

Corporate Bylaws of Manassas Art Guild

**Manassas Art Guild
P.O. Box 3565
Manassas, VA 20108**

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Manassas Art Guild

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ARTICLE I. Corporation

SECTION 1.01. Corporate Name

The name of the Corporation shall be Manassas Art Guild. (Hereinafter "the Guild").

SECTION 1.02. Corporate Seal

The Board of Directors may provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Guild and the state of incorporation and the words "Corporate Seal."

SECTION 1.03. State of Incorporation and Registered Agent

The Guild is a Virginia Non-Profit Corporation (501(c)(3)) and is registered with the state of Virginia in accordance with Virginia Corporate Law.

SECTION 1.04. Corporate Offices

The principal office of the Guild shall be located in a location to be determined by the Board of Directors. The Guild may have such other office or offices, either within or without the residing state of the principal office, as the Board of Directors may from time to time designate or as the purposes of the Guild may require from time to time.

SECTION 1.05. Corporate Form and Purposes

The Guild shall be a Non-Profit 501(c)(3) corporation organized under Virginia Non-Profit Corporate Law. The Guild shall be a membership based organization. The purposes of the Guild and the nature of its activities shall be as set forth in these bylaws.

SECTION 1.06. Mission Statement

The mission of the Guild is to build and maintain a visible and active visual arts community in Manassas, VA and Prince William County, which promotes participation in, appreciation of and accessibility to the visual fine arts.

SECTION 1.07. Objectives

The objectives of the Guild are to provide adult visual artists of all skill levels with opportunities to see and participate in the creation of the visual fine arts; to share information about educational opportunities, exhibitions and other activities which enhance or promote the visual fine arts; and to encourage artistic excellence and growth through workshops, demonstrations, competitions and similar educational activities.

ARTICLE II. Membership

SECTION 2.01. General Membership

The Guild is a membership based organization that collects dues for membership. Membership is open to any individual age 18 or older who pays the appropriate dues. Members are in good standing as long as dues are current.

SECTION 2.02. Classes of Membership

There are two classes of members: Active and Supporting. Active members are those who intend to participate in at least one Guild event during the membership year, either as support staff or as an artist. There is only one level of active membership, which is individual membership. Supporting members are those who pay dues and/or make monetary contributions, but do not plan to materially participate in Guild activities. There may be several levels of supporting membership. Only active members may vote.

SECTION 2.03. Membership Term

The membership year is July 1 to June 30. New members paying dues after March 31 will be considered members for the following membership year. Current members who do not renew dues by September 30 are removed from the rolls.

SECTION 2.04. Membership Dues

Membership dues are determined annually by the Board, and are included in the annual budget proposal.

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ARTICLE III. Board of Directors

SECTION 3.01. General Powers, Number and Duties

The affairs of the Guild shall be managed by its Board of Directors. The Board of Directors shall exercise its full authority as granted by the Articles of Incorporation, by these Bylaws and by operation of law in establishing and maintaining such policies as are consistent with the purposes of the Guild. The Board of Directors of the Guild shall initially be comprised of those individuals designated in the Guild's Articles of Incorporation. The full, complete Board of Directors of the Guild shall be not less than five (5) in number nor more than nine (9) in number. The President of the Guild shall serve as an *ex officio* member of the Board of Directors.

The Board of Directors is accountable for prudent, effective management and oversight of the Guild. Duties and responsibilities of the Board include:

- Fund raising. The board shall pursue multiple revenue streams.
- Developing an annual budget in accordance with the Financial Policy. A proposed budget is submitted to the general membership for approval in October. The budget is reviewed at least twice a year to compare actual income and expenses to those proposed.
- Short range planning. At minimum this shall consist of the annual budget.
- Long range planning. At minimum the Board shall establish a five-year plan which addresses the stability and/or growth of the Guild. This plan shall be reviewed and updated annually.
- Approving expenditures in accordance with the budget and the Financial Policy.
- Conducting periodic reviews of the Guild's mission, goals, plans, policies, procedures and job descriptions; setting priorities; revising as needed.
- Cultivating and motivating volunteers, determining committees and appointing chairmen, and providing oversight, funding and support for the Guild's activities.
- Monitoring the status of tasks delegated to committees or others, and taking necessary steps to see that tasks are completed.
- Developing quantitative standards against which to measure effectiveness of Guild activities.
- Insuring annual audit of accounts.

