

**Bylaws of the  
Northern Virginia Fine Arts Association**

(Adopted by the Board of Trustees on April 5, 1966 and amended on April 9, 1970; March 17, 1971; May 28, 1975; October 13, 1976; October 6, 1981; July 28, 1982; February 27, 1985; March 27, 1985; April 21, 1987; May, 1989; April 30, 2001; November 2, 2006; and June 12, 2007).

**Article I. NAME, OFFICES, AND REGISTERED AGENT**

1. **Name.** This charitable, educational and non-profit organization, chartered under and by virtue to Title 13.1, Chapter 2 of the 1950 Code of Virginia, as amended, shall be known as the Northern Virginia Fine Arts Association, sometimes hereinafter referred to as the "Association."
2. **Office.** The principal office of the Association, and such other offices as it may establish, shall be located at such place or places, either within or without Virginia, as may be designated by the Board of Trustees (hereinafter, the "Board" or "Trustees").
3. **Registered Agent.** The Corporation shall continuously maintain with Virginia a registered agent and registered office in compliance with Virginia NonStock Corporation Act.

**Article II. MEMBERSHIP**

1. **Membership.** Membership shall be upon an annual basis concurrent with the fiscal year of the Association. An individual shall be eligible for membership if

the individual: is eighteen (18) years of age or older; subscribes to the purposes of the Association; and pays his/her dues.

2. **Categories of Membership.** There shall be multiple categories of active memberships, as determined by the Membership Committee and approved by a majority of the Board. Regardless of category, each membership shall have one and only one vote. Honorary members of the Association may be elected by the Board, but such members shall not have any of the rights or privileges of active membership.
3. **Dues.** At a meeting of the Board of Trustees after the Annual Meeting but prior to June 30 of each year, the Board shall fix the amount of the annual dues for the following year.
4. **Removal of Members.** The Board may terminate the membership of any member for whatever reason it deems appropriate, but such action shall require the approval of three-fourths of the full Board.
5. **Payment to Members.** No part of the net earnings of the Association shall inure to the benefit of any member or Trustee without the approval of the majority of sitting Board. This limitation shall not apply to any employee of the Association that is also a member. The Association shall not devote any substantial part of its activity to attempting to influence legislation.
6. **Meetings of Members**
  - a. **Annual Meeting.** The Annual Meeting of members of the Association shall be held in the month of September on such day, at such hour, and in

such place as the Board may select.

- b. **Notice.** Not less than ten (10) and not more than fifty (50) days prior to the date selected for such meeting, written notice thereof shall be given by the Secretary to each member in good standing.
- c. **Regular Meetings.** In addition to the Annual Meeting, the members of the Association may hold regular meetings at such intervals as the membership may determine to be advisable or expedient.
- d. **Special Meetings.** Special meetings of the members may be called at any time by the President, and a special meeting of the members shall be called by the Secretary when at least 5% of the members in good standing shall request in writing. At least ten (10) days prior to such special meeting written notice shall be mailed to each member in good standing, setting forth the time and place and purpose of any such called meeting.
- e. **Quorum.** Members holding one-twentieth (1/20) of the votes entitled to be cast represented in person or by proxy shall constitute a quorum at any meeting of the membership.
- f. **Proxies.** Proxy votes must be in writing, signed by the member. Proxies may be faxed, scanned, or emailed. Copies are acceptable.
- g. **Chair.** The President of the Association shall chair meetings of the membership. In his or her absence the Vice President shall chair. If neither is available, another officer of the corporation shall chair. The Secretary of the Association shall cause to be kept a full record of the

proceedings at all such meetings.

- h. **Voting.** At any meeting of the membership, each membership present and in good standing shall have one vote. Every organization, association, institution, family or corporation which is a member of the Association shall have one vote, to be exercised through a designated representative present at the meeting.

### **Article III. BOARD OF TRUSTEES**

1. **General Powers.** Management and conduct of the affairs of the Association shall be vested in and controlled by its Board. The members of the Board shall be referred to as Trustees. The Board shall possess, and may exercise, any and all powers granted to the Association under the Virginia NonStock Corporation Act and under its Articles of Incorporation, subject to limitations set forth in said Articles and these Bylaws.
2. **Number and Term.** The number and term of office of the Trustees are set forth in the Articles of Incorporation and can only be changed by an amendment to those Articles. For convenient reference the pertinent provisions are as follows:
  - a. **Number:** The Board of Trustees shall consist of not more than fifteen (15) persons, and this number shall not be changed except by an amendment to the Articles of Incorporation. Trustees must be active members of the Corporation.

