

BY LAWS
OF
ARTISTS ARCHIVES OF THE WESTERN RESERVE, INC.

ARTICLE I

Members

- A. **Qualification.** The Members of this Corporation shall consist of professional artists in the field of the visual arts according to the criteria determined by its Board of Directors. It shall also consist of non-artists who are interested in the activities of this Corporation. Individuals shall be eligible for Membership in accordance with the procedures established by the Board of Directors, including payment of dues.
- B. **Annual Meetings.** The Annual Meeting of Members shall be held at such time and on such date within the first five months of each fiscal year (commencing in 1995) as may be fixed by the Board of Directors and stated in the notice of the meeting for the consideration of reports to be laid before such meeting and the transaction of such other business as may properly come before the meeting.
- C. **Special Meetings.** Special Meetings of Members shall be called upon the written request of the President, by the Directors by action at a meeting, by a majority of the Directors acting without a meeting, or by twenty-five percent (25%) of the Members of the Corporation entitled to vote thereat. Calls for such meetings shall specify the purposes thereof. No business other than that specified in the call shall be considered at any Special Meeting.
- D. **Notice of Meetings.** Unless waived, written notice of each Annual or Special Meeting stating the date, time, place and purposes thereof shall be given by personal delivery or by mail to each Member entitled to vote at the meeting, not more than sixty (60) days nor less than ten (10) days before any such meeting. If mailed, such notice shall be directed to the Member at his or her address as the same appears upon the records of the Corporation. Notice shall be deemed waived by any member who shall participate in such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice and any Member may, either before or after any meeting, waive any notice required to be given by law or under these By Laws.
- E. **Place of Meetings.** Meetings of Members shall be held at the principal office of the Corporation unless the Board of Directors determines that a meeting shall be held at some other place within or without the State of Ohio and causes the notice thereof to so state.
- F. **Voting.** For purposes of voting on any matter properly submitted to the Members for their vote, consent, waiver, release or other actions, each Member shall have (1) vote. Any Member may be represented at any meeting by a proxy or proxies

appointed in writing signed by such Member. Voting at elections and votes on other matters may be conducted by mail.

G. Quorum. A majority of the whole authorized number of Members present in person or by proxy shall constitute a quorum for the transaction of business at the meeting. A majority of the Members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time until a quorum shall be present.

H. Action Without Meeting. Any action which may be taken at any meeting of Members may be taken without such meeting by a writing or writings signed by 51% of the Members. The writing or writings shall evidencing such action taken without a meeting shall be filed with the secretary of the Corporation and inserted by the secretary of the Corporation in the permanent records relating to meetings of Members.

ARTICLE II

Board of Directors

A. Number, Election and Term of Office of the Board of Directors. The number of Directors shall be not less than 3 nor more than twenty-one and shall be determined by the Board of Directors from time to time. The Board of Directors shall consist of at least a simple majority of Artist Directors and a minority of Non-artist Directors. All Directors shall have the right to vote on all issues, except that only Artist Directors may vote on consideration of artists for admission to the Archives.

B. Three Classes of Directors. The Board of Directors shall be divided into three classes as equal in number as possible. The election shall be staggered so that approximately one-third of the total Board shall be elected each year. Directors shall be elected for three-year terms. Each Director is eligible to be elected to two consecutive terms, but may hold office for up to one year thereafter until his or her successor is elected and qualified. A Director is eligible to be re-elected to the Board after an absence of one year. All Directors shall be elected at the annual meeting of the general Membership but when the Annual Meeting is not held or Directors are not elected thereat, they may be elected at a Special Meeting called and held for that purpose.

C. Removal or Resignation. Any Director may by notice in writing to the Board, resign at any time. Any Director elected by the Members may be removed from office by the Members without cause. Any Director may be removed by the remaining Directors without cause.

D. Vacancies. Director vacancies may be filled by majority vote of the remaining Directors until such Directors are officially elected by the general Membership at any meeting for that purpose. Any Directors elected at any such meeting of Members shall serve until the next election of Directors and until their successors are elected and qualified.

E. Quorum and Transaction of Business. A majority of the whole authorized number of Directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

F. Annual Meeting. Annual Meetings of the Board of Directors shall be held immediately following the Annual Meetings of Members or as soon thereafter as is practicable. If no Annual Meeting of Members is held, the Annual Meeting of the Board of Directors shall be held immediately following any Special Meeting of Members or as soon thereafter as is practicable.

G. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places, within or without the State of Ohio, as the Board of Directors may, by resolution, from time to time determine. The secretary shall give notice of each such resolution to any Director who was not present at the time the same was adopted, but no further notice of such regular meeting need be given.

H. Special Meetings. Special Meetings of the Board of Directors may be called by the president, any Vice President or any two members of the Board, and shall be held at such times and places, within or without the State of Ohio, as may be specified in such call.

