

AMENDED AND RESTATED BYLAWS

of the

ROCKVILLE ART LEAGUE, INC.

A Nonprofit Corporation organized under
the General Laws of the State of Maryland

ARTICLE 1: PURPOSES

- 1.1 **GENERAL PURPOSES:** The purposes of the Rockville Art League (herein “RAL”) shall be as stated in the Articles of Incorporation and shall include the development of selected fine arts in the Rockville, Maryland area by means of educational activities, exhibits, seminars and demonstrations, and other activities permitted to the RAL as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code or any successor thereto.
- 1.2 **POLITICAL ACTIVITY RESTRICTION:** The RAL shall not have as a purpose, nor carry on, any substantial political propagandizing or any attempt to influence legislation, except as specifically permitted by the Internal Revenue Code. Nor shall the RAL carry on any political campaigning on behalf of a candidate for political office.

ARTICLE 2: MEMBERSHIP

- 2.1 **REGULAR MEMBERS:** The regular membership of the RAL shall be made up of persons over the age of eighteen (18) who have fulfilled the dues requirements of these Bylaws and completed an application, the form of which shall be determined by the Board of Directors (herein “the Board”).
 - 2.1.1 **PRIVILEGES OF MEMBERS:** Every regular member not in default of his or her dues shall have the right to attend all regular and special meetings of the membership, speak to and vote on all matters properly before the membership under the Bylaws or the Articles of Incorporation, enter competitions and exhibits limited to members in accordance with the rules established for such competitions and exhibits, and be eligible to hold office in the RAL upon nomination and election or appointment thereto in accordance with the Bylaws.
 - 2.1.2 **TERMINATION:** A regular membership in the RAL shall be terminated by death or resignation of the member, or by default in dues extending past the time specified in the Bylaws. A regular member may also be terminated by action of the Board upon two-thirds concurring vote of the full membership thereof, after consultation with legal counsel, following notice and an opportunity for the member to be heard in the matter. All records concerning termination by the Board shall be confidential.

- 2.3 HONORARY MEMBERS: The Board may elect persons to honorary membership in the RAL, based on such persons having made a contribution to the arts activities in the area or through distinguished accomplishments in the arts.
- 2.3.1 Any five members of the RAL may nominate a person for honorary membership by petition in writing to the Board, stating the reasons for such nomination. Upon receipt of such nomination, the Board shall examine the nomination and make its determination. If the Board agrees to extend an honorary membership, the prospective honorary member shall be contacted to ascertain his or her willingness to accept the honor. If the honorary membership is accepted, the name of the new honorary member shall be announced at the next regular meeting of the RAL. All proceedings concerning honorary membership shall remain confidential.
- 2.3.2 An honorary member shall have the right to attend any regular or special meeting of the membership of the RAL, to speak at any such meeting upon invitation by the President or the presiding officer, to serve on committees of the RAL in an advisory capacity only, to enter membership competitions and exhibits upon invitation of the Board, but shall not have the right to vote or hold office in the RAL.
- 2.3.3 An honorary membership shall be terminated by the death or resignation of the honorary member and may be terminated by action of the Board upon two-thirds concurring vote of the full membership thereof, after consultation with legal counsel, following notices and an opportunity for the honorary member to be heard in the matter. All proceedings concerning termination by the Board shall be confidential.

ARTICLE 3: DUES AND ASSESSMENTS

- 3.1 DUES: The Board of Directors shall establish prospectively the amount of dues payable on an annual basis by regular members. There shall be no retroactive dues increases or refunds of dues.
- 3.2 ASSESSMENTS: The membership may, by two-thirds concurring vote of those present and eligible to vote at a regular meeting or at a special meeting called therefore, levy an assessment for a stated purpose or purposes of the membership, not to exceed 100% of the annual dues. Notice of such assessment, including a statement of the due date, shall be mailed to the membership. Any balance of assessments remaining after the accomplishment of the stated purpose, or upon a Board determination of the impossibility or impracticality of accomplishing such purpose in whole or in part, shall be allocated to another activity within the purposes of the RAL by the Board.