- b. **Election:** Trustees shall be elected by the members of the Association at the Annual Meeting each year.
- c. **Term:** Trustees shall serve three year terms unless they are elected for a shorter period to fill an unexpired term.
- d. **Un-expired Term.** If a Trustee is appointed to serve out an unexpired term, the Trustee shall remain eligible to be elected for an additional two consecutive terms.
- e. **Re-election:** A Trustee may be re-elected for a second term if two-thirds (2/3) of the Board recommends such re-election to the members.
- f. **Vacancies:** The Board of Trustees shall have the right to fill vacancies on the Board as they occur, but shall not have the right to increase the number of Trustees.
- g. **Removal.** Trustees who are absent from two meetings per year without adequate excuse may be removed from the Board if two-thirds (2/3) of the Board votes for such removal.
- h. **Compensation.** No compensation shall be paid to the Trustees for their services on the Board.

### 3. Meetings of the Board of Trustees

- a. **Meetings.** The Board of Trustees shall hold a meeting at least quarterly and shall hold such other meetings as it considers desirable. Reasonable notice of the meetings shall be given to all Trustees. The presence of a Trustee at a given meeting shall be considered a waiver by him of notice

of that particular meeting.

- b. **Quorum.** A majority of the Trustees shall constitute a quorum.
- c. **Special Meetings.** Special meetings of the Board of Trustees may be called by the President, and any two of the other Officers, or by one-third (1/3) or more of the Trustees themselves.
- d. **Participation.** A Board member may participate by phone if he can hear the entire proceedings of the meeting and a speaker phone is used so that he may be heard by the other Trustees.

#### **ARTICLE IV. OFFICERS**

1. **Officers.** There shall be a President, Vice President, Secretary, Treasurer, and such other Officers as the Board may from time to time appoint. The President may appoint assistant Officers from time to time.
2. **Election.** The members shall elect Officers at their Annual Meeting. One or more nominations for each of these Officers shall be proposed by the Nominating Committee, with the advice and concurrence of the Trustees and Trustees-elect who will serve on the Board at the time of the elections.
3. **Executive Director.** The Executive Director shall be selected and appointed by the Board for any term, at such salary, and on such other terms and condition of employment as the Board shall specify.
4. **Term.** All Officers shall hold offices for a term of one (1) year or until their successors are elected. Officers may hold office for more than one year.

Officers shall take office following the Annual Meeting of the membership.

5. **Unfulfilled Term.** In case of the death, disability, resignation or removal of any Officer, the Board of Trustees shall elect a successor to fill the unexpired term of such Officer.
6. **Duties.** Duties of the Officers shall be those common to similar organizations subject to the specific provisions set forth in this Section.
  - a. **President.** The President, or in his absence the Vice President, shall have the usual duties associated with that office, shall preside at all of the Board Meetings, shall exercise general supervision of the affairs of the Association, and shall enforce the provision of the Articles and the By-Laws. He shall be a member ex officio of all committees of the Board of Trustees except the Nominating Committee, and except such other committees.
  - b. **Vice President.** The Vice President shall perform the function and exercise the powers of the President in the event of the absence or disability of the President
  - c. **Secretary.** The Secretary shall keep the minutes of all meetings of the Board or the Executive Committee; keep all documents and records pertaining to the operation and activities of the Association; issue notices of all meetings; file all reports required pursuant to state or Federal law; and perform such other duties as the Board or the President may direct. The Secretary may delegate any of the foregoing duties to an Assistant

Secretary appointed in accordance with these Bylaws, or may carry out any of these duties through such staff or other agents as the Secretary deems appropriate.

- d. **Treasurer.** The Treasurer, or his delegate, shall keep accounts of all monies of the Association received or disbursed; he shall have custody of the books of the Association which shall be open at all times to inspection by the Board; he shall deposit all monies received in the name of and to the credit of the Association and in such banks or depositories as the Trustees shall designate; and he shall be empowered, along with the President and the Executive Director of the Association, to sign in the name of the Association such checks, drafts, and other instruments for the payment of money as may be directed by the Board of Trustees. He will provide periodic reports to the Board of Trustees of the financial standing of the Association. Under supervision of the President, and with the cooperation of the Board, the Treasurer shall oversee the work of the Finance Committee to draw up a budget for the Association and to monitor its use.

Nothing in the foregoing paragraph shall be construed as preventing the Board of Trustees from establishing special funds and appointing custodians and depositories for such funds as the exigencies of the Association may require or render convenient.