SECTION 3.02. Tenure and Qualifications

The Board of the Directors for the Guild shall consist of the President, Vice President, Secretary, Treasurer and Member(s)-At-Large of the Guild. All positions of the Board of Directors will be determined via elections as set forth in Section 2.03 of these bylaws.

SECTION 3.03. Election of Board of Directors

See Section 4.05 for procedures for all elections activities for the Guild.

SECTION 3.04 Compensation

No Director shall receive compensation for services as a Director, but each Director shall be entitled to reimbursement of expenses incurred as a direct result of carrying out any responsibility as a Director.

SECTION 3.05. Resignation

Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If no time is specified, it shall take effect on the date of its receipt by the Secretary of the Guild, who shall record such resignation, noting such date. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 3.06. Quorum

A majority of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

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SECTION 3.07. Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

SECTION 3.08. Actions Requiring Approval by Supermajority Vote

Approval of any of the following actions shall require the affirmative vote of two-thirds (2/3) of seated Directors.

- (a) The adoption, amendment or repeal of the Principles and Goals and the Code of Ethics of the Guild;
- (b) The submission of any amendments of the Bylaws of the Guild;
- (c) The removal of Officers of the Guild with cause;
- (d) The authorization of the creation, purchase, control or development of a joint venture or any other entity or organization, which may become an affiliate, subsidiary or related organization of the Guild;
- (e) The approval of the strategic plan or the long-range plan of the Guild;
- (f) The approval of incurrence of debt by the Guild;
- (g) The approval of the capital and operating budget and the establishment of the corporate spending limit for the Guild for extraordinary expenditures.

Notice of any meeting at which one of these matters will be acted on shall include notice of the proposed action.

SECTION 3.09. Vacancies

Except as otherwise provided herein, any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled by the Board of Directors until the next succeeding annual election by the Board of Directors.

ARTICLE IV. Officers of the Guild

SECTION 4.01. Enumeration, Election and Term

The Officers of the Guild shall consist of a President, Vice President, Secretary, Treasurer and Member(s)-At-Large. Each position of the Board of Directors shall be determined via election at the March annual meeting, and each shall serve for a term of one (1) year and until a successor is elected (see Section 5.02).

SECTION 4.02. President

The President shall preside at all meetings of the Members and the Board, shall undertake the duties assigned in these Bylaws, and shall, subject to the direction of the Board, have general supervision of the Guild. The President shall:

- (a) preside at all meetings of the Board of Directors;
- (b) serve ex officio on all committees of the Board of Directors;
- (c) serve as a liaison between the Board of Directors and the general community; and
- (d) have authority to sign, execute and acknowledge, on behalf of the Guild, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Guild's regular business or which shall be authorized by resolutions of the Board of Directors, except as otherwise provided by law.

The President shall also have general responsibility for overseeing the affairs, policies and business of the Guild.

SECTION 4.03. Vice President

The Vice President shall also be known as the President Elect and shall assume the duties of the President in his or her absence and shall undertake such other duties as are designated by the President or the Board.

SECTION 4.04. Secretary

The Secretary shall keep a record of the minutes of the meetings of the Members and of the Board of Directors, and shall give notice of all such meetings as required by these Bylaws. The Secretary shall have custody of the books, records, and papers of the Company, except such as shall be in the charge of the Treasurer or of another person authorized to have custody and possession thereof by resolution of the Board of Directors. The Secretary

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shall also have such other powers and perform such other duties as shall be prescribed from time to time by, or pursuant to authority delegated by, the Board of Directors.

SECTION 4.05. Treasurer

The Treasurer shall keep full and accurate accounts of the receipts and disbursements of the Guild in books or programs belonging to the Guild, shall deposit all monies and other valuable effects of the Guild in the name and to the credit of the Guild in such depositories as may be designated by the Board of Directors, and shall also have such other powers and perform such other duties as shall be prescribed from time to time by, or pursuant to authority delegated by, the Board of Directors.

SECTION 4.06. Member(s)-At-Large

Those members of the Board of Directors that do not hold the position of President, Vice President, Secretary or Treasurer shall be designated as Member(s)-At-Large. The duties and responsibilities of the Member(s)-At-Large shall be determined at the discretion of the Board of Directors.

SECTION 4.07. Compensation

Being a Non-Profit 501(c)(3) corporation, there will be no monetary compensation designated for the Board of Directors of the Guild, any corporate officer, any committee head or member. The only compensation authorized for members of the Guild in any capacity will be the reimbursement of expenses incurred on behalf of the Guild and determined by the Treasurer to be lawfully executed on the Guild's behalf.