3.3 EXEMPTIONS AND WAIVERS

3.3.1 No dues or assessments shall be charged to honorary members.

3.3.2 The Board may, on a case by case basis, waive all or part of a member's dues or assessments for any year for good cause.

3.4 DUES DATES AND DEFAULTS:

3.4.1 NOTICE: Notice of the amount of the dues for the upcoming year shall be sent to each member prior to the due date for such dues.

3.4.2 The due date for annual dues shall be September 1, unless otherwise specified by the Board and the membership notified. Any member not paying his or her dues obligation by that date shall be in default and shall be automatically suspended without notice from all rights and privileges in the RAL pending automatic termination of membership without notice one calendar month from the due date if the dues are still outstanding or have not been waived.

3.4.3 Nonpayment of any assessment as of the due date thereof shall result in the automatic suspension without notice of the defaulting member from all rights and privileges in the RAL pending automatic termination without notice one calendar month from the due date if the amount of the assessment is still outstanding or has not been fully waived.

ARTICLE 4: MEMBERSHIP MEETINGS

4.1 REGULAR MEETINGS: Regular meetings of the membership of the RAL shall be held in accordance with a schedule of dates, times, and places determined by the Board, which shall be sent to the membership or announced in the newsletter.

4.1.1 NUMBER OF MEETINGS: There shall be a minimum of six (6) regular membership meetings scheduled per year, one of which shall be scheduled in May.

4.1.2 CHANGES WITH NOTICE: The Board may change the date, time, or place of any regular membership meeting upon notifying the membership at least 10 days prior to the scheduled meeting.

4.1.3 CHANGES WITHOUT NOTICE: Without regard to the 10 day notice requirement, the President may cancel, reschedule or change the place of any membership meeting when such change is necessitated by inclement weather or other causes beyond the reasonable control of the RAL that arise or become apparent within 10 days of the scheduled meeting. Members shall be sent notice

of the new date, time, and place of any meeting rescheduled for causes reasonably beyond the control at least five (5) days prior to such rescheduled meeting.

- 4.2 ANNUAL MEETING: The annual meeting of the membership of the RAL shall be the regular meeting in May. One of the purposes of such meeting shall be the election of officers and directors to fill vacancies to be created by the expiration of terms. If the annual meeting cannot be held as scheduled, it shall be rescheduled as soon as possible after notice as set forth in Section 4.1, above.
- 4.3 SPECIAL MEETING: Special meetings of the membership may be called by the President, the Board, or upon written petition directed to the President containing the purpose or purposes for which the meeting is to be held and signed by not less than 10 percent of the members eligible to vote on the date that the petition is transmitted to the President. Each member shall be notified of any special meeting, including a statement of the purposes thereof, at least ten (10) days prior to the meeting. The business at a special meeting shall be limited to the announced purposes. Special meetings may be rescheduled in accordance with the procedures set forth in Section 4.1 above. Special meetings may be canceled by the President but only with the written concurrence of the person or persons requesting the meeting if such meeting is not called by the President.
- 4.4 QUORUM: A quorum for any meeting of the membership at which business is transacted shall be the greater of ten (10) members or five percent (5%) of the members eligible to vote, provided that a quorum shall not be had unless at least two officers of the RAL are present. Once a quorum is obtained, business may be conducted despite the withdrawal of any person making up the quorum. No quorum shall be necessary to adjourn a meeting for absence of a quorum. Any meeting adjourned for absence of a quorum may be rescheduled by the Board at its option, provided that any annual meeting so adjourned shall be rescheduled by the Board, which shall accomplish the rescheduling in accordance with Section 4.1 hereof.