7. **Compensation.** The Officers shall not be entitled to any compensation for their services as Officers.

## **ARTICLE V. CHECKS AND CONTRACTS**

1. **Checks.** All checks or demands for money and notes of the Association shall be signed by such Officers, agents, or employees of the Association as the Board of Trustees may from time to time designate.
2. **Contracts.** Only those Officers, agents, or employees of the Association as the Board may from time to time designate shall be authorized to sign contracts for or otherwise obligate the Association.

## **ARTICLE VI. COMMITTEES**

1. **General.** The Association shall have Standing Committees consisting of an Executive Committee, a Finance Committee, an Endowment Advisory Committee, as well as a Nominating Committee and Ad Hoc Committees. All Committees shall have a Chair who, except for the Finance Committee Chair, shall be selected from among their number by the Board Chair. The Executive Director may be appointed a member ex-officio of any committees except the Nominating Committee.
2. **Appointment of Members.** The President shall recommend committee members for Board approval. If a committee member may not longer serve on the committee that he or she was originally appointed to, the President shall appoint a replacement member to fulfill the term in question.

### 3. **Standing Committees.**

- a. **Executive Committee.** The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer and one additional member. The additional member shall be recommended and appointed by the President with majority approval of the Board members then in office. The Executive Director shall serve as a non-voting member of the Executive Committee except in matters dealing with his or her employment, compensation, and/or performance evaluation. The Committee shall exercise the authority of the Board at such time as it is not in session, when prompt action is required and when it is not practicable to call the Board into session. The Committee's meetings shall be open to attendance by all Trustees except for any portion determined by unanimous vote to require an executive session. The Secretary shall prepare a summary of any actions taken and promptly distribute them to each Trustee. Executive Committee members shall serve for a one-year term.
  
- b. **Finance Committee.** The Finance Committee shall consist of at least four members. The Board Chair shall recommend and appoint, upon a vote of a majority of the Board members then in office, members to the Finance Committee. At least one member of the Finance Committee shall be a Trustee. The Chair of the Finance Committee shall be the Treasurer. Members of the committee shall serve for a one-year term.

- c. **Endowment Fund Advisory Committee.** The Endowment Fund shall be managed by a committee of five advisors who will make investment recommendations to the Board of Trustees. They shall consist of the President, the Treasurer, one other member of the Board, and two other persons appointed for two year terms by a majority vote of the Board. The Endowment Fund Advisory Committee is empowered to employ professional assistance.
4. **Nominating Committee.** Each year, not less than sixty (60) days prior to the Annual Meeting, the Board shall name a committee to nominate Trustees and Officers shall designate one Committee member to serve as Chairman. The Committee shall have five (5) members. Any active member of the Association, except the President, shall be eligible to serve on the Committee, but at least three (3) of the members of the Committee must be active members of the Association who are not then serving as Trustees. The function of the Nominating Committee shall be to nominate persons to serve as Officers and Trustees of the Association. The names of persons so nominated together with a brief biography of each shall be mailed to active members ten (10) days prior to the Annual Meeting for members.
5. **Ad Hoc Committees.** Other Committees may be established from time to time as needed by the Board. The President shall recommend and appoint, upon a vote of a majority of the Board members then in office, members to Ad Hoc Committees. Ad Hoc Committee members shall serve for one-year terms unless a different term is provided in the resolution establishing the committee.

## **ARTICLE VII. ENDOWMENT FUND**

1. **General.** There shall be a special Endowment Fund to be maintained separate and apart from the General Funds and monies belonging to the Association. The purpose of this fund shall be to receive gifts and bequests made to the Association and other monies for the purposes and projects of the Association.
  - a. **Investments.** The assets of the fund shall be invested in A-rated stocks and bonds, other insured interest generating funds, and certificates of deposit.
  - b. **Grants to the Association.** Grants from the Fund to the Association will be made from interest and dividends only and borrowing from or pledges against principal are prohibited. Restraints on Endowment use may be overridden by a vote of 80% of the membership at one special meeting called for that purpose, notwithstanding any other provision of the Articles or By-Laws.

## **ARTICLE VIII. FISCAL YEAR**

The Association shall operate on a fiscal year beginning July 1 and ending June 30.

## **ARTICLE IX. AMENDMENTS**

These By-Laws may be amended by a majority of the full Board of Trustees at any meeting provided that the proposed amendments to the By-Laws shall have been mailed

to Board Members not less than ten (10) days prior to the Board, meeting at which an amendment vote is to be taken with the exception of Article XIV.