SECTION 4.08. Resignation and Removal

Any officer may resign at any time by giving written notice to the President or the Secretary of the Guild and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Any officer may be removed by the Board of Directors at any time, with cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not, in and of itself, create any contract rights.

Since the Board of Directors sits at the discretion of the membership of the Guild and as their representation, any member of the Board of Directors may be removed by a majority vote of the general membership of the Guild. This vote must be of a majority of the standing members of the Guild, as shown on the roles of the membership committee.

SECTION 4.09. Vacancies

A vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors or, if it fails to act within two months after the vacancy arises, by the President or Acting President except for the position of President.

ARTICLE V. Meetings

SECTION 5.01. General Meetings

Guild business requiring a vote from either the Board or the membership may be transacted only at duly called meetings. For a meeting to be considered a duly called meeting, all Guild members must have been notified at least one (1) week prior to the meeting as to when and where the meeting will be held, and what issues require a vote.

SECTION 5.02. Membership Meetings

General membership meetings are held not less than twice per fiscal year (March and October), at a time and place determined by the Board of Directors. Not less than one (1) week prior to each meeting, the President or his/her designee prepares and publishes a meeting agenda for the business portion of the meeting, which may be modified as needed. General membership meetings are open to the public. Only active members of the Guild may vote at a meeting of the Guild on any issues.

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SECTION 5.03. Board Meetings

Board meetings are held regularly, not less than 4 times per fiscal year, at a time and place as determined by general agreement of the Board of Directors. At least one (1) week prior to each meeting, the President prepares and publishes a meeting agenda, which may be modified as needed. Board meetings are open to all members of the Guild, but only Board members may vote. In lieu of a physical meeting, the Board may use telephonic or other means, as long as all participants can simultaneously hear each other during the meeting.

SECTION 5.04. Special Meetings

Special meetings of the Guild or Board of Directors may be called at any time and for any purpose or purposes by the President of the Guild or at his or her direction. A special meeting shall also be called by the Secretary of the Guild or upon the oral or written request of any two directors. Any such meeting shall be held at the time and place designated in the notice thereof to be given as provided in section.

SECTION 5.05. Annual Meeting and Elections

An annual meeting of the Guild shall be held each March and October of each year, or at such other time and date within 30 days thereof as may be authorized by the Board of Directors and set forth in the notice of meeting. The October meeting will be for the purpose of electing officers; for approval of the annual budget; and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Virginia, such meeting shall be held on the next succeeding business day. If the election of officers shall not be held on the day designated herein for any annual meeting of the Guild, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Guild as soon thereafter as convenient.

SECTION 5.05A. Absentee Ballot

Members of the Guild may vote for the election of Board Members via Absentee Ballot. Absentee Ballots may be obtained via the Secretary of the Guild or via the Guild website. Absentee Ballots will be considered valid towards voting for members of the Board of Directors as long as said ballot is received prior to the Annual Meeting of the Board of Directors as set forth in Section 2.06 of these Bylaws.

SECTION 5.05B. Proxies

Members of the Guild may vote for the election of Board Members via Proxy provided to another member of the Guild. Proxy forms may be obtained via the Secretary of the Guild or via the Guild website. Proxies will be considered valid towards voting for members of the Board of Directors as long as said Proxy is signed by the member providing Proxy and signed by a witness. The proxy must also be signed and dated prior to the Annual Meeting of the Board of Directors as set forth in Section 2.06 of these Bylaws. By providing a Proxy to another member of the Guild, said member is authorizing that member to vote on their behalf even if the member holding the Proxy at the meeting does not vote according to the wishes of the member providing the Proxy.

SECTION 5.06. Notification of Meetings

The President of the Guild or his designee shall give written notice of the date, time and place of all meetings of the Guild, annual or special, to the general membership. Such notice shall be delivered personally, mailed, sent via facsimile, or sent via electronic mail to each member at his or her address on file with the Guild. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

SECTION 5.07. Methods of Conducting Meetings

Any and all members of the Guild may participate in or may conduct any meeting through the use of any means of communications by which either of the following occurs:

- (a) All participating members may simultaneously hear each other during the meeting; or
- (b) All communication during the meeting is immediately transmitted to each participating member, and each participating member is able to immediately send messages to all other participating directors.

If a meeting is to be conducted through the use of any of the means described in this section, all participating members shall be informed that a meeting is taking place at which time official business may be transacted. A member of the Board of Directors participating in a meeting by any means described in this section is considered to

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be present in person at the meeting. If requested by a director, minutes of the meeting shall be prepared and distributed to each member.