ARTICLE 5: THE BOARD

- 5.1 MANAGEMENT POWERS VESTED: Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the RAL shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors (herein "The Board"). Non-delegable powers of the Board are the following: any powers relating to election of officers or directors; increasing or decreasing the size of the Board; creating honorary members; terminating membership; amending of the Rules of the Board or other written rules of the organization; amending the Bylaws or the Articles of Incorporation; removing officers or directors; granting of indemnification to any person; adopting the budget or amending the budget or any line item thereof by an amount in excess of ten percent (10%) of the whole budget or the relevant line item per year; acting on any other matter requiring two-thirds concurring vote of the Board under these Bylaws; or any matter required by the Law of Maryland to be acted upon by the full Board.

- 5.2 SEATS: The Board of Directors shall be made up of the officers of the RAL specifically named in Section 6.1 hereof (“named officers”), the past president, the chairpersons of the standing committees, and other directors as authorized by the Board under Section hereof.
- 5.2.1 INCREASE OR DECREASE IN SEATS: The Board of Directors may, by concurring vote of two thirds of the total number of Board seats, increase the number of directors up to twenty-one (21) and, by the same procedure may decrease the number of Board seats down to the minimum necessary to accommodate the named officers, chairpersons, and the past president. There shall always be an odd number of seats on the Board. No Director shall be deprived of his or her seat for the term for which he or she was elected or appointed as a result of a decrease.
- 5.3 VACANCIES: Vacancies on the Board, including newly created seats, with the exception of the President and the President Elect, shall be filled for the remainder of the vacant term by appointment of the President. A vacancy in the office of President shall be filled by the President Elect. A vacancy in the position of President Elect may be filled, on an interim basis, by appointment of the President in order to provide assistance to the President. But such person shall not succeed to the Presidency as a result of this interim service. Nevertheless, he or she shall be qualified to serve a full term as President Elect or President if subsequently elected to that position by the membership. Finally, the President may fill a vacancy in the directorship of the past president only with a person who has served as president of the organization.
- 5.4 REMOVAL OF A BOARD MEMBER: The Board, by a two-thirds majority vote at a regular or special meeting of the Board, may remove any director with cause and declare the seat vacant, provided that notice of the Board meeting at which such action is proposed states that such removal would be considered and also provided that the director is given notice and an opportunity to answer the charges against him or her at such meeting.
- 5.5 MEETINGS OF THE BOARD
- 5.5.1 REGULAR MEETINGS OF THE BOARD: No less than six regular meetings of the Board shall be scheduled during the fiscal year. There shall be no more than one regular meeting in any thirty day period. The President shall determine the date, time, and place of such meetings.
- 5.5.2 SPECIAL MEETING OF THE BOARD: A special meeting of the Board may be called by the President or shall be called promptly upon written petition of any (5) Board members stating the purpose for which the meeting is to be called. Business at special meetings is limited to the purposes stated in the notice of such meeting. The President shall determine the date, time, and place for special meetings. The President may reschedule a special meeting for cause, but shall not

cancel a special meeting without the written concurrence of the persons requesting the meeting if such meeting was not called by the President.

- 5.5.3 NOTICE OF MEETINGS: All directors shall be notified of regular and special Board meetings at least five (5) days prior to the meeting. Notices of special meetings shall state the purpose for which the meeting is called. Defects in the notice or failure to receive notice shall not render void or voidable any action of the Board at the affected meeting in the event that a written waiver of proper notice is obtained from each Board member.
- 5.5.4 CONFERENCE CALL AUTHORIZED: Meetings of the Board or any committee thereof may be held by conference call or by any other method provided that each Board member participating may hear and be heard by all other participants in the meeting.
- 5.5.5 QUORUM: A simple majority of the total number of Board seats shall constitute a quorum. No quorum shall be necessary to adjourn a meeting for absence of a quorum. Once a quorum is obtained, business may be conducted despite the withdrawal of any person making up the quorum. The president may elect to reschedule any meeting at which a quorum is not obtained.

