

AMENDED AND RESTATED BYLAWS of the WORTHINGTON AREA ART LEAGUE INC.

Article I. NAME

The name of the Organization shall be the Worthington Area Art League Inc. (hereinafter “WAAL” or the “Organization” or the “League”) as incorporated under the Ohio Revised Code Section 1702 as a non-profit entity. The principal office of the Corporation shall be in the City of Worthington, County of Franklin, and State of Ohio.

Article II. PURPOSE

The purpose for which this organization is incorporated is to provide its members an opportunity to participate in educational workshops, demonstrations and lectures, and to exhibit art in Worthington and the surrounding communities. Additionally, the Organization works to develop and implement an arts education program including workshops, art related educational speakers, classroom instruction and online tutorials, provide support for public displays of artistic works, and grant scholarships to senior high school students to study the arts or to produce artistic works. Further, the Organization creates and provides an online publication for members with opportunities to develop initiatives for the improvement, enhancement and common good of local communities through support of the arts at local art fairs.

Article III. FISCAL YEAR

The fiscal year of the WAAL shall be the twelve-month (12) period beginning on September 1 and ending on August 31.

Article IV. MEMBERSHIP

Section 4.01 Eligibility: Any individual and any corporation (including limited liability and non-profit corporations) duly incorporated or organized under applicable state law may become a member of the WAAL.

Section 4.02 Membership:

- (a) Membership shall become effective upon payment of dues.

- (b) Membership shall expire at the end of the fiscal year for which payment of dues was made.
- (c) All dues must be paid by the end of the last month of the current fiscal year for the subsequent year's membership. For illustrative purposes only, dues for the upcoming fiscal year beginning September 1, are due by August 31. If dues are not received by the Treasurer by August 31, the membership ends.
- (d) In the event a membership ends for nonpayment of dues and the former member requests reinstatement, on the payment of dues, the membership will be reinstated and terminate at the end of the current fiscal year. If the reinstatement occurs in the last three months of the fiscal year, the membership will continue through the end of the next full fiscal year.
- (e) Upon termination of membership, all privileges of membership shall end including participation in shows, workshops, or other WAAL activities.
- (f) Dues for the upcoming year will be set by the Board of Directors at the annual meeting held for the purpose of electing Officers.
- (g) Members shall comply with such obligations and requirements as are imposed by the Board of Directors.

Article V. RESIGNATION AND TERMINATION OF MEMBERSHIP

Section 5.01 Any member may resign their membership by giving written notice of resignation to the Membership Secretary. The resignation shall become effective immediately without any action on the part of the Organization. Any termination or resignation prior to the end of the membership term shall not entitle the resigning member to a refund of any dues paid.

Section 5.02 Any member shall forfeit their membership upon proof sufficient in the opinion of a majority vote of the Board of Directors that the member has ceased to have the qualifications requisite for membership or has violated any of the provisions of these Bylaws to the detriment of the Organization. Prior to termination and pursuant to a written request by the member, the member shall be given an opportunity to be heard by the Board and to present information relevant thereto.

Article VI. DUTIES AND RIGHTS OF MEMBERS

Section 6.01 All Member(s) in Good Standing defined as a member who has paid membership dues for the current fiscal year are eligible to become Officers.

Section 6.02 All Members in Good Standing may participate in activities of the WAAL including exhibiting in shows, workshops and lectures, league-sponsored sales and critiques, and receipt of monetary awards, among other things.

Section 6.03 All Members in Good Standing have the right to nominate and elect Officers.

Section 6.04 All Members in Good Standing are entitled to one vote on any actions properly brought before the membership for a vote.

Section 6.05 All Members in Good Standing have the right to adopt and amend the Bylaws.

Section 6.06 Corporate Members shall be entitled to one vote on any actions properly brought before the membership for a vote regardless of the number of persons actively involved with the WAAL and representing the Corporate Member so long as the Corporate Member is a Member in Good Standing as that term has been defined.

