Meeting and shall be eligible to stand for any elected position within DRA.

Classes:

- (A) Any individual or household member willing to contribute volunteer efforts, at levels to be set and adjusted by the Board of Directors from time to time, shall enjoy all rights and benefits of membership.
- (B) Any individual or corporate entity joining as a supporting member, with no volunteer requirements, shall enjoy all rights and benefits of membership, but shall incur additional fees for some benefits, such fees and benefits to be set and adjusted by the Board of Directors from time to time.

Types of memberships, such as individual, household, senior or other, shall be set and adjusted by the Board of Directors from time to time.

Section 3.03 Fees

The Board of Directors of DRA shall set the annual dues payable by members, at various levels, depending on membership class and type.

Section 3.04 Standing

A member shall be in Good Standing if membership dues payments are current. Only members in Good Standing shall count towards establishing a quorum and shall be entitled to a vote and all other benefits of membership.

Article IV. MEETINGS

Section 4.01 Annual Meeting, Place, Date, Time

The Annual Meeting DRA shall be held at a place, date and time as determined by the Board of Directors. The purposes of the meeting shall be: for the President of DRA to report to the members the state of the Corporation, to elect Officers and Directors of the Corporation and to conduct other business as may be brought before the membership.

Section 4.02 Annual Meeting, Notice

Written notice of the Annual Meeting stating place, date, time and describing matters to come before the membership shall be given to each voting member not more than sixty (60) days and not less than twenty (20) days prior to the date of the meeting. Notice of these particulars shall also be posted to the DRA's web site.

Section 4.03 Regular Meetings, Places, Dates, Times, Notice

Regular Meetings shall be held at such places, dates and times as the Board of Directors determines. No fewer than 6 Regular Meetings of the Board, and no fewer than 3 Regular Meetings of the membership, one of which may be the Annual Meeting, shall be held each year. Reasonable notice of all meetings shall be given to all members, and all Regular Meetings are open.

Section 4.04 Specially Convened Meetings

Specially convened meetings may be called by the Board of Directors at any time, with notification as provided in other provisions of these bylaws as necessary. Specially convened meetings of the Board shall require notification of the Board by telephone. No meeting or vote shall take place telephonically, or by e-mail or facsimile, except in the case of an emergency of such nature and under such circumstances that a specially convened meeting cannot be arranged in person. In the case of any specially convened meeting of the Board, minutes shall be kept and presented at the next Regular Meeting of the Board.

Section 4.05 Quorums

At the Annual Meeting and at any Regular Meeting of the membership or specially convened meeting of the membership, 10% of members in Good Standing shall constitute a quorum and may take action on matters described in the meeting notice, and may vote on adjournment. In order to take action on matters not described in the meeting notice, a quorum of 20% shall be required.

At any Regular Meeting of the Board or specially convened meeting of the Board, 50% of the number of Board members in office immediately before the meeting begins shall constitute a quorum, and may take action on all matters. If a quorum shall not be present, those present shall be able to vote to adjourn the meeting, but shall not take any other official action. At specially convened meetings of the Board where

no official action is required, a quorum need not be present.

Section 4.06 Voting

At the Annual Meeting and at Regular Meetings of the membership and specially convened meetings of the membership, each member in Good Standing is entitled to one vote in person or by proxy on any matter brought before the membership at any meeting at which the appropriate quorum has been established. Unless specified otherwise in provisions of these bylaws, actions shall pass if they carry a simple majority of the votes cast. Voting for Officers and Directors shall also be accomplished by simple majority unless there are more than two (2) members running for a single position, at which time a plurality shall be required.

At Regular Meetings of the Board and specially convened meetings of the Board, each Board member is entitled to one vote in person or by proxy on any matter brought before the Board during a meeting at which a quorum has been established. Unless specified otherwise in provisions of these bylaws, actions shall pass if they carry a simple majority of the votes cast.

A member in Good Standing may appoint a proxy to vote or otherwise act for him/her/them by signing an Appointment of Proxy form, either personally or by their attorney in fact. The Appointment of Proxy form shall state the effective length of duration of the proxy, which cannot extend past the current expiration date of the member making the appointment, and the intent of the proxy. The proxy shall become effective upon receipt by the Secretary or other Officer or agent authorized to tabulate votes or otherwise take action on behalf of the member. Proxy forms shall not count towards establishing a quorum at any meeting. An appointment of proxy shall be valid as long as all provisions of these bylaws shall be met, and is revocable by the member.

Article V. OFFICERS AND DIRECTORS OF THE CORPORATION

Section 5.01 Powers

All corporate powers shall be exercised by or under the authority of, and the business and affairs of DRA managed under the direction of its Board of Directors, subject to any limitation set forth in the Articles of Incorporation, other provisions of these bylaws duly approved by the members, or agreements among the members which are otherwise lawful.