5.6 COMMITTEES OF THE BOARD

- 5.6.1 EXECUTIVE COMMITTEE: The Board shall have an Executive Committee made up of the named officers, which shall be authorized to exercise any power of the Board as if exercised by the Board itself, during the interval between Board meetings, except the non-delegated powers of the Board. The President is the Chairman of the Executive Committee.
 - 5.6.2 STANDING COMMITTEES: There shall be no standing committees of the Board other than the Executive Committee.
 - 5.6.3 *AD HOC* COMMITTEES OF THE BOARD: The Board may establish by resolution setting forth the purpose or purposes thereof *ad hoc* committees of itself for periods not to exceed one year. Such committees shall be advisory in nature and shall not exercise any of the powers of the Board except as specifically authorized in the resolution creating the committee. The membership of such committees is limited to directors. The President shall appoint the Chairperson and members of *ad hoc* committees of the Board.
- 5.7 RULES: The Board is authorized to establish Rules of the Board for the administration of the organization, the Board, and committees. Nothing in the Rules of the Board shall contradict any of the terms and provisions of the Articles of Incorporation or the Bylaws.

ARTICLE 6: OFFICERS

- 6.1 NAMED OFFICERS: The named officers of the RAL are the President, President Elect, Treasurer, Secretary, First Vice President, Second Vice President, the Editor, and the Liaison Officer. Named officers are *ex officio* directors.
- 6.1.1 PRESIDENT: The President is responsible for carrying out the programs and policies established by the Board, is authorized to sign all contracts authorized by the Board, is authorized to speak for and represent the RAL, and is authorized to make appointments to all appointive offices except as otherwise provided herein. The President shall keep the original or a conformed copy of the Articles of Incorporation and Bylaws, as amended to date, and all earlier versions thereof; other organizational documents and governing instruments; records of any tax exemptions, licenses and permits except as these may be given by the President into the custody of the Treasurer; contracts and affiliation agreements to which the RAL is a party; and other valuable papers of the RAL. The President may remove any appointed officer and declare the office vacant. The President is authorized to perform all other duties usual and incidental to the office.
- 6.1.2 PRESIDENT ELECT: The President Elect shall exercise the powers of the President in the absence or disability of the President. The President Elect shall assist the President in such matters as shall be designated by the President. The President Elect shall succeed to the office of President upon a vacancy in that office. The President Elect who succeeds to the office of President shall remain President for a full term following the term in which he or she succeeds.
- 6.1.3 FIRST VICE PRESIDENT: The First Vice President shall have charge of the administration of all membership, small group, individual and public entrant shows of the RAL as such shows may be authorized by the Board, except such shows presented in conjunction with or in cooperation with other organizations. The Vice President may delegate the administration of any show or group of shows to any member of the RAL, provided that such member shall report periodically to the First Vice President on the status of the relevant shows and provided that such person shall not be authorized to make any expenditures of funds in aid of such shows without the consent of the First Vice President. The First Vice President or his delegate administrator may establish *ad hoc* committees of the membership and recruit individual members to assist with these shows.
- 6.1.4 SECOND VICE PRESIDENT: The Second Vice President shall have charge of the administration of all individual and small shows of the RAL given in conjunction or in cooperation with other organizations as such shows may be authorized by the Board. The Second Vice President may delegate the administration of any show or group of shows to any member of the RAL, provided that such member shall report periodically to the Second Vice President

on the status of the relevant shows and provided that such person shall not be authorized to make any expenditures of funds in aid of such shows without the consent of the Second Vice President. The Second Vice President or his delegate administrator may establish *ad hoc* committees of the membership and recruit individual members to assist in these shows.

