

**BYLAWS OF THE
BATH COUNTY ARTS ASSOCIATION, INC.**

ARTICLE I. NAME

The name of the organization is Bath County Arts Association, Inc. (hereinafter referred to as "BCAA").

ARTICLE II. OFFICES

The principal office of BCAA shall be located in Bath County, Virginia at such place therein as shall from time to time be designated by the Chair. BCAA may have such other offices as the Board of Directors may designate or as the business of BCAA may require from time to time.

ARTICLE III. OBJECTIVE

The objective of BCAA to encourage participation in, and appreciation of "The Arts" in Bath County Virginia.

BCAA will receive, maintain and administer assets exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Code. Without limiting or expanding the foregoing, the purposes of BCAA are to explore, shape and cultivate interest in the arts in Virginia's County of Bath; provided, however, that such purposes shall not limit the ability of BCAA to carry out any other religious, charitable, scientific, or education purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code. This may include, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code. (Reference herein to the "Code" means such Section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law, and the regulations promulgated pursuant thereto, as the same may now exist or as they

may be hereafter amended from time to time.) Distributions may also be made to artists, under policies established by the Board of Directors that conform with the meaning of section 501 (c)(3) of the Internal Revenue Code.

ARTICLE IV. RIGHTS AND RESTRICTIONS

No part of the earnings of BCAA shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that BCAA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of BCAA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and BCAA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these articles, BCAA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

In the event of dissolution or final liquidation, all net assets of BCAA, or the net proceeds from the sale thereof (i.e., the net assets remaining after all liabilities and obligations of BCAA have been paid, satisfied, discharged or adequate provision therefor having been made) shall be distributed under the direction of the Board of Directors or by order of a court of proper jurisdiction, to some one or more corporations, trust funds or foundations created in the United States as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

ARTICLE V. MEMBERSHIP

Any person who is interested in furthering the objective of BCAA and who donates to BCAA is welcome to membership for the membership year in which the donation is made. The Membership shall meet annually. The purpose of the meeting shall be to elect a Board of Directors.

ARTICLE VI. BOARD OF DIRECTORS ("Board")

SECTION 1. General Powers. The business and affairs of BCAA shall be managed by its Board.

SECTION 2. Number. The number of directors of BCAA shall be not more than eighteen (18), nor fewer than nine (9) persons.

SECTION 3. Nomination and Qualifications. The Board shall nominate candidates for Board service for election by the membership. The candidate must be a BCAA member. The selection of candidates shall be based on an individual's ability, with no restriction as to race, creed, color, sex, national origin or any other protected class.

SECTION 4. Tenure. Board terms shall be staggered so that approximately one-third of the terms expire each year. Each director shall be eligible for reelection to serve a total of two (2) successive three (3) year terms. A director that is no longer eligible for reelection after having served two (2) successive terms as herein provided may be considered for future election to the Board after having rotated off of the Board for at least one (1) year.

SECTION 5. Action to Fill a Vacant Board Position. Vacancies on the Board that occur during the year, which have the effect of reducing the Board Membership to fewer than nine (9) members, shall be filled by appointment of the Executive Committee. Vacancies on the Board that occur during the year, which do not have the effect of reducing the Board

Membership below nine (9) members, may be filled by the affirmative vote of a majority of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office. This partial term shall not be counted in determining the person's future eligibility to serve two (2) successive three (3) year terms on the Board.

SECTION 6. Presiding Officers. Unless and until the Board otherwise determines, the President, Vice President, Treasurer and Secretary of BCAA shall serve, respectively, as Chair, Vice Chair, Treasurer and Secretary of the Board as hereinafter provided in Sections 5, 6, 7 and 8 of Article VI.

SECTION 7. Annual Meeting. An annual meeting of the directors shall be held at such time, day and place as the Chair may designate, for the purpose of electing officers, to schedule the dates of regular Board meetings for the coming year, and for the transaction of such other business as may come before the meeting. If the election of officers shall not be held on the day designated for any annual meeting of the directors, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the directors as soon thereafter as is convenient.

The order of business at the annual meeting shall be:

- (a) Proof of notice of meeting,
- (b) Roll call
- (c) Determination of quorum
- (d) Reading and disposing of unapproved minutes,
- (e) Reports of officers and committees,
- (f) Election of officers,
- (g) Schedule the dates for regular Board meetings in the coming year
- (h) Unfinished business,
- (i) New business, and
- (j) Adjournment

SECTION 8. Regular Meetings. At the annual meeting, the Board shall provide for at least three additional regular meetings by resolution. The Board may provide the time and place for holding of regular meetings without other notice than such resolution.

SECTION 9. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or any two directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meetings of the Board called by them. Written notice stating the place, day and hour of the meeting, and the purpose or purposes for which the special meeting is called, shall be delivered not less than two nor more than thirty days before the date of a special meeting, either personally, by mail, by facsimile or by email, by or at the direction of the Chair, or the Secretary, or the officer or persons calling the meeting to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at his last known address, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to holding the meeting or the transaction of any business and does not vote on or assent to action taken at the meeting because the meeting is not lawfully called or convened.