Article VII. BOARD OF DIRECTORS

Section 7.01 Board of Directors:

- (a) The Officers together with the Standing Committee Members shall constitute the Board of Directors.
- (b) The number of Directors shall always be at least three (3) members and may be no more than fifteen (15) members.
- (c) Except where the Articles of Incorporation of the Corporation, as amended from time to time or applicable law requires that action be otherwise authorized or taken, all the authority of the Organization shall be exercised by or under the direction of its Board.
- (d) The Board of Directors may change the number of Directors by resolution so long as there are always at least three Directors. No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of their term of office.
- (e) Each Director shall serve a term of one year or until their successor is elected. A Director may serve for an unlimited number of terms so long as they remain a member in good standing.
- (f) The President of the Organization shall serve as the Chairperson of the Board.

Section 7.02 Quorum and Transaction of Business:

- (a) A majority of Board members shall constitute a quorum for the transaction of business.
- (b) The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 7.03 Removal or Resignation:

- (a) Any director may resign at any time by giving written notice to the Chairperson of the Board, if any, the President, or the Membership Secretary.
- (b) A resignation shall take effect immediately or at such other time as the Director may specify, and unless otherwise specified therein, shall become effective upon delivery. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.
- (c) Any director may be removed, with or without cause, at any time by the affirmative vote of: (i) all of the other directors who are present at a meeting at which a quorum is present and when the total number of all the directors then in office consists of five or less; or (ii) at least three-fourths of the other directors who are present at a meeting at

which a quorum is present and when the total number of all the directors then in office consists of more than five.

- (d) The remaining directors, though less than a majority of the whole authorized number of directors, shall, by the vote of a majority of their number, fill a vacancy in the Board for the unexpired term of any member who resigns or is removed.

Article VIII. OFFICERS

Section 8.01 Officers:

- (a) Officers of the League shall be the President, Vice President, Treasurer, Recording Secretary and Membership Secretary.
- (b) The term of office of the Officers shall be one year.
- (c) The President is the Chief Executive Officer of the League and the Chairperson of the Board. One person may hold any number of offices, except the President and the Membership and/or Recording Secretary shall not be the same person.
- (d) Duties of Officers: Officers duties include those duties:
 - (i) Prescribed by law.
 - (ii) Granted by these Bylaws.
 - (iii) Granted by resolution of the Board of Directors.
 - (iv) The President shall manage the daily operation of the Organization including, among other things, the selection of a nominating committee to present a slate of nominees for Officer positions, preside at all meetings of the Organization and Board of Directors, and appoint Standing Committee chairpersons.
 - (v) The Vice President shall perform the duties of the President if the President is absent or unable to perform their duties and shall perform any other duties as requested by the President.
 - (vi) The Recording Secretary must ensure that the Organization's records and reports are properly kept and filed and provide reports of the same upon request.
 - (vii) The Membership Secretary shall direct the membership campaign, shall be responsible for keeping records of members; their contact information, their status as Members in Good Standing, and any other pertinent membership information, and shall distribute monthly announcements to the membership as required, including meeting announcements. Either the Membership or Recording Secretary may perform the duties of the other, in the event one is unable to perform.
 - (viii) The Treasurer shall be responsible for all aspects of the financial transactions of the Organization. Any checking account opened in the name of the Organization will require one signature on checks issued for payment of Organization liabilities. The Treasurer shall be responsible for all federal, state, or local government filings, including the filing of the required annual tax forms to the IRS.
- (e) Resignation:

- (i) Any Officer may resign at any time by giving written notice to the President or the Membership Secretary.
- (ii) A resignation shall take effect immediately or at such other time as the resignation may specify, and unless otherwise specified therein, shall become effective upon delivery. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.
- (f) Removal:
 - (i) Any Officer may be removed from office by motion of any other Officer or member, if they are no longer considered a Member in Good Standing as that term has previously been defined.
 - (ii) Any Officer, who is not then also a Director, may be removed with or without cause by the affirmative vote of a majority of the Board of Directors.
 - (iii) Any Officer, who is then also a Director, may be removed from office, with or without cause, by the affirmative vote of the other Directors that would be required to remove such Director from the Board of Directors pursuant to Section 7.03, above.
 - (iv) Any vacancy by reason of this section may be filled at the same or a different meeting of the Board of Directors.

