

Bylaws of the Newark Arts Alliance, Inc. approved 9/18/2017

Article I Principal Office

Section 1. Place of Business

The principal place of business of the corporation within the State of Delaware shall be located in Newark, Delaware. The corporation may also have offices at such other places as the Board of Directors determine, as the business of the corporation may require.

Section 2. Office and Agent

The registered office of the corporation in New Castle County, State of Delaware, shall be in Newark, Delaware, and the Registered Agent in charge thereof is the President.

Section 3. Communications

All Institutional communications may take place electronically when possible.

Article II Members

Section 1. Membership

Such persons, without limit as to number, who shall pay the established dues and who are interested in the objects and purposes of the corporation, may become members of the corporation. A single membership constitutes a single vote, and no member may vote more than once.

Section 2. Termination or suspension of Membership

- Membership in the corporation shall terminate upon death or resignation except as otherwise provided by law, the certificate of incorporation, or these bylaws.
- Non-payment of dues shall result in the suspension of membership.
- Any member may be expelled by a majority vote of a meeting of members as per section 5, for being guilty of conduct which in the opinion of the majority of other members is improper or prejudicial to the corporation.
- Any member may voluntarily withdraw from membership in the corporation. All rights, powers, privileges, obligations or duties of a member as such member of the corporation shall cease on the termination of membership, unless otherwise

provided by law, or the bylaws of the corporation.

Section 3. Annual Meeting of Members

The annual meeting for election of Directors and the transaction of such other business as may properly come before the meeting shall be held in the month of October at such hour and on such day as may be determined by the Board of Directors. Written notice of the time, place and object(s) of such meeting shall be given by or at the direction of the Secretary, in writing or by electronic transmission, not less than ten (10) days before the date of the meeting.

The election of Directors and other business conducted at the annual meeting of members shall be carried by a majority of members present. A quorum of at least ten current members who are not running for election to the Board of Directors shall be required for the annual meeting of members.

Section 4. Annual Report

The Board of Directors shall present at each annual meeting of members a full and clear financial statement of the organization detailing income and expenses; other formal financial reports, in accordance with generally accepted accounting principles (GAAP); and a review of the activities of the corporation for the preceding year. The annual report shall be filed with the records of the corporation, and an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

Section 5. Other Meetings of Members

Other meetings of members can be called at any time by the President, a majority of the Directors or a majority of the members. If called by a majority of the Directors or members, it shall be done by petition in writing to the President. Written notification of every meeting, stating the time, place and object thereof, shall be given by or at the direction of the Secretary to each member, in writing or by electronic transmission, not less than ten (10) days before the date of the meeting. Meetings of members may be held at such place as may be determined by the person or group calling for the meeting.

A quorum of at least ten percent of the number of current members shall be required for other meetings called for by the President or a majority of the Directors or members. Any business conducted at other meetings of members shall be carried by a majority of members present.

Section 6. Voting

Members shall be entitled to vote at meetings. Each member shall be entitled to one vote. Absentee ballots will be accepted if they are received before the meeting,

and will not be accepted if the proposed motion is changed in any way.

Section 7. Adjournments (suspension of meeting)

If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting shall be adjourned, by a majority vote of the members present, without any notice other than by announcement at the meeting, until a quorum shall attend.

Any meeting at which a quorum is present may also be adjourned, in like manner by a majority vote of the members present, for such time, or upon such call as may be determined by vote.

Article III Directors

Section 1. Activities and Affairs

The activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the corporation to any person or persons, an Executive Director, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Bylaws

The Board of Directors is expressly authorized to make, alter, and amend any bylaws and to alter and repeal any bylaws of the corporation. The Board will notify the membership of changes to the bylaws within 30 days.

Section 3. Number

The number of Directors shall be no less than 7 and no more than 15.