SECTION 10. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 11. Manner of Acting. Except as otherwise herein or by law provided, 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.

SECTION 12. Attendance. Board members are required to attend at least fifty percent

(50%) of all regularly scheduled Board meetings per Board membership year. A director who fails, without good cause, to satisfy these requirements, may be removed from office.

SECTION 13. Presumption of Assent. A director of BCAA who is present at a meeting of the Board at which action on any BCAA matter is taken shall be presumed to have assented to the action taken unless the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding it or to the transaction of specified business at the meeting, or the director votes against, or abstains from, the action taken. The director's dissent shall be entered in the minutes of the meeting or unless the director shall file 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 BCAA immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 14. Meetings by Communications Equipment. Any or all members of the Board or of any committees designated thereby may participate in a regular or special meeting of such Board or committee by, or conduct the meeting through the use of, any means of a communications equipment which all persons participating in the meeting may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at such meeting.

SECTION 15. Action Without Meeting. Action required or permitted by the directors may be taken without a meeting by fewer than all of the directors, but not less than the greater of (i) three-fourths of the directors in office or (ii) a quorum of the directors as required by the BCAA bylaws, and shall otherwise comply with any voting requirements of the Articles of Incorporation or the BCAA bylaws, if the requisite number of directors sign a consent describing the action to

be taken and deliver it to BCAA, except such action shall not be permitted to be taken without a meeting if any director objects to the taking of such proposed action and delivers such objection to BCAA no later than ten business days after notice of the proposed action is given. BCAA shall promptly notify each director of any such objection. BCAA shall give written notice of the proposed action not less than ten business days before the action is taken to all directors. The notice shall contain or be accompanied by a description of the action to be taken, date of notification and proposed date of action.

SECTION 16. Representatives and Agents. The Board may appoint such representatives and agents of BCAA as it may deem desirable. Such representatives and agents shall have such title, powers and duties, which may be limited to particular territories or places, and shall serve for such terms, as shall be determined by the Board. If no term shall have been specified in the appointment of any representative or agent, the person shall serve at the pleasure of the Board. The Board, by specific resolution, may authorize one or more of the officers of BCAA to execute powers of attorney delegating to named representatives or agents designated corporate powers, either with or without power of substitution.

ARTICLE VII. OFFICERS

SECTION 1. Number. The officers of BCAA shall be a President, a Vice President, a Treasurer and a Secretary, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. More than one office may be held by the same person.

SECTION 2. Election and Term of Office. The officers of BCAA shall be elected by the Board at its annual meeting. All officers of BCAA shall also be members of the Board. Each

officer shall hold office for a term of two (2) years and until the officer's successor shall have been duly elected and shall have qualified or until the director's death or resignation or shall have been removed in the manner hereinafter provided. No person shall serve in an officer position for more than two (2) successive two (2) year terms.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board, may be removed by a majority vote of the Board at its pleasure, with or without cause, but such removal shall be without prejudice to the recovery of damages for breach of the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term. This partial term shall not be counted in determining the person's future eligibility to serve two (2) successive two (2) year terms in the officer position.

SECTION 5. President. The President shall be a member of the Board, shall be the chief executive officer of BCAA and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of BCAA. Unless and until the Board otherwise appoints a Chair, the President shall serve as Chair of the Board. The Chair shall supervise the activities of BCAA, shall keep Board members informed of issues, agendas and results, and shall establish committees as needed. When present, the Chair shall preside at all meetings of the Board. The Chair may sign deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of BCAA, or shall be required by law to be otherwise signed or

executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

SECTION 6. Vice President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President. When the Vice President is so acting, the Vice President 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 as from time to time may be assigned by the President or by the Board.

SECTION 7. Secretary. The Secretary shall: (a) be responsible for the minutes of the Board meetings being kept in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) arrange for custodial care of the corporate records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board.

SECTION 8. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of BCAA; receive and give receipts for monies due and payable to BCAA from any source whatsoever, and deposit all such monies in the name of BCAA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; and (b) shall oversee the filing of any government-required forms; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

SECTION 9. Salaries. The officers and directors of BCAA shall not receive compensation.

SECTION 10. Bonds of Officers. All officers of BCAA, if required to do so by the Board, shall furnish bonds to BCAA for the faithful performance of their duties, in such penalties and with such conditions and security as the Board shall require; and, in such case, a new bond of like character shall be given at least every six years, so that the date of the new bond shall not be more than six years after the date of both immediately preceding.

SECTION 11. Voting Upon Stocks. Unless otherwise ordered by the Board, the President shall have full power and authority on behalf of BCAA to attend and to act and to vote at any meeting of shareholders of any corporation in which BCAA may hold stock, and at any such meeting shall possess and may exercise, in person or by proxy, any and all rights, powers and privileges incident to the ownership of such stock. The Board may by resolution from time to time confer like powers upon any other person or persons.

ARTICLE VIII. CONTRACTS, CHECKS AND DEPOSITS

SECTION 1. 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 and on behalf of BCAA, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of BCAA, shall be signed by such officer or officers, agent or agents of BCAA and in such manner as shall from time to time be determined by resolution of the Board.

