

January 2008

BYLAWS
OF
THIS CENTURY ART GALLERY

ARTICLE ONE: Name and Purpose

The name under which the organization is chartered is This Century Art Gallery, Ltd. (hereinafter referred to as the "Gallery").

The Gallery is an independently organized nonprofit arts association founded in 1959 by local residents. It is dedicated to promoting excellence in current century fine arts and crafts as a way of enriching the cultural life of the Williamsburg area community.

The Gallery strives to educate the public through exhibits, field trips, gallery talks, lectures, workshops and other community outreach activities.

The Gallery is funded by membership dues, sales of artwork, and corporate and public monies. .

The Gallery is a Partner of the Virginia Museum of Fine Arts in Richmond, Virginia.

ARTICLE TWO: Membership

Section 1: The Gallery is committed to offering membership to all persons without regard to race, color, religion, sex, age or disability. The only requirement for membership is an interest in the purposes of the Gallery and a willingness to participate in its activities.

Section 2: As required by its Articles of Incorporation, the Gallery shall have a Type 1 membership, offered to an electing individual, who shall have voting rights, and conferring privileges other than voting rights for such person's immediate family, and a Type 2 membership offered to an individual who shall have voting rights and not conferring benefits on such person's family. The President shall cause records to be maintained which indicate those persons who are entitled to vote on matters submitted to the membership.

Section 3: Memberships shall become effective upon payment of such annual dues as are established by the Board of Directors and are effective for a period of one year after the date of payment of dues. Within Type 1 and Type 2 memberships the Board may create differing classifications with differing dues requirements, and may, for example, establish more modest dues for student members than for adults, and may recognize substantial supporters by such designations as "patrons" and "benefactors."

Section 4: Members will normally be reminded before the expiration of their membership. Members whose dues remain unpaid after sixty (60) days from the expiration date will normally be dropped from membership and will be notified to that effect.

ARTICLE THREE: Board of Directors

Section 1: The Board of Directors shall be composed of the five (5) Elected Officers, who are ex officio members of the Board during their terms of office, one (1) officer, Assistant Secretary, appointed by the board, and no more than thirteen (13) Directors-at-Large. Directors-at-Large shall be elected by the Board of Directors for terms of office as provided in Section 3.

Section 2: The Board of Directors shall be responsible for the overall management, operation, finances and organizational structure of the Gallery.

Section 3: Directors-at-Large, subject to arrangements for staggered terms, shall normally be elected for two year terms. To the extent feasible, terms for Directors-at-Large shall be arranged so that one half expire at each annual meeting. Upon the expiration of their respective terms Directors-at-Large may be elected to succeed themselves.

Section 4: The Board of Directors shall meet at least once per quarter. Special meetings may be called by the President or the Executive Committee as necessary. A quorum for the conduct of business shall consist of a simple majority of the full Board.

Section 5: An Elected Officer or Director-at-Large who fails to perform duties to the satisfaction of the Board or whose continued service as officer or director is considered not in the best interests of the Gallery may be removed by vote of a majority of the Board.

Section 6: Vacancies, whether occurring by death, resignation or removal, may be filled by the Board by election of successors to complete unexpired terms.

Section 7: In conducting business between meetings the Board shall utilize an Executive Committee, which shall consist of the Elected Officers and two Directors-at-Large selected by the Officers. The Executive Committee has authority to undertake long-range planning, to determine and take near term actions, to resolve emergencies and to perform such other functions and duties as may be authorized by the Board. The Secretary shall report on all actions taken by the Executive Committee at the next meeting of the Board of Directors.

ARTICLE FOUR: Elected Officers

The Elected Officers of the Gallery shall be the President, Vice President (Operations), Vice President (Artistic Director), Secretary and Treasurer. They shall be elected by voting members at the annual membership meeting for terms of office of two years, subject to arrangements for staggered terms, and shall assume office immediately upon election. To the extent feasible terms shall be arranged so that approximately one half expire at each annual meeting. Upon expiration of their respective terms officers may be elected to succeed themselves. A vacancy in an elected office occurring before the expiration of a term, whether occasioned by death, resignation or removal, may be filled in the manner provided in ARTICLE THREE.

ARTICLE FIVE: Committees of the Membership

The Board of Directors may establish standing or ad hoc committees of the membership to assist in carrying on the programs and activities of the Gallery. Unless otherwise directed by the Board, the chairperson of each committee shall be appointed by the President from among the members of the Board, and members of committees shall be appointed by the President from among the membership, or with his concurrence, by the chairperson.

ARTICLE SIX: Meetings

Section 1: An annual meeting of the general membership shall be held in August of each year on a date to be fixed by the Board of Directors. Notice of the time and place of the meeting shall be sent to the general membership at least (10) days before the meeting. A quorum shall consist of ten members entitled to vote.

Section 2: Successors to Elected Officers whose terms expire shall be elected by a majority of the voting members present at the annual meeting.

Section 3: An annual report of Gallery operations may be presented at the meeting. The President or his delegate may submit other matters to the membership for consideration.

ARTICLE SEVEN: Amendments to Bylaws

These by-laws may be amended by action of the Board of Directors to extent permitted by Section 13.1-892 of the Code of Virginia.

ARTICLE EIGHT: Parliamentary Authority

Robert's Rules of Order Revised shall be the source of authority in all questions of parliamentary procedure.

ARTICLE NINE: Dissolution

The Gallery shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of its funds shall inure, or be distributed to the membership. On dissolution, any assets remaining after the satisfaction of all obligations of the corporation shall be distributed for purposes within the scope of Internal Revenue Code Section 501(c)(3) or amendments thereto.