Section 4. Quorum

A majority of the currently serving number of Directors constitute a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

Section 5. Election and Term of Office

Directors shall be elected at each annual meeting of the members. The current

Board may nominate any member in good standing for a position as a director. Each director shall hold office for two years or earlier based on resignation or incapacity. Each director may serve unlimited terms, consecutive or otherwise.

Section 6. Resignation

Any director may resign at any time by giving written notice to the Board of Directors, but without prejudice as to the rights, if any, of the corporation under any contract to which the officer is a party. Such resignation shall take effect at the time specified therein. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Section 7. Vacancies

Vacancies occurring in the membership of the Board of Directors, including elected officers, from whatever cause arising, may be filled by a majority vote of the remaining Directors. A vacancy or vacancies in the Board shall be deemed to exist in the case of death, resignation, or removal of any Director; or in the case of an open Board seat not filled at the most recent Members' meeting.

The Board may make such interim appointments between elections, but all appointments are subject to approval by the Membership at the next scheduled General Membership Meeting.

If more than seven (7) Board seats become open at any one time, the Board will call a Special General Membership Meeting to vote on candidates to fill those seats.

Section 8. Removal

Any individual director may be removed from the Board, with documented cause, by the action of the Board of Directors.

Section 9. Meetings

The Board of Directors may hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, immediately after the annual meeting of members, or at such time and place as may be fixed by consent, or in writing, of a majority of the Directors.

Regular meetings may be held at such times and places as shall be determined from by resolution of the Board. Notice of such regular meeting, stating the time and place thereof, shall be given by the President or his designee to each director, by not less than five (5) days before the date of the meeting.

Section 10. Place of Keeping Books

The Directors will keep the books of the corporation at the Office of Incorporation.

Section 11. Special Meetings

Notice of the time and place of special meetings shall be given by the President to each director, by not less than five (5) days before the date of the meeting. Should an emergency meeting require a waiver of the 5 day notice, this waiver shall be approved by a majority of the Board as the first action of said emergency meeting.

Section 12. Telephone Conference

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating can hear one another.

Section 13. Committees

The Board of Directors shall have the power to appoint one or more committees, and may delegate to such committee all or some portion of the Board's authority as it may deem appropriate.

Any such committee created, and the chairman and members thereof appointed, must be approved at a meeting of the Board of Directors, and any such committee may be designated by such name and charge as the Board shall specify.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

Section 14. Books and Records

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the corporation of which such person is a director. The Board of Directors shall also be empowered to consult and contract with any accounting or bookkeeping firm to examine or keep records for the organization.

Section 15. Cancellation of Meeting

Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned by the vote of a majority of Directors present. Notifications of cancelled meetings should take place as soon as possible after the determination is made.

Section 16. Organization

The President of the corporation, or their designee, shall act as chairman at every meeting of the Board of Directors. The Secretary of corporation, or, in the absence thereof, any person appointed by the Chairman of the meeting, shall act as Secretary of the meeting.

Section 17. Compensation

No Board members may receive compensation for their services as Directors. Directors may receive reimbursement of expenses. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity, or receiving compensation therefore.

Section 18. Other Powers

This corporation may in bylaws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by the statute, provided that the Board of Directors shall not exercise any power of authority conferred herein or by statute upon the members.

Article IV Officers

Section 1. Officers

The corporation shall have a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Election

The officers of the corporation shall be elected annually by the Board at the first Board meeting after the general election and shall serve for a term of one year. They shall hold their respective offices for their full term, except in cases of resignation, removal, or other disqualification from service, or until their respective successor shall be elected.

Section 3. Other Officers

The Board may elect, and may empower the President to appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these bylaws or as the Board may determine.

Section 4. Removal

Any officer may be removed with cause, by the Board, at any time. Any such removal shall be without prejudice to the rights, if any, of the officer.

Section 5. Resignation

Any officer may resign at any time by giving written notice to the Board of Directors, but without prejudice as to the rights, if any, of the corporation under any contract to which the officer is a party. Such resignation shall take effect at the time specified therein. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Section 6. Vacancies

A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.

