

DRAFT No. 2
2017 Revision
Bylaws of Artists Archives of the Western Reserve, Inc.

ARTICLE I

Name

As stated in its Articles of Incorporation, the name of this corporation is ARTISTS ARCHIVES OF THE WESTERN RESERVE. (In these bylaws the Corporation is referred to as the "AAWR".)

ARTICLE II

Location

The offices of the Corporation are located at 1834 East 123rd Street, Cleveland, Ohio.

ARTICLE III

Purpose, Mission Statement, Strategies and Dedication as Non-Profit Corporation and Public Charity

Section 1. Purpose. The purposes of the AAWR are set forth in its Articles of Incorporation, as from time to time amended, and in its Mission Statement.

Section 2. Mission Statement. The AAWR is a unique archival facility and regional museum that preserves representative bodies of work created by Ohio visual artists and, through ongoing research, exhibition and educational programs, actively documents and promotes this cultural heritage for the benefit of the public.

Section 3. Strategies. The core strategies of the AAWR are:

- Establishing an archive of art created by artists in Ohio, including facilities for the preservation and storage of works of art;
- Engaging with the visual arts community through partnerships and alliances in order to create exhibitions and educational programs, including art sharing and art lending;
- Creating an ongoing history of the visual arts of Ohio through the research and documentation of the artist body of work that is preserved in the archival facility.

Section 4. Non-Profit Corporation and Public Charity. The AAWR is incorporated as "not for profit" under the laws of the State of Ohio which includes but is not limited to the Ohio Revised Code Chapter 1702. The AAWR is organized exclusively for charitable and educational purposes under 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any officer or director and the AAWR.

ARTICLE IV

Membership

Section 1. Classification of Members. The membership of the AAWR consists of artists and non-artists who are interested in its activities. The Board of Directors has the authority to vary membership classes from time to time and at its discretion. Membership includes the requirement for payment of dues.

Section 2. Guidelines for Membership. The Board of Directors is responsible for establishing and communicating any membership criteria, policies and privileges.

Section 3. Voting Rights of Members. Any member who is current in payment of the applicable annual membership fee is entitled to vote at meetings of members. Each member shall have one (1) vote. A member may be represented at any meeting by a proxy or proxies appointed in writing and signed by such member and who must be eligible to vote.

Section 4. Annual Meetings of Members. The Annual Meeting of Members is held within the first five (5) months of each fiscal year at a time and place determined by the Board of Directors. The purpose of the meeting is to elect Directors and to conduct any other business that may be required.

Section 5. Special Meetings of Members. Special meetings of members may be called upon through (i) the written request of the President (ii) by the simple majority of Directors acting with or without a meeting (iii) or by twenty-five percent (25%) of the members of the AAWR who are entitled to vote. Such request for a Special Meeting as further discussed below shall clearly state the purpose of the meeting. No business other than that specified in the purpose of the meeting shall be considered at any Special Meeting.

Section 6. Notice of Meetings of Members. Notice of the Annual Meeting or of any Special meeting of members (i) shall be in writing stating the date, time, place and purpose and (ii) shall be mailed or sent via electronic mail at least ten (10) days but not more than sixty (60) days before the meeting to each member at the residential or electronic address maintained in the records of the Corporation. Notice may be waived pursuant to the terms of Section 1702.19 of the Ohio Revised Code, as the same may, from time to time, be amended or superseded.

Section 7. Quorum of Meetings of Members. At all meetings of members, twenty (20) members present, either in person or by proxy, shall constitute a quorum for the transaction of business at the meeting. A majority of members present, whether or not a quorum is present, may adjourn the meeting from time to time until a quorum shall be present.

Section 8. Manner of Acting. Unless a greater proportion is required by statute, the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the members.

Section 9. Removal of a Member. A member may be removed for non-payment of the annual membership fee.

Section 10. Reinstatement. Any member who has resigned while in good standing may be reinstated, subject to the guidelines of membership.