Section 5.02 Officers, Directors, Quantity, Designations, Qualifications

All Officers are Directors. The five (5) Officers of DRA shall be a President, Vice President, Secretary, Treasurer and Assistant Treasurer. The Board shall have additional Directors, thereby consisting of not more than twenty-one (21), as specified in the ARTICLES OF INCORPORATION. Directorships other than Officers shall be assigned specific categories of responsibilities as the Board of Directors shall from time to time designate. Officers and Directors must be at least 18 years of age. Officers and Directors must be members of DRA in Good Standing.

Section 5.03 Nominations, Elections, Terms of Office, Resignations, Removals, Vacancies

Each year the President shall appoint three (3) members to serve as a Nominating Committee. At the Regular Meeting of the Board just prior to the Annual Meeting, the Nominating Committee shall present a slate of Officers and Directors who have agreed to serve. The Officers and Directors of DRA shall be elected by the Members at the Annual Meeting by a majority or plurality vote of the attending Members as specified in Article IV of these by-laws. Term of office shall be one (1) year, which shall coincide with the fiscal year, and Officers and Directors may serve three (3) additional consecutive terms in the

office to which they were elected, unless approved for longer duration by the Board. Officers and Directors shall hold office until the end of their term or until their death, resignation or removal if such shall occur prior to the end of their term, or continue in their position until a successor has been duly elected and qualified. Any Officer or Director may resign at any time by giving written notice to the President or Secretary of DRA. Any such resignation shall take effect at the date of the receipt of such notice, or at a latter date if specified therein. Acceptance of such resignation shall not be needed for the resignation to take effect. Any Officer or Director may be removed by the Board of Directors for cause, malfeasance or lack of attendance whenever it is in the best interests of DRA. All Officers and Directors shall attend 75% of all Regular Meetings of the Board, unless granted excused absence by the President. Vote for removal shall occur by a written ballot, two-thirds majority of the Board of Directors. Upon meeting the voting requirements for removal from office the Officer or Director in question shall immediately relinquish any materials, books, files, records, photographs, computer files, equipment, keys, access codes or other such property that it may reasonably be assumed to be involved, owned or used by DRA. A vacancy in any office or directorship because of death, resignation, removal or disqualification or any other cause shall be filled by the Board of Directors and shall be for a term to last until the end of the fiscal year. A vacancy in the office of President shall result in the immediate succession to the presidency by the Vice President.

Section 5.04 Powers and Duties

The Board of Directors shall consist of all Officers and Directors duly elected, or filling their positions by provisions in Section 5.03 of these bylaws.

- (A) The President shall preside at all meetings of the membership and of the Board of Directors; and shall have such other powers and duties as designated in accordance with these bylaws and as from time to time may be assigned by the Board of Directors; these include but are not limited to general executive charge of the organization, management and control of the properties, business and operations of DRA. As prescribed by the Board of Directors on a case by case basis, the President shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of DRA.
- (B) In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, as the case may be, and when so acting shall have all of the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.
- (C) The Treasurer shall have responsibility for the charge and custody of all the funds and securities of DRA. He or she shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors.
- (D) The Assistant Treasurer shall act together with the Treasurer to exercise the powers and duties of the Treasurer.
- (E) The Secretary shall keep the minutes of the Annual Meeting and of all other meetings of the Board of Directors and of the membership, in books provided for that purpose; shall attend to the giving and serving of all notices; shall have charge of such books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to inspection by any Director upon request; and shall in general perform all duties incident to the office of Secretary,

subject to the control of the Board of Directors. In the absence of the Secretary at any meeting, the presiding Officer shall appoint any member present to keep the minutes of that meeting.

- (F) Each Director shall be assigned specific categories of responsibilities as the Board of Directors shall from time to time designate, and shall serve as the Committee Chair of their assigned categories.
- (G) In the absence of the President and the Vice President at any meeting at which the appropriate quorum has been established, one of the attending Officers shall be designated by consensus of the Board of Directors to preside over that meeting, until such time as the President or the Vice President shall arrive, or throughout the meeting if they shall not arrive.

Article VI. INDEMNIFICATION AND INSURANCE

Section 6.01 Indemnification

To the fullest extent permissible by the provisions of Virginia law, DRA shall indemnify each of its Officers, Directors, committee members and employees against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by such person by reason of such person's having been made or having been threatened to be made a party to a proceeding, as a result of their holding or having held such position and performing services in that position. DRA shall advance the expenses reasonably expected to be incurred by such person in defending any such proceeding upon receipt of a written undertaking by such person of the obligation to repay such advances if he or she is found to have been culpable to a degree which precludes his or her being reimbursed.

The indemnification provided herein shall also inure to the benefit of the heirs, executors and administrators of each of its current and former Officers, Directors, committee members and employees, and shall not be deemed exclusive of any other rights to which any Officer, Director, committee member or employee of DRA may be entitled otherwise under law.