Section 7. President

The President shall have such responsibilities and powers as may be delegated by the Board of Directors, and shall at all times be subject to the policies, control, and direction of the Board of Directors. The President may sign and execute, in the name of the corporation, any instrument authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or these bylaws to some other officer or agent of the corporation. The President shall have such other powers and duties as may be prescribed by these bylaws. The President may prescribe the duties of other officers and employees of the corporation, in a manner not inconsistent with the provisions of these bylaws and the directions of the Board of Directors. The President shall be responsible for the orientation of new Directors and the training of new officers. The President shall preside at all meetings of the Board.

Section 8. Vice-President

In the absence or disability of the President, the Vice-President shall perform all duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors, the President, or these bylaws.

Section 9. Secretary

The Secretary shall be responsible for:

- Certifying and keeping at the principle office of the corporation the original or a copy of its bylaws, as amended or otherwise altered to date;
- Keeping at the principle office of the corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the Board of Directors, and committees thereof, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, and the names of those present at the meetings;
- Distributing the minutes of the previous Board of Directors meeting, in writing or by electronic transmission, prior to the next scheduled meeting, including any partial minutes of an adjourned meeting.
- Keeping at the principle office of the corporation or such other place as the Board of Directors may direct, minutes of the meetings of members, including certification of proper notice, the time and place thereof, the presence of a quorum, the results of the election of officers and any other business that occurred, and, if special, how authorized, the notice thereof given, and the names present at those meetings.
- Distributing the minutes of the previous meeting of members, in writing or by electronic transmission, prior to the next scheduled meeting, including any partial minutes of an adjourned meeting.
- Being custodian of the records of the corporation and seeing that the books, reports, statements, and all other documents and records required by law are properly kept and filed;
- Exhibiting at all reasonable times to any director, upon application, the bylaws and minutes of proceedings of the Board of Directors and committees thereof of the corporation;
- And in general, performing all duties incident to the office of Secretary, and any other duties as from time to time may be assigned by the Board of Directors, and, moreover, in the event that there is no Vice-President, the Secretary shall perform all duties of the Vice-President as set forth in Section 8 of this Article.

Section 10. Treasurer

The Treasurer shall be responsible for:

- Providing oversight for all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; Keeping and maintain adequate and correct accounts of the corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus; Exhibiting at all reasonable times the book of accounts and records to any director during business hours at the office of the corporation where such books and records are kept; Rendering a statement of the condition of the finances of the corporation at all meetings of the Board of Directors and a full financial report, as defined in Article 2 Section 6,

- at the annual meeting of members; Receiving, and give receipt for, moneys due and payable to the corporation from any source whatsoever;
- Preparing a draft budget in consultation with the Executive Director for the upcoming fiscal year for presentation to the President by September 30th
 - Participating in financial planning as needed
 - Performing all the duties incident to the office of treasurer and such other duties as may be assigned by the Board of Directors.

Article VI. Instruments, Bank Accounts, Checks & Drafts, Loans, Securities

Section 1. Execution of Instruments

Except as in these bylaws otherwise provided, the Board of Directors may authorize any officer, agent, or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and any such authorization may be general or confined to specific instances. Except as so authorized, or as in these bylaws otherwise expressly provided, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose.

Section 2. Bank Accounts

The Board of Directors may authorize the opening and keeping of general and/or specific bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer, agent of the corporation to whom such power may be delegated by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws, as the Board may deem it expedient.

Section 3. Checks and Drafts

All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidence of indebtedness issued in the name of the corporation may be written by the Executive Director, Board President, or Bookkeeper, but must be signed by either the Director, President, Vice-President, or Treasurer. Endorsements for deposit to the credit of the corporation in any of its duly authorized depositories may be without countersignature by the President, Vice President, or by the Treasurer, or any Assistant Treasurer, or by any other officer or agent of the corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the corporation.