- 6.1.5 TREASURER: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the RAL, which shall at all times be open to inspection by any director. *The Treasurer shall develop the annual budget for presentation to the Board. *The Treasurer shall keep records of all dues and contributions made to the RAL, shall promptly deposit or invest all monies and all other valuables in the name and to the credit of the RAL with such institutions as may be designated by the Board, and shall not permit any of the funds of the RAL to be co-mingled with his or her own funds or those of any other organization. *The Treasurer shall, together with the President and other directors as may be determined by the Board, the Executive Committee or the President, sign all notes and evidence of indebtedness on behalf of the RAL. *The Treasurer shall disburse the funds of the RAL as may be properly authorized by the Board or the Executive Committee, shall render an account to the Board of all financial transactions as Treasurer and the financial condition of the RAL annually, quarterly, and upon the request of the Board, the Executive Committee or the President. *The Treasurer shall not authorize any person to sign an order, statement, check, or other financial instrument that requires the signature of the Treasurer, except as specifically authorized by the Board. *The Treasurer shall prepare or have prepared any tax returns or other reports to governmental authorities concerning finances as may be required by law or by the Board. *The Treasurer shall delegate the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of the RAL, the making of any attestation or certification or the signing of any document required by its terms to be given or signed by the Treasurer. *The Treasurer shall make a report to the membership either at the annual meeting of the members or in the newsletter before the annual meeting. *The Treasurer shall perform all other duties usual and incidental to the office. *Whenever an individual relinquishes the office of Treasurer, the outgoing Treasurer shall turn over all records in his or her possession and kept in the course of his service as Treasurer to the successor in the office; and the successor shall give a receipt for same to the outgoing Treasurer. Unless waived by affirmative vote of two thirds of the entire Board, such records shall be examined at that time. Such examination may be in the form of an audit by an independent certified public accountant if authorized by the Board, but otherwise shall take the form of a thorough review by the incoming Treasurer and at least one other person (not to be the outgoing Treasurer) appointed by and reporting to the Board for such purpose. *Nothing herein shall limit the authority of the Board to authorize an audit or review of the financial records at any other time.

- 6.1.6 SECRETARY: The Secretary shall conduct correspondence of the RAL as directed by the Board. The Secretary shall be responsible for giving required notices under the Articles, these Bylaws, or applicable law. The Secretary shall keep or cause to be kept a book of minutes of all meetings of the RAL and of the Board and the Executive Committee. The Secretary shall be responsible for making any attestations or certifications required of the RAL secretary. The Secretary shall be responsible for preparing the supporting documents for each meeting of the Board and the Executive Committee. The Secretary may delegate to an assistant the actual performance of any or all duties as secretary, but shall not delegate the making of any attestation or certification or the signing of any document required by its terms to be given or signed by the Secretary. The Secretary shall perform all other duties usual and incidental to the office.
- 6.1.7 EDITOR: The Editor shall have charge of all of the publications of the RAL, and shall publish at least six times a year and send to the membership a newsletter containing news of the organization, official notices, and other material of interest to the RAL. The Editor may appoint ad hoc committees of the membership to assist in the publication of the newsletter and any other publication of the RAL.
- 6.1.8 LIAISON OFFICER: The Liaison Officer shall be a resident of the City of Rockville and shall act as liaison between the RAL and the City.
- 6.2 OTHER OFFICERS: The Board may create such other offices as the Board may establish by two-thirds vote of the full number of seats on the Board. Officers created by action of the Board are not *ex officio* directors.
- 6.3 OFFICERS *PRO TEM*: In the event that an officer is absent or becomes incapacitated or is otherwise unable to perform the functions of the office, the Board or the Executive Committee may appoint an officer *pro tem* to serve until such time as the officer is able to resume his or her duties or until the officer resigns, is disqualified, or is removed from office.
- 6.4 ELECTION: With the exception of the President, the Liaison Officer and the Editor, all offices shall be elective. Election shall be by majority vote of the membership present and voting at the annual meeting. The incoming President shall appoint the Liaison Officer and the Editor. The Presidency is filled by succession of the President Elect except if there be no President Elect eligible to succeed, in which case the office of President is filled by election of the membership at the annual meeting or at a special meeting of the membership called therefor.
- 6.5 TERM: The term of the officers of the RAL is two years. An individual may not hold the offices of Treasurer and President simultaneously. The Treasurer, Editor and Liaison Officer may serve an unlimited number of successive terms. Other officers, except the President and the President Elect, are eligible to serve one successive full term. The President and the President Elect are not eligible to serve successive terms, provided that

should the President Elect be unable to succeed to the Presidency or should the office of President Elect be vacant, the President will be eligible for election to a second term as President.