ARTICLE V

Board of Directors

Section 1. General Powers. The corporate powers, property, affairs and policy matters of the AAWR shall be exercised, conducted, controlled and determined by the Board of Directors, subject to the limitations contained under Ohio law, the Code, the Articles of Incorporation and these Bylaws.

Section 2. Number, Selection, Term and Disqualification. The number of directors, determined from time to time by the Board of Directors, shall not be (i) less than three(3) and not in (ii) excess of twenty-one (21) in number. The Board of Directors shall consist of artist directors and non-artist directors. At the Annual Meeting of Members the directors shall be elected to serve a one-year term.

Directors must comply with the agreed upon Statement of Board Expectations, including the financial obligations as provided. All directors must be members of the AAWR.

Section 3. Resignations and Vacancies. Any director may resign by giving written notice to the Secretary of the Board of Directors. Such resignation shall be effective in accordance with its terms or upon receipt by the Secretary if no date of resignation is specified. The director vacancy may be filled by a candidate recommended to the Board of Directors by the Nominating Committee. The candidate is elected by a majority vote of the remaining directors for the unexpired term until such director is elected by the members at the next Annual Meeting of Members.

Section 4. Meetings of the Board of Directors and Quorum. The Board of Directors shall generally meet once a month as determined by the President. Special meetings may also be called by order of the President and shall be called at the request of any five (5) directors. A majority of the authorized existing directors shall constitute a quorum at any meeting of the Board of Directors. 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.

Section 5. Annual Meeting of the Board of Directors. The Annual Meeting of the Board of Directors is held immediately following the Annual Meeting of Members, or as soon thereafter as is practicable. The purpose of the meeting is to elect the Officers of the Board of Directors and any other business that may be required.

Section 6. Notice of Annual or Special Meetings of the Board of Directors. Notice of the date, time, and place of the Annual or Special Meeting shall be given to each director by the Secretary or the person calling such meeting. Such notice need not specify the purpose of the meeting and may be given in any manner or method, provided the director who receives such notice has a reasonable opportunity to participate in the meeting. Notice may be waived pursuant to the terms of Section 1702.19 of the Ohio Revised Code, as the same may from time to time be amended or superseded.

Section 7. Removal of a Director. Any director may be removed without cause as determined by a two-thirds (2/3) vote of the Board of Directors.

Section 8. Unanimous Action. Any action required to be taken at a meeting of directors, or any other action which may be taken at a meeting of directors, may be taken without a meeting if said action is stated in writing and approved unanimously in writing by all directors. Such consent shall have the effect of a unanimous vote and be equally valid as if said action were approved at a meeting. The writing evidencing such action taken without a meeting shall be filed with the Secretary of the AAWR and included in the permanent records relating to a meeting of the Board.

Section 9. Participation by Telephone. One or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment which allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute *presence in person* at the meeting.

Section 10. Compensation. Directors shall serve without compensation for their service, except that directors may be reimbursed for approved expenses.

Section 11. Honorary Life Directors. The Nominating Committee may recommend to the Board of Directors at its Annual Meeting a person or persons to be elected as Honorary Life Directors. Persons being considered for this designation shall be members in good standing of the AAWR, shall have served at least three (3) years as a member of the Board of Directors, and shall have made a significant contribution to help the AAWR achieve its mission. The election may be made by two-thirds (2/3) vote of the Board of Directors. An Honorary Life Director shall not be entitled to vote at Board meeting and shall not be counted for purposes of determining a quorum. There is no limit on the number of such Directors and they shall serve in that capacity for life.

ARTICLE VI

Officers

Section 1. General Provisions. The Board of Directors shall elect a President, one or more Vice-Presidents, a Secretary and a Treasurer at the Annual Meeting of the Board of Directors from the slate recommended by the Nominating Committee. The Board of Directors may, from time to time, create such other offices and elect such other

officers as it may determine. The officers shall be members of the Board of Directors. Officers shall be elected by a majority vote of the Board of Directors and shall hold office for a one-year term until the next Annual Meeting. A vacancy in any office, however created, shall be filled by the Board of Directors, upon recommendation of the Nominating Committee, for the balance of the term.