Section 8.02 Election of Officers:

- (a) Officers shall be elected at the Annual Meeting, but when the annual meeting is not held or Officers are not elected there at, they may be elected at a special meeting called and held for that purpose. As used herein, "year" shall mean the period from one annual meeting until the close of the next annual meeting, and if an Officer is elected at a special meeting, it shall mean the period from such special meeting until the close of the next annual meeting.
- (b) A nominating committee shall be selected by the President and shall present a single slate of nominees at the annual meeting.
- (c) The election process of Officers shall be a voice vote of those members present at the meeting unless there are nominations from the floor, in which case the election process shall be by written ballot.

Article IX. STANDING COMMITTEES

Section 9.01 The President with input from the Board of Directors may, by resolution, provide for Standing Committees as he/she deems necessary and desirable and discontinue the same at their pleasure.

Section 9.02 All members are eligible to be Standing Committee members.

Section 9.03 Each such Committee shall have such powers and perform such duties or functions, not inconsistent with the law, as may be delegated to it by the Board of Directors or the President.

Section 9.04 A majority of members of such Committee present at any meeting thereof shall constitute a quorum.

Section 9.05 Standing Committees shall keep full records and accounts of their proceedings and transactions.

Section 9.06 A majority, of the members of the Standing Committee attending a committee meeting shall constitute a quorum and a vote of the majority present is required for purposes of conducting business.

Article X. MEETINGS

Section 10.01 Meetings of the Board of Directors:

- (a) An Annual Meeting of the Board of Directors shall take place at such time and on such date as may be specified by the Chairperson of the Board for purposes of consideration of reports, setting of dues for the upcoming year, election of Officers and for such other business as may be brought before the meeting.
- (b) Regular meetings of the Board of Directors shall be held at such times and places as the Board may specify.
- (c) Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, or any two members of the Board.

Section 10.02 Notice, Place of Meetings and Electronic Meetings

- (a) Unless otherwise required by the laws of the State of Ohio, written notice of the time and place of each meeting of the Board shall be given to each Director either by personal delivery or by U.S. mail, electronic mail, courier service or fax at least five (5) days before the meeting, which notice need not specify the purpose of the meeting.
- (b) Each Director shall furnish the Chairperson of the Board, if any, the Secretary or the President with a telephone number for receipt of fax, an electronic mail address for receipt of electronic mail and/or a U.S. postal address to which notices of meetings and other notices, or correspondence may be addressed. Each Director may specify in writing which forms of notice are preferred.
- (c) Unless otherwise required by the laws of the State of Ohio, meetings of the Board may be held at any place within or without the State. If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of Ohio. Except as otherwise required by the laws of the State of Ohio, meetings of the Board may be held through any communications equipment if all persons participating can hear each other, and participation in a meeting pursuant to this division shall constitute presence at such meeting.

Section 10.03 Action Without Meeting

- (a) Any action which may be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without such meeting by a writing or writings signed by all of the members of the Board or of such committee, as the case may be.
- (b) The writing or writings evidencing such action taken without a meeting shall be filed with the Recording Secretary and inserted by the same in the permanent records relating to meetings of the Board of Directors.

Section 10.04 Compensation: The Directors, as such, shall serve without compensation for their services, except that the Directors may be reimbursed for expenses of attendance. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 10.05 Annual Membership Meeting:

- (a) The annual membership meeting shall be conducted after the Annual Meeting of the Board.
- (b) All the Members in Good Standing present at a regularly scheduled meeting or the annual meeting shall constitute a quorum for the purposes of conducting business.
- (c) Any action must be approved by a majority of the Members in Good Standing attending a regularly scheduled meeting or the annual meeting, as required and a vote of the majority present is required for purposes of conducting business.

Section 10.06 Amendments: The Bylaws may be amended by a majority of members present at a regular meeting or a special meeting, either in person or virtually, called for the purpose of amending the Bylaws, provided that the proposed amendment is distributed to members at least two weeks ahead of the regular meeting or a special meeting called for the purpose of amending the Bylaws, and that the proposed amendment is read at the meeting. Upon motion and approval of a majority of members present, the reading aloud of the amendment may be dispensed with as unnecessary.