ARTICLE 7: GENERAL COMMITTEES

- 7.1 **STANDING COMMITTEES:** The standing committees of the RAL are the Membership Committee, the Publicity Committee, the Communication Committee, the Hospitality Committee, and the Program Committee. The chairmen of these committees shall be appointed by the President for one year terms and shall be *ex officio* directors. Vacancies shall be filled in the same manner as vacancies in office. The membership of each committee may vary in number from year to year and shall be appointed to one year terms by the incoming chairman with the concurrence of the President. Standing Committee chairmen and committee members may succeed themselves without limitation on number of years of service. No individual may chair more than one standing committee.
- 7.1.1 **MEMBERSHIP COMMITTEE:** The Membership Committee shall conduct membership campaigns and otherwise solicit new and renewed members. The chairman shall receive all dues and promptly transmit them to the Treasurer. The chairman shall keep an up to date membership list and a list of members in default of dues. The membership chairman shall submit to the board, by December 31, the names of all members delinquent in dues or assessments.
- 7.1.2 **PUBLICITY COMMITTEE:** The Publicity Committee shall arrange for communications to the general public and segments thereof concerning shows and other activities of the RAL.
- 7.1.3 **COMMUNICATION COMMITTEE:** The Communication Committee shall be organized to contact the membership as directed by the Board or the President, concerning meetings, special events, and other items of interest to the membership.
- 7.1.4 **HOSPITALITY COMMITTEE:** The Hospitality Committee shall welcome new members and guests at RAL functions and arrange for and serve refreshments as requested.
- 7.1.5 **PROGRAM COMMITTEE:** The Program Committee shall arrange for lecturers, demonstrations, educational activities, and other events of interest to the membership. The Program Committee shall be responsible for programs at regular meetings and for special programs authorized by the Board.
- 7.2 **AD HOC COMMITTEES:** The Board may establish such *ad hoc* committees as it deems necessary for limited terms and for limited purposes. Further, any committee which specifically may be established by an officer under these bylaws shall be considered an

ad hoc committee as if authorized by the Board. Except with respect to *ad hoc* committees which officers are specifically authorized to appoint in these bylaws, the President shall appoint the chairman of each *ad hoc* committee. The chairman, with the concurrence of the President shall appoint the membership of his or her *ad hoc* committee. Chairmen of *ad hoc* committees are not *ex officio* directors.

- 7.3 LIMITATION OF POWERS: No general committee shall have any authority to take any action not within the scope of the committee authorization in these bylaws or in the resolution of the Board creating the committee. No general committee shall be authorized to exercise any power specifically required to be exercised by the Board or the Executive Committee under the Articles of Incorporation, these Bylaws, or the laws of the State of Maryland.