Section 2. Removal of an Officer. Any officer may be removed without cause as determined by a two-thirds (2/3) vote of the Board of Directors.

Section 3. Duties of President. The President shall represent the Board of Directors and shall preside over meetings of the Board of Directors and meetings of members. The President shall exercise supervision over the business of the AAWR and over its officers and employees, subject, however, to control by the Board of Directors. The President shall have other powers and duties as the Board of Directors may, from time to time, assign and that are reasonably expected of that position.

Section 4. Duties of Vice-President. The Vice-President, in order of rank if there is more than one (1) Vice President, shall discharge the duties of the President in the event of his or her absence or disability to act and shall perform such other duties as the directors or the President may assign and that are reasonably expected of that position.

Section 5. Duties of Secretary. The Secretary shall keep minutes of each meeting of the Board of Directors and of the Annual Meeting of Members. The Secretary shall issue notices for meetings of the directors and for the Annual Meeting of Members. The Secretary shall perform such other duties as the directors or the President may assign and that are reasonably expected of that position.

Section 6. Duties of Treasurer. The Treasurer shall supervise and oversee the collection and disbursement of the funds of the AAWR, including all bank accounts and investment accounts. The Treasurer shall report on the state of the funds at every meeting of the Board of Directors and at the Annual Meeting of Members. The Treasurer shall perform such other duties as the directors or the President may assign and that are reasonably expected of that position.

Section 7. Other Offices. The Board of Directors shall determine the other offices of the AAWR, as it deems desirable, and shall define the duties of each such office.

ARTICLE VII

Committees

Section 1. General Provisions. There shall be three types of committees that shall oversee the affairs of the AAWR: (i) standing committees created pursuant to these Bylaws (ii) Board created standing committees and (iii) Board created ad hoc committees. Standing committees are for the purpose of overseeing the general activities of the AAWR that continue from year-to-year. Ad hoc committees address specific issues as assigned by the Board and normally shall complete their work within one year. If it appears that the work of an ad hoc committee shall be of a continuing nature, the Board of Directors may elect to convert it to a standing committee.

All committees serve at the pleasure of the Board of Directors and any committee action shall be subject to the control, revision, alteration and direction of the Board. Appointments to and the filling of vacancies on all committees shall be the responsibility of the President, subject to the approval of the Board. A majority of the members of such committee present at any meeting shall constitute a quorum. All committees shall keep minutes of their meetings to be submitted to the Board.

The Board may provide for standing committees, other committees and advisory groups, consisting in whole or in part of directors and non-directors, as it deems desirable, and discontinue the same at its pleasure. The provisions described above also apply to such other committees and advisory groups.

Section 2. Bylaws Created Executive Committee. There shall be an Executive Committee of the Board of Directors which may act on behalf of the Board between meetings of the Board and advise directors at Board meetings on matters that it deems fit to review. The Executive Committee shall be composed of the officers of the Board of Directors. The Chair of the Executive Committee is the President of the Board. All actions of the Executive Committee shall be taken by a majority of the committee members who are present and voting and

shall be reported to the Board of Directors at the next meeting of the Board.

Section 3. Board Created Standing Committees. The Board of Directors may establish and discontinue standing committees as it deems appropriate. Each standing committee shall consist of three(3) or more members elected by the Board. The chair of a standing committee shall generally be a member of the Board of Directors or the Executive Director and is appointed by the President. The chair is responsible to the Board of Directors through the President. All actions of a standing committee shall be taken by a majority of the committee members who are present and voting and shall be reported to the Board of Directors at the next meeting of the Board.

Section 4. Other Committees and Advisory Groups. The Board of Directors may establish and discontinue other committees, which may be ad hoc committees, and advisory groups, as it deems appropriate. Each of these committees or advisory groups shall consist of three (3) or more members elected by the Board. The chair shall be a member of the Board of Directors or the Executive Director and is appointed by the President. The chair is responsible to the Board of Directors through the President. All actions of other committees and advisory groups shall be taken by a majority of the members who are present and voting and shall be reported to the Board of Directors at the next meeting of the Board.