I. Notice of Annual or Special Meetings. Notice of the time and place of each Annual or Special Meeting shall be given to each Director by the Secretary or by the person or persons calling such meeting. Such notice need not specify the purpose or purposes of the meeting and may be given in any manner or method, provided it is given at such time so that the Director receiving it may have reasonable opportunity to participate in the meeting. Such notice shall, in all events, be deemed to have been properly and duly given if mailed at least two (2) days prior to the meeting and directed to the residence of each Director as shown upon the Secretary's records and, in the event of a meeting to be held through the use of communications equipment, if the notice sets forth the telephone number, as shown upon the Secretary's records, at which each Director may be reached for purposes of participation in the meeting and states that the Secretary must be notified if a Director desires to be reached at a different telephone number. Notice shall be deemed to have been waived by any Director who shall participate in such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice and may be waived, in writing, by any Director either before or after such meeting.

J. Action Without Meeting. Any action which may be taken at any meeting of the Board, or of 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. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Corporation and inserted by the

Secretary of the Corporation in the permanent records relating to meetings of the Board.

K. 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 therefore.

ARTICLE III

Committees

A. Board Committees. The Board of Directors may provide for such standing or special committees as it deems desirable and discontinue the same at its pleasure. Each such committee shall consist of three (3) or more Directors elected by the Board, and shall have such powers and perform such duties or functions, not inconsistent with law, as may be delegated to it by the Board. A majority of the members of such committee present at any meeting thereof shall constitute a quorum. Board committees shall keep full records and accounts of their proceedings and transactions. Any action by a Board committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in such committees shall be filled by the Board.

B. Other Committees and Advisory Groups. The Board may provide for such other committees and advisory groups, consisting in whole or in part of non-Directors, as it deems desirable, and discontinue the same at its pleasure. Each such committee and group shall be advisory to the Board and shall have such powers and perform such duties or functions, not inconsistent with law, as may be prescribed for it by the Board. Appointments to and the filling of vacancies on such committees and groups shall be the responsibility of the president unless the Board provides otherwise. Any action by any such committee or group shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby. The President may, unless the Board provides otherwise, appoint one or more persons as alternate members of any such committee or group who may take the place of any absent member at any meeting.

ARTICLE IV

Officers

A. Election. The Officers of this Corporation shall be a President, who shall be a Director, one or more Vice Presidents, a Secretary and a Treasurer. The Board may also elect such additional Officers as it deems desirable. Any two or more offices, except those of President and Secretary, may be held by the same person. Officers

shall be elected by a majority vote of the Board and shall hold office until the date fixed by these By Laws for the Annual Meeting of the Board next succeeding the election of such Officers, and until their successors are elected and qualified.

B. Duties. The Officers of this Corporation shall have such authority and perform such duties as are customarily incident to their respective offices and such other and further duties as may from time to time be required of them by the Board.

C. Removal. Any Officer may be removed with or without cause by the affirmative vote of a majority of the Board.

ARTICLE V

Indemnification and Insurance

Section 1. Authorization

A. In the event that 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, seeks indemnification from the Corporation against expenses (including attorneys' fees), and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement, incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation (domestic or foreign, non-profit or for profit), partnership, joint venture, trust, or other enterprise, then the Corporation shall indemnify such person to the fullest extent permitted under the laws of the State of Ohio.

B. Expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in Paragraph A of this Section may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Directors in the specific case, upon receipt 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 such person is entitled to be indemnified by the Corporation as authorized in the Article V.

C. The indemnification provided by Paragraph A of this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the law or any agreement, vote of Members or of disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2. Insurance. The Corporation, to the extent permitted by Section 1702.12(E) of the Ohio Revised Code, may purchase and maintain insurance on behalf

of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation (domestic or foreign, non-profit or for profit), partnership, joint venture, trust or other enterprise.

ARTICLE VI

Fiscal Year

The fiscal year of the Corporation shall be the twelve-month period ending on the last day of December.

ARTICLE VII

Record of Members and Directors

The Secretary of the Corporation shall keep or cause to be kept a book, which may be included in and be a part of the book containing the minutes of Meetings of Members and of Directors, in which shall be written in ink or typed the names of all Members and Directors, together with the last known address of each Member and Director. There shall also be stated therein the date upon which each Member or Director became such, and upon the termination of any Membership or Directorship for any cause, the facts relating thereto shall be recorded in said book, together with the date of such termination. It shall be the duty of every Member and Director, upon becoming such, to furnish forthwith to the Secretary of the Corporation, for inclusion in such record his or her then address, and likewise to report promptly to the Secretary for inclusion in such record any change in any such address.

ARTICLE VIII

Amendments

These By Laws may be amended or repealed by the Members by a majority vote a meeting, or by unanimous written action of the Members without a meeting.

Approved by the Board of the AAWR 7/20/04