SECTION 3. Deposits. All funds of BCAA not otherwise employed shall be deposited from time to time to the credit of BCAA in such banks, trust companies or other depositories as the Board may select.

ARTICLE IX. FISCAL AND MEMBERSHIP YEARS

For accounting and tax reporting, BCAA's fiscal year shall be the calendar year unless changed by appropriate resolution of the Board. The membership year shall be established by appropriate resolution of the Board.

ARTICLE X. INDEMNIFICATION OF OFFICERS,

DIRECTORS AND OTHERS

SECTION 1. Claims of Third Parties. BCAA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of BCAA) by the reason of the fact that the person is or was a director, officer, employee or agent of BCAA, or is or was serving at the request of BCAA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of BCAA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

SECTION 2. Claims of BCAA. BCAA shall indemnify any person who was or is party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of BCAA to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of BCAA, or is or was serving at the request of the BCAA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or

other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of BCAA and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been determined to be liable for gross negligence or willful misconduct in the performance of the person's duty to BCAA, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

SECTION 3. Indemnification Upon Successful Defense. To the extent that a director, officer, employee or agent of BCAA has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.

SECTION 4. Determination of Right to Indemnification. Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by BCAA only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Each such indemnity may continue as to a person who has ceased to have the

capacity referred to above and may inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 5. Advance Payments. Expenses (including attorneys' fees) incurred in defending an action, suit or proceeding, whether civil, administrative or investigative, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon request of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 6. Insurance. BCAA shall have power, pursuant to resolution of the Board, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of BCAA, or is or was serving at the request of BCAA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not BCAA would have the power to indemnify the person against such liability under the provisions of this Article.

SECTION 7. Definition of "BCAA." For the purpose of this Article, references to "BCAA" shall include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise shall stand in the same position under the provisions of this Article

with respect to the resulting or surviving corporation as the person would if the person had served the resulting or surviving corporation in the same capacity.

ARTICLE XI. BOOKS AND RECORDS

BCAA shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees having any of the authority of the Board. All books and records of BCAA may be inspected by any director, or the director's agent or attorney, for any proper purpose at any reasonable time. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE XII. COMMITTEES

SECTION 1. General. Committees of the Board shall be standing or ad-hoc. At a committee meeting, a quorum shall be one-half the number of members of the committee.

SECTION 2. Executive Committee.

(a) **Composition.** The Executive Committee shall be a standing committee and shall consist of the officers of BCAA and the Art Show Chair(s). The President shall preside as Chair of the Executive Committee.

(b) **Authority.** The Executive Committee shall have and may exercise all of the authority of the Board except, pursuant to Section 5 of Article VI, to fill vacancies on the Board or on any of its committees, approve an amendment of the Articles of Incorporation, change or amend the Bylaws, or approve a plan of merger or consolidation.

(c) **Financial Matters.** The Executive Committee shall be responsible for budgeting, the annual audit of BCAA's financial accounts and for all financial planning, both annual and long range. It shall also advise the Board with regard to the type and amount of insurance BCAA

should carry and the compensation of BCAA's employees (if any), including fringe benefits.

(d) Meetings and Minutes. The Executive Committee may establish, by resolution, the time and place of regular meeting dates, in which case no further notice of meetings other than the resolution will be required. Otherwise, meetings of the Executive Committee may be called by the Chair upon at least two days prior notice given in the same manner notices are given pursuant to Section 10 of Article V. Minutes of actions of the Executive Committee meetings shall be kept and provided to the Board.

SECTION 3. Additional Standing Committees. The Board, by resolution adopted by the majority of the directors may create one or more additional Board committees, which will be assigned ongoing responsibilities. The resolution creating any such standing committee shall designate: the members of the Board who are to serve as its members; the chair of the committee; the authority which the committee shall have and any limitations thereon; and the functions the committee shall discharge.

SECTION 4. Ad Hoc Committees. The Board, the Executive Committee or the Chair may appoint one or more Ad Hoc Committees to review and make recommendations with respect to specific matters. Upon completion of the specific task for which appointed, an Ad Hoc Committee will be automatically dissolved. For example, the Chair might appoint a Nominating Committee to recommend candidates for directors at the Annual Meeting, which Committee would be automatically dissolved after making its report.

SECTION 5. Term of Committee Appointment. Each member of a Board committee (excluding Ad Hoc Committees) shall hold office until the next annual election of directors and until the person's successor as a member of such committee is elected, unless the person shall

sooner cease to be a director or shall resign or be removed from the committee.

SECTION 6. Participation on Committees of Non-Board Individuals. The Chairman may invite additional individuals with expertise in a pertinent area to meet with and assist any Board committee. Such non-Board committee members may not vote on any matter for which the committee is performing a function of the Board of Directors.

ARTICLE XIV. AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of all of the directors then in office at any regular meeting of the Board, or by not less than three fourths (3/4) of the directors at any meeting of the Board if notice of the proposed amendment shall have been given.

Amendments adopted by the Board on August 20, 2021