ARTICLE VIII

Indemnification and Insurance

Section 1. Right to Indemnification and Payment of Expenses. The AAWR shall indemnify any director, officer or member of an AAWR committee in connection with any action, suit or proceeding of any kind, whether civil, criminal, administrative or investigative in nature (collectively "action") (other than an action initiated by or in the right of the AAWR against such director, officer or member) that arises from and/or relates to (i) any authorized actions taken by a director or officer of the AAWR in his or her capacity as director or officer (ii) any authorized actions taken by a member arising from or relating to his or her participation as a committee member for the AAWR against all expenses, judgments, fines, amounts paid in settlement and/or reasonable attorney's fees actually and reasonably incurred by such person as applicable and to the extent provided by the provisions of the Ohio Revised Code Section 1702, namely 1702.12 (E), as such act

shall be amended from time to time. A director, officer or member shall not be indemnified pursuant to this section in the event such director, officer or member admits or is adjudicated to have acted (i) grossly negligently, recklessly or intentionally wrongly (ii) without authority of the AAWR relative to the circumstances for which the party seeks indemnification. Indemnification determinations shall be made by an affirmative vote of a majority of disinterested member of the Board of Directors.

Section 2. Insurance. In addition to the indemnification provisions set forth above and on behalf of the AAWR and to the extent permitted by Section 1702.12 (E) of the Ohio Revised Code, the Board may authorize the purchase of director and officer or other similar insurance to cover actions taken by directors and officers of the AAWR.

ARTICLE IX

Financial Provisions

Section 1. Fiscal Year. The fiscal year of the AAWR shall be the twelve-month period ending on the last day of December.

Section 2. Conflict of Interest. All directors, officers and employees of the AAWR shall abide by the provisions of the current Conflict of Interest Policy approved by the Board of Directors. Each director shall annually provide AAWR with a statement of any conflict of interest such director may have with respect to AAWR.

Section 3. AAWR Funds. The Board of Directors or the Executive Committee acting on behalf of the Board of Directors shall establish funds for unrestricted operations, restricted operations, capital improvement for the archival facility and other categories as it deems necessary. These funds shall be maintained as separate accounts on the books and records of the AAWR.

Section 4. Responsibility for Investments. The Executive Committee, or other committee otherwise designated by the Board of Directors, is primarily responsible for general oversight over the investment of the assets of the AAWR. The Executive Committee along with the entire Board of Directors maintain the overall duty to oversee investment of the AAWR assets through the use of reasonable business judgment. The Executive Committee or other committee otherwise designated by the Board shall review annually the investment policy of

the AAWR and recommend any proposed changes to the Board of Directors.

Section 5. Insurance for Archived Art. The AAWR shall purchase and maintain insurance coverage for art archived at the AAWR. The amount of coverage and terms of the insurance for the archived art shall be reviewed annually by the Treasurer and the Executive Director who shall, after that review, recommend any proposed changes to the insurance coverage to the Board of Directors.

ARTICLE X

Authority

Section 1. Authority of the Bylaws. These Bylaws and the application of their provisions shall be construed and interpreted by the Board of Directors, whose decisions shall be final and conclusive, unless and until revoked by the members at any annual or special meeting.

ARTICLE XI

Corporate Seal

Section 1. Corporate Seal. The Board of Directors may provide a corporate seal, but the lack of a seal on corporate documents shall not affect the validity of any document properly executed on behalf of the AAWR.

ARTICLE XII

Amendments

Section 1. Amendments to the Bylaws. These Bylaws may be amended or repealed at the Annual Meeting, or any special meeting specifically called for that purpose, by a two-thirds (2/3) vote of those members present in person or by proxy. Notice of any amendment or repeal must be contained in the notice of such Annual Meeting of Members.

3/15/2017 J.Ruf