SECTION 5.08. Quorum

For the purpose of general meetings or meetings requiring a vote of the general membership of the Guild, a majority of the number of members present and voting at the meeting, along with any absentee ballots and/or proxies, shall constitute a quorum for the transaction of business at any meeting.

SECTION 5.09. Action by Written Consent

An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action is signed by two-thirds of the directors then in office. Consent under this section shall have the same force and effect as a vote of the Board of Directors taken at a meeting. If written action is taken under this section by all directors, the written action shall be effective when signed by all directors, unless a different effective date and time are specified in the written consent. If written action is taken under this section by less than all directors, all directors shall be notified immediately of the text of the written consent and of its effective date and time. Failure to provide notice under this section shall not invalidate the action taken by written consent under this section. A director who does not sign or consent to the action taken by written consent shall not be liable for the action. If written notice is required, the written action shall be effective on the date specified in the written consent or on the tenth day after the date on which notice is given, whichever is later.

SECTION 5.10. Presumption of Assent

A director of the Guild who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Guild immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE VI. Committees

SECTION 6.01. Committees

The Board of Directors by resolution adopted by the affirmative vote of a majority of the directors, may designate one or more committees, each committee to consist of one or more of the Board of Directors who shall be appointed by the President of the Guild to exercise, when the Board of Directors is not in session, the powers the Board of Directors delegates to such committee or committees. The President may also appoint one or more members of the Board of Directors as alternate members of any committee who may take the place of any absent member or members at any meeting of such committee, upon request by the President or the Chair of such committee. Initially, the Guild will have the following standing committees: Membership, Newsletter, Programs, Publicity, and Shows. This listing is not may be all inclusive and may be changed at any time at the discretion of the Board of Directors.

SECTION 6.02. Committee Membership and Duties

Committees are composed of members in good standing who volunteer to accomplish the goals of the committee. Committees are responsible for:

- Designing, implementing (with Board approval) and staffing events and programs of interest to members and the public.
- Planning and acting far enough ahead to ensure effective publicity of Guild-sponsored projects.
- Formulating objectives, monitoring achievement of same and reporting the results to the Board.
- Providing input to the Board for long range goals and budgeting purposes.
- Recruiting and training new volunteers to organize and staff committees.
- Maintaining program records.
- Ensuring that expenditures are within budget.

SECTION 6.03. Committee Chairmanship

One committee member will be designated the chairperson, who will report the committee's status and activities to the Board. The chair's term of office is one year, with no term limits.

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SECTION 6.04. Committee Rules

Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

ARTICLE VII. Financial Policy

SECTION 7.01. Fiscal Year

The fiscal year of the Guild shall be January 1 through December 31.

SECTION 7.02. Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild, as limited by these Bylaws.

SECTION 7.03. Loans

No loans shall be contracted on behalf of the Guild and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors in accordance with these Bylaws. No loan shall be granted to any officer or Director of the Guild.

SECTION 7.04. Banking

All funds of the Guild shall be maintained in a bank that does business in the Commonwealth of Virginia in the name of the Manassas Art Guild, Inc.

SECTION 7.05. Checks and Drafts

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Guild or to the Guild, shall be signed or endorsed by such officer or other person as an agent of the Guild, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

SECTION 7.06. Deposits

All funds of the Guild, not otherwise employed, shall be deposited from time to time to the credit of the Guild in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 7.07. Petty Cash/Expenditures

A petty cash fund not to exceed one-hundred (100) dollars shall be maintained by the Treasurer, who will reimburse duly authorized members of the Guild for necessary and routine expenses. Non-routine expenses and expenses over one-hundred (100) dollars must be authorized in advance by the Board of Directors. Expenses over two-hundred fifty (250) dollars which are not covered by the annual budget must be approved in advance by the general membership at a duly called meeting.

SECTION 7.08. Insurance

At a minimum, the Guild shall hold and maintain Liability Insurance as required by the Commonwealth of Virginia and local law for the conducting of business including demonstration, classes, workshops, meetings and any other activities determined to require said insurance. In addition, the Board of Directors may determine that other insurance be obtained and held based on the requirements of the Guild and the laws of the United States of America and the Commonwealth of Virginia.

SECTION 7.09. Revenue Streams

The Guild will actively pursue multiple revenue streams, including fees and dues, grants, sponsorships and donations. The Board appoints a committee to investigate possible revenue streams and complete any necessary planning or paperwork. Completed applications and proposals are then submitted to the Board for approval before implementation.