ARTICLE 8: FINANCIAL OPERATIONS

- 8.1 OPERATING BUDGET: The Board shall adopt an annual operating budget prior to the beginning of each fiscal year. The Board shall make appropriations from such budget by resolution.
- 8.2 RESERVE AND RESTRICTED FUNDS
- 8.2.1 RESERVE FUNDS: The Board may authorize the retention of a designated portion or percentage of receipts in corporate reserve funds. Appropriations from such restricted funds may be authorized only by or pursuant to a specific resolution of the Board.
- 8.2.2 RESTRICTED FUNDS: The Board may establish restricted funds or accept restricted gifts, provided that the restrictions are consistent with the purposes of the RAL. Appropriations from such restricted funds may be authorized only by or pursuant to a specific resolution of the Board.
- 8.2.3 MANAGEMENT OF RESERVE AND RESTRICTED FUNDS: Reserve funds and restricted funds may be invested for such period of time and at such rate of interest as the Board considers prudent. The Board may retain an outside financial manager or advisor to advise on, manage, invest and reinvest such funds.
- 8.3 APPROPRIATIONS, EXPENDITURES, CONTRACTS: Except in the case of Reserve Funds and Restricted Funds, no appropriations, expenditures or contractual commitments may be made in excess of the operating budget. No contractual commitments involving obligations for payment lasting in excess of one year may be entered into without the specific consent of the Board and without a reasonable expectation of being able to cover the commitment in the future.
- 8.4 LIMITATION ON EXPENDITURES: Notwithstanding anything stated elsewhere in these bylaws, no expenditures in excess of available resources shall be made.

8.5 FISCAL YEAR: The fiscal year of the Rockville Art League commences January 1 and ends December 31.

ARTICLE 9: GENERAL

9.1 SCHOLARSHIPS, GIFTS, GRANTS, AND AWARDS: The Board shall authorize by specific resolution the granting of all scholarships, gifts and grants. Financial awards made by the RAL shall also be by specific resolution unless made in connection with a general appropriation for a specific show.

9.2 SOLICITATION: In furtherance of the purposes of the RAL, the Board may, either directly or through its officers, directors, employees and any agents specifically so designated by the Board, solicit contributions, gifts, grants of money or property, devises or bequests from RAL members, outside organizations and their members, and the public. Any solicitation program or concerted solicitation efforts (excluding membership drives or other activities designed to promote increased membership that are authorized to be undertaken under the auspices of the Membership Committee) must be approved by the Board.

9.3 ACCEPTANCE OF CONTRIBUTIONS: The RAL shall not solicit or accept any contribution, gift, or grant, including any devise or bequest, the acceptance or administration of which, in the Board's opinion, would be burdensome to the RAL or which would imperil the tax exempt status of the RAL under the Internal Revenue Code, the Maryland Code, or other applicable laws.

9.4 COMPENSATION PROHIBITED: The RAL may not establish or pay compensation to its members or any other person for serving as directors or officers of the RAL. The RAL shall not make any loan of money or property to, or guarantee the obligation of any director, officer or member, other than as provided in these Bylaws. The Board may provide that directors, officers and members be reimbursed for reasonable and actual expenses incurred while acting on behalf of the RAL. In addition, the RAL may advance money to a director, officer or member for expenses reasonably anticipated to be incurred in the performance of his or her duties; provided that that amount of the advance has been approved by the Board and such expenses are subsequently accounted for by the individual. Nothing in this Section shall preclude payment of reasonable salaries or fees for professional services rendered to the RAL.

9.5 GENERAL PROCEDURES

9.5.1 MAJORITY RULE: Unless otherwise provided in these bylaws or the Articles of Incorporation, or the laws of the State of Maryland, all votes at meetings of the membership, any committee, or the Board shall be by majority vote of those present.