Section 4. Loans

No loans shall be contracted on behalf of the corporation and no evidences of

indebtedness shall be issued in its name unless authorized by or under the authority of a resolution by the Board of Directors. Such resolution may be general or confined to specific instances. No loans may be made to any officer, director, or employee of the corporation, directly or indirectly.

Article VII Indemnification of Directors and Officers

Section 1. Indemnification

The corporation shall indemnify any person who was or is a party or is threatened to be made a part to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was serving at the request of the corporation, as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise: if the action, suit or proceeding is not by or in the right of the corporation; against expenses (including attorney's fees), actually and reasonably incurred in connection therewith to the extent that he has been successful on the merits or otherwise in defense of such action, suit or proceeding, or of any claim, issue or matter therein, and, against expenses (including attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably in connection therewith if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful; stipulating further, that the termination of any action suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful; or, if the action, suit, or proceeding is by or in the right of the corporation; against expenses (including attorney's fees), actually and reasonably incurred in connection therewith to the extent that the person has been successful on the merits or otherwise in defense of such action, suit or proceeding, or of any claim, issue or matter therein, and, against expenses (including attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably in connection therewith if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation for negligence or misconduct in the performance of his duty to the corporation, unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity.

Section 2. Indemnification Procedure to be followed

Any indemnification under section 1, (unless ordered by a court or made pursuant to a determination by a court as hereinafter provided), shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because the officer or director has met the applicable standard of conduct set forth in said section 1 above. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings, or,
- (b) if such a quorum is not obtainable, or even if obtainable in disinterested Directors so direct, by independent legal council in a written opinion, or;
- (c) by the members.

In the absence of a determination that indemnification is proper as aforesaid, the director or officer may apply to the Court of Chancery of the State of Delaware or the court in which the action, suit or proceeding was brought, which shall determine whether the director or officer has met the applicable standard of conduct set forth under Section 1. If the court shall determine that the director or officer has, indemnification shall be made under such section 1.

Section 3. Payment of Indemnification Expenses in Advance.

Expenses incurred in defending an action, suit, or proceeding referred to in section 1 may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors, by the members, or by a court in the manner described in section 2, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall be ultimately be determined that the officer or director is entitled to be indemnified by the corporation as authorized in section 1.

Section 4. Other Indemnification Rights

The indemnification provided by these bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any statute, agreement, vote of members or disinterested Directors, or otherwise, both as to action in an 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 or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. Indemnification Insurance

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving

at the request of the corporation as a director, or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of these bylaws.

Article VIII Miscellaneous

Section 1. Fiscal Year

The fiscal year of the corporation shall be the calendar year unless some other fiscal year is fixed by resolution of the Board of Directors.

Section 2. Notices

Whenever notice required by these bylaws to be given is mailed, such notice shall be deemed to be given three (3) days after the same shall have been deposited in a post office box, addressed to the person entitled at his last-known address. Whenever notice required by these bylaws to be given is sent by electronic means, such notice shall be deemed to be given immediately upon being transmitted to the person entitled at his last-known address, regardless of any subsequent mailing.

Section 3. Waiver of Notice

Whenever notice is required to be given under the provisions of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 4. Terminology

All personal pronouns used in these bylaws, whether used in the masculine, feminine, or neuter gender, shall include all other genders, and the singular shall include the plural and vice versa. Titles of Articles, Sections, and Subsections are for convenience only, and neither limit or amplify the provisions of these bylaws. The use herein of the word, "including," when following any general statement, term or matter, shall not be construed to limit such statement, term or matter to the specific items or matters following such word or to similar items or matters, whether or not non limiting language (such as "without limitation," or "but not limited to," or words of similar import) is used with reference thereto, but rather shall be deemed to refer to all other items or matters that could reasonably fall within the broadest possible scope of such general statement, term or matter.