SECTION 7.10. Annual Budget

Annually, the Board will prepare a budget proposal which voted and agreed upon by the Board of Directors. This budget shall be completed by the first of September each fiscal year. Once such budget has been established, the Board of Directors will publish and make available said budget to the general membership of the Guild at the October membership meeting where the membership will be able to comment and make proposals for changes to the budget. Such proposals/changes as brought forth by the membership will be reviewed by the Board of

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Directors for feasibility and funding and will be incorporated into the Annual Budget if feasible. If any of these changes are implemented at this time, the Board of Directors will be required to reaffirm the Annual Budget by majority vote.

SECTION 7.11. Budget Auditing

The Guild's financial records are audited annually in June, by a Board-appointed audit committee or outside audit agency as necessary

SECTION 7.12. Disclosure

A Director shall disclose to the Board any conflicting interest the Director may have in a transaction, and no Director shall vote on any matter that would involve a conflicting interest of the Director. In the event that a Director questions whether such a conflicting interest exists, the issue shall be decided by a majority vote of the Directors present and voting, provided that the Director in question shall not vote and shall not be counted toward a quorum with respect to such vote.

SECTION 7.13. General Policies

The relevant provisions of the General Statutes of the state of business residence shall be utilized by the Board of Directors in identifying and resolving issues of conflicting interests and loyalty and ethical matters. The Board may develop such more restrictive or additional protocols on conflicts of interest, loyalty and ethical matters as it determines are appropriate.

ARTICLE VIII: Indemnification

Indemnification and advances for expenses shall be afforded to Directors of the Guild to the fullest extent permitted by law. The Guild shall indemnify and advance expenses to an officer or member of the Guild who is not a Director to the same extent as a Director. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, shall continue as to a person who has ceased to serve in the capacity as to which such person was indemnified, and shall inure to the benefit of the heirs, executors and administrators of such person. Notwithstanding anything in this Article VII to the contrary, a Director, officer or member of the Guild shall not be entitled to indemnification with respect to any matter relating to or arising from such person's bad faith or willful misconduct.

ARTICLE IX: General

SECTION 9.01. Rules of Order

Unless in conflict with the Bylaws of the Corporation, rules of procedure are resolved in accordance with Robert's Rules of Order (Revised).

SECTION 9.02. Amendment of Bylaws

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority vote of those in attendance at a duly called and authorized meeting of the Guild provided the proposed amendments were submitted to general membership in writing or other electronic form of communication at least 30 days in advance of the vote.

SECTION 9.03. Form of Records

Any records maintained by the Guild in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of any information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Guild shall so convert any records so kept upon the request of any person entitled to inspect the same.

SECTION 9.04. Reliance upon Books and Records

A member of the Board of Directors, or a member of any committee designated by the Board of Directors shall, in the performance of his or her duties, be fully protected in relying in good faith upon records of the Guild and upon such information, opinions, reports or statements presented to the Guild by any of the Guild's officers or employees, or committees of the Board of Directors, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Guild.

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SECTION 9.05. "Paper-less Efforts"

Except for where required by law or for reasons of accessibility, the Guild will attempt to remain to the extent possible a "paper-less" organization in all documentation and forms of communication.

SECTION 9.06. Dissolution

If the Guild proves unable to carry out the purpose for which it was created, the Guild shall be dissolved in accordance with law. Upon the dissolution of the Guild, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Guild, dispose of all of the assets of the Guild to such organization or organizations, as the Board of Directors shall select, which are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3). If the Board of Directors proves unable to agree upon the disposition of the Guild's assets, all residual assets shall be surrendered to the Circuit Court in the county in which the Guild's principal office is located for disposition by the Court for the benefit of other organizations that are exempt under Code section 501(c)(3).

SECTION 9.07. Certificate of Incorporation Governs

In the event of any conflict between the provisions of the Guild's Certificate of Incorporation and these Bylaws, the provisions of the Certificate of Incorporation shall govern.

SECTION 9.08. Severability

If any provision of these Bylaws shall be held to be invalid, illegal, unenforceable or in conflict with the provisions of the Guild's Certificate of Incorporation, then such provision shall nonetheless be enforced to the maximum extent possible consistent with such holding and the remaining provisions of these Bylaws (including without limitation, all portions of any section of these Bylaws containing any such provision held to be invalid, illegal, unenforceable or in conflict with the Certificate of Incorporation, that are not themselves invalid, illegal, unenforceable or in conflict with the Certificate of Incorporation) shall remain in full force and effect.