- 9.5.2 PARLIAMENTARY AUTHORITY: The rules contained in *Robert's Rules of Order Newly Revised* shall supplement the rules and regulations adopted by the Board for its governance, insofar as they do not conflict with the Articles, these Bylaws, the Maryland Code, or any other applicable law.
- 9.5.3 NOTICE: Any notice required to be given shall be considered to be properly given if sent to the postal or electronic address on record with the Membership Chairman. Notice shall also be considered properly given if published in the Newsletter of the RAL sent to an address on record with the Editor within the specified time periods for giving notice.
- 9.6 ENDORSEMENTS: The RAL shall not authorize nor permit its name to be used to assert or imply an endorsement of any particular product or service of a third party; provided, however, that the RAL may co-sponsor events, projects, scholarships, grants and awards or other activities with other organizations that are consistent with RAL's purposes.
- 9.7 AFFILIATIONS: The RAL may establish affiliations with any other nonprofit or governmental organization with similar purposes and objectives. The terms and duration of any such affiliation shall be established in a written agreement approved by the Board, and shall be subject to the limitations of these Bylaws.
- 9.8 STANDARD OF CARE: Directors, officers, employees and others charged with responsibility for administering the affairs and property of the RAL shall exercise those responsibilities with that degree of diligence, prudence and good faith which is normally required of individuals in like positions. They shall be entitled to rely on the written advice and reports of officers and others to whom specific responsibilities have been entrusted, as long as such reliance is reasonable under the circumstances.
- 9.9 LIABILITY TO RAL AND INDEMNIFICATION: No officer or director of the RAL shall be held personally liable to the RAL for any act carried out on behalf of the RAL in accordance with the standard of care in Section 9.8. The RAL may, by two thirds concurring vote of the total number of directors, indemnify any officer, director or member against any liabilities he or she may incur to any third person, including reasonable attorneys fees and costs and amounts reasonably paid in settlement, as a result of his or her service to the RAL, to the extent permitted by the laws of Maryland and to the extent the act or omission that gave rise to the liability was done or made in accordance with the standard of care in Section 9.8. Nothing herein shall relieve any such person from liability nor authorize indemnification for willful misconduct, for self-dealing to the detriment of the RAL, or for willful and intentional criminal acts.
- 9.10 INSURANCE: The Board is authorized to procure insurance in such amounts and of such type as it shall deem adequate for the protection of the RAL, including, but not limited to, director and officer liability insurance without regard to whether or not the RAL has the right to indemnify its directors, officers, members or employees.

- 9.11 FIDELITY BONDS: The Board may require a fidelity bond in favor of the RAL from any director, officer, member, employee, or agent of the RAL in an amount fixed by the Board and issued by a surety company satisfactory to the Board to secure faithful performance of that person's duties and to compensate the RAL for any loss occasioned by lack of faithful performance.
- 9.12 EMPLOYEES: The RAL may from time to time hire paid employees to assist in carrying out its purposes.
- 9.13 COUNSEL: The Board is authorized to retain legal counsel for the RAL.
- 9.14 PRINCIPAL OFFICE: The principal office of the RAL is 2320 Pinneberg Ave., Rockville, 20851, or such other location as the Board shall register with the State of Maryland.
- 9.15 AMENDMENTS AND INTERPRETATIONS
- 9.15.1 AUTHORITY TO AMEND: The Articles or these Bylaws may be amended, repealed or restated upon affirmative vote of two-thirds of the members present and voting at a regular or special meeting, upon thirty days prior written notice to each member of such meeting, setting forth the general purpose of the proposal.
- 9.15.2 LIMITED AUTHORITY TO AMEND: The Secretary, subject to the approval of the Board, is authorized to retitle, renumber, and make clerical corrections to these Bylaws as necessary, without changing the intent hereof.
- 9.15.3 INTERPRETATION: The Board shall interpret these Bylaws.
- 9.16 DISSOLUTION: The RAL shall not be dissolved, nor substantially all of its assets sold, unless three fourths of the total number of regular members not in default consent to the dissolution or the sale. The voting on this matter may be by mail ballot. Upon dissolution, no part of the property or assets of RAL shall inure to any director, officer or member of the RAL, but shall be distributed for such purposes as permitted under the Articles of Incorporation and the Internal Revenue Code for exempt organizations under Section 501(c)(3) or any successor thereto.

ADOPTED BY VOTE OF THE MEMBERSHIP OF THE ROCKVILLE ART LEAGUE AT ITS

MEETING OF **October 4, 2012**, IN ACCORDANCE WITH THE ARTICLES OF

INCORPORATION AND BYLAWS.