Article XI. CONFLICT OF INTEREST POLICY: The Conflict of Interest policy of the Organization is attached hereto as Appendix A.

Article XII. NON-DISCRIMINATION: The Worthington Area Art League Inc. shall not permit in the conduct of the Organization's affairs, any restriction or limitations whatsoever based upon race, color, creed, gender identity, sexual orientation, national origin, or employment status.

Article XIII. DISSOLUTION: Upon the dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all known liabilities of the Organization, distribute all of the assets of the Organization exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or to one or more organizations organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by the court of common pleas of the county in which the principal office of the Organization is then located, exclusively for the aforesaid purposes of the Organization, or to one or more organizations which are organized and operated exclusively for such purposes, as said court shall determine.

Article XIV. AMENDMENTS: These Bylaws may be amended or repealed:

- (a) by the members at a meeting held for that purpose by the affirmative vote of a majority of members present, if a quorum is present,

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- (b) by the affirmative vote of a majority of members by mail ballot or authorized communications equipment or
- (c) by unanimous written action of the members without a meeting.

APPENDIX A

CONFLICT OF INTEREST POLICY

Section 1.01 Purpose.

- The purpose of this Conflict of Interest policy is to protect the interests of the Worthington Area Art League Inc., an Ohio non-profit corporation (the "Organization") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Interested Person (as defined below) or might result in a possible EXCESS benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to non-profit, charitable, or other tax-exempt organizations.

Section 1.02 Definitions.

A conflict of interest may exist when the interests or concerns of any director, committee member, officer or staff member, or member of said person's immediate family, may be seen as competing with the interests or concerns of the Organization. It is the policy of the Organization that any known, possible conflict of interest be fully disclosed and addressed appropriately.

- (a) Interested Person. Any director, committee member, officer or staff member who has a direct or indirect financial interest, as defined herein, is an "Interested Person."
- (b) Financial Interest. A person has a "financial interest" if the person has, directly or indirectly, through business, investment or family:
 - (i) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, or
 - (ii) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. Under Section 6.02(b) below, a person who has a financial interest has a conflict of interest only if the Board of Directors or appropriate committee decides that a conflict of interest exists.

Section 1.03 Procedures.

- (a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence and nature and all material facts to the Board of Directors or committee members considering the proposed transaction or arrangement.
- (b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after discussion with the Interested Person, the Interested Person shall leave the Board or committee meeting while the determination of conflict of interest is discussed and determined. The remaining Board or committee members shall decide if a conflict of interest exists.
- (c) Procedures for Addressing Conflicts of Interest.
 - (i) An Interested Person may make a presentation at the Board or committee meeting, but after such presentation he or she shall leave the meeting during the discussion of, and the

- vote on, the proposed transaction or arrangement.
- (ii) The President or chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (iii) After exercising due diligence, the Board or committee shall determine whether the Organization can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - (iv) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest and the material facts are disclosed or known to the Board or the committee, the Board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is reasonably justified by the material facts and shall make its decision in good faith as to whether to enter into the transaction or arrangement in conformity with such determination pursuant to Section 1702.301 of the Ohio Revised Code.

Section 1.04 Violations of the Conflict of Interest Policy

- (a) If the Board or committee has reasonable cause to believe that an Interested Person has failed to disclose actual or potential conflict of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 1.05 Records of Proceedings.

The minutes of the Board and all committees with Board-delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed action or arrangement, and a record of any votes taken in connection therewith.

Section 1.06 Compensation.

- (a) A voting member of the Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to his or her compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to his or her compensation.
- (c) No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 1.07 Annual Statements.

A copy of the policy articulated in this Article shall be furnished to each director, committee member, Officer and staff member. Each new director, committee member, Officer and staff member shall be advised of the policy upon undertaking his or her respective duties. Each director, committee member, Officer and staff member shall annually sign a statement which affirms that such person:

- (a) Has received a copy of the Conflict of Interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands that the Organization is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 1.08 Periodic Reviews.

To ensure that the Organization operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining; and
- (b) Whether partnerships, joint ventures, and arrangements with management service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Organization's charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.

Section 1.09 Use of Outside Experts.

In conducting periodic reviews provided for herein, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.