Section 6.02 Insurance

DRA may purchase and maintain insurance on behalf of any Officer, Director, committee member or employee of the Corporation against any liability asserted against or incurred by the Officer, Director, committee member or employee in such capacity or arising out of the Officer's, Director's, committee member's or employee's status as such, whether or not DRA would have the power to indemnify the Officer, Director, committee member or employee against such liability under the provisions of Virginia law.

Article VII. FISCAL YEAR

The fiscal year of the Corporation shall be January 1 to December 31.

Article VIII. PARLIAMENTARY PROCEDURE

When not in conflict with these bylaws, Robert's Rules of Order, current revised edition, shall be the authority in parliamentary procedure.

Article IX. AMENDMENTS

Except as may otherwise be provided in the ARTICLES OF INCORPORATION, these bylaws may be amended, repealed or new bylaws adopted, by the Members of DRA at any Regular meeting of the membership or specially convened meeting of the membership. Written notice stating place, date, time and describing such proposed, amended, repealed or new bylaws shall be distributed to all Members not more than sixty (60) days and not less than twenty (20) days prior to the date of the meeting.

Any amendment, repeal, or new bylaws of DRA shall require a vote of two-thirds of the Members in Good Standing present at a Regular meeting of the membership or specially convened meeting of the membership at which the appropriate quorum is established.

Bylaws will be posted on the DRA website.

Article X. DISSOLUTION

Section 10.01 Dissolution

DRA may be dissolved by recommendation of the Board of Directors approved in writing by more than two-thirds of the regular Members in Good Standing.

Section 10.02 Distribution of Assets

In the event of dissolution in accordance with the provisions of these bylaws of the Arts Resource Foundation dba Del Ray Artisans, whether voluntary, involuntary, or by operation of law, the assets of DRA shall be distributed for the stated purposes of the Corporation after all debts shall have been satisfied, including the possible necessity of returning any portions of current fiscal year grant monies received. No member, Officer, Director or private individual shall be entitled to share in the disposition of DRA's assets. Except as otherwise may be provided in the ARTICLES OF INCORPORATION, any excess monies over and above those required to satisfy the debts, as described above and in Section 10.03, of DRA shall be donated to an arts organization, qualified under Section 501 (c)(3) of the IRS code, that the Board of Directors deems appropriate, nominates and by two-thirds vote of those Officers and Directors attending a specially convened meeting of the Board for this purpose, shall approve.

Section 10.03 Distribution of Endowment Funds

In the event of dissolution of the Arts Resource Foundation, dba Del Ray Artisans, the monies in the designated endowment fund(s) will be returned to the individuals, corporations, representatives, agents or their assigns in a percentage equal to their contribution to the endowment fund(s), along with any accrued income minus necessary expenses. It shall be the responsibility of the Treasurer to insure adequate records are maintained to allow the determination of the original donors and calculation of the appropriate percentages.

Article XI. MISCELLANEOUS

Section 11.01 Prohibitions of Loans

DRA shall not lend money to, or use its credit to assist, Officers, Directors or Members. Any Officer, Director or Member who assents to, or participates in, the making of any such loan shall be personally liable to DRA for the repayment of such loan and all costs, legal and otherwise reasonable and necessary to recover the funds, until such funds and other costs shall be recovered.

Section 11.02 Finances

The books or records of accounts of DRA shall be audited once each year. The President of the Board of Directors shall appoint an audit committee consisting of three individuals who may be Officers (other than the Treasurer or Assistant Treasurer), Directors or Members in Good Standing who have expressed an interest in performing this duty. The annual audit report shall be given to each Officer and Director, and included in the minutes of the meeting at which it is discussed.

Officers authorized to issue and sign checks and other financial instruments shall be the President, Treasurer and Assistant Treasurer and any other person authorized by the Board of the Directors of DRA. All checks and financial instruments exceeding \$1000.00 shall require the signature of the President or Board designated alternate, and the Treasurer or Assistant Treasurer.

Section 11.03 Corporate Records

There shall be kept at the principal place of business of DRA an original or duplicate record of the proceedings of the Officers and Directors and the original or duplicate copy of the bylaws including all amendments, certified by the Secretary of the Corporation. DRA also shall keep appropriate, complete and accurate books or records of accounts and meeting minutes.

Section 11.04 Principal Office

The principal office of record, which may or may not be the principal place of business, of DRA is located in Alexandria, Virginia. The Board of Directors shall have authority to change the principal office of the Corporation from one location to another within the Commonwealth of Virginia. Upon changing the location of the principal office, the Board of Directors shall re-file all Corporate Records, and any other forms documenting status under Section 501 (c)(3), that indicate the principal office.

Adopted this ____ day of _____, 2005

_____, Corporation Secretary

Printed Name

Signature