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Bylaws
of
THE EMERGENCE COMMUNITY ARTS COLLECTIVE

Article I Offices

The principal office of THE EMERGENCE COMMUNITY ARTS COLLECTIVE shall be in Wheaton, MD temporarily until a permanent office in Washington, DC has been established.

Article II Corporate Purposes

The purpose for which the Corporation is formed is to provide a community space which offers activities that will foster cultural recovery, community consciousness and environmental awareness.

Article III Directors

1. *Board of Directors.* The business of the corporation shall be managed by its board of directors, each of whom shall be at least 18 years of age.

2. *Number of Directors.* The initial Board of Directors shall consist of five persons, which is the number of initial directors fixed in the Articles of Incorporation, and which shall be the fixed number of directors until changed. The number of directors may be increased or decreased from time to time by an amendment of these Bylaws, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The number of directors shall be no fewer than five and no more than twelve.

3. *Term of Directorship.* Each term in office shall last one year and shall begin no later than a month after the annual meeting of Board. There is no limit to the number of terms a director may serve.

4. *Election of Directors.* Directors are voted into office by the board of directors and officers combined, with nominations from the floor. Any nominations taken in advance of the meeting must be advertised in the bulletin announcing the meeting.

5. *Removal of Directors.* Any or all of the directors may be removed from office without cause at any time by a majority vote of the board of directors and officers combined, at a meeting called expressly for that purpose.

6. *Resignation.* A director may resign at any time by giving written notice to the board, the president, or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. *Vacancies.* Newly created directorships created by resignation, death, or removal may be filled by a vote in accordance to the guidelines set forth in item four above. The new

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director shall be elected to hold office for the unexpired term of his or her predecessor. Newly created directorships must be filled if otherwise the number of directors on the board would fall below the minimum. Successors to directors whose terms will soon expire shall be elected during the immediately preceding annual meeting of the members.

8. *Place and Time of Board Meetings.* The board of directors may meet at any time and place as it may from time to time deem convenient and necessary.

9. *Board Meetings Closed.* The meetings of the board of directors are open only to board members and officers unless a majority of the directors present at a meeting where a quorum is present votes to open a meeting to one or more individual visitors. Visitors are not permitted to vote.

10. *Regular Annual Meeting.* A regular annual meeting of the board of directors shall be held.

11. *Notice of Meetings of the Board.* Regular meetings of the board may be held upon notice to the directors at such time and place as the Board shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by an officer or a majority of the board of the directors, upon five days' notice to each director either personally, by mail, or by other means of telecommunication. Notice of a meeting must state the date, time, place, and purpose of the meeting.

12. *Waiver of Notice of Meetings of the Board.* Whenever any notice is required to be given to any director under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any director at a meeting, in person or by proxy, without objection to the lack of notice of such meeting, shall also waive notice by such director.

13. *Adjournment of Meetings.* A majority of the directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment.

14. *Quorum of Directors.* One-third of the total number of directors on the board, or three directors, excluding the President, whichever is the greatest number, shall constitute a quorum for the transaction of business. Board meetings which commenced with a quorum may continue absent a quorum only if the departing directors, prior to leaving, consent to the continuation. Once a quorum is no longer present, the board may address only scheduled items; it may not conduct any new business.

15. *Action of the Board.* A majority of a quorum, or three directors, whichever is the greatest number, shall be sufficient to pass a motion of the board.

16. *Informal Action by Board; Meetings by Conference Telephone.* Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the board. Unless otherwise restricted by the Articles of Incorporation or these Bylaws,

any or all directors may participate in a meeting of the board or a committee of the board by means of a conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

17. *Reporting by Staff and Officers.* No later than two weeks prior to the annual meeting of the board of directors, the President of the corporation must submit an annual status report to the board of directors, and the Treasurer of the corporation must submit an annual financial report to the board of directors.

18. *Compensation.* No compensation, as such, shall be paid to directors for their services, but by resolution of the board, a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Article IV Officers

1. *Offices.* The corporation shall have a president, a secretary, and a treasurer, each of whom must be over 18 years of age and be capable of actively participating in the daily business of the corporation. The board of directors may also, as it may from time to time determine, create additional offices to be filled by election or appointment.

2. *Term of Office.* Each term in office shall last one year and shall begin no later than one month after the annual meeting of Board of Directors. There is no limit to the number of terms an officer may hold. A single person may hold more than one office simultaneously, but not that of president and secretary.

3. *Election of Officers.* Officers are voted into office during the annual meeting of the Board of Directors by a majority vote of the Board of Directors and officers combined, with nominations from the floor. Any nominations taken in advance of the meeting must be advertised in the bulletin announcing the meeting.

4. *Removal of Officers.* Any and all officers may be removed from office at any time by a majority vote of the board of directors and officers combined, whenever in their judgment the best interest of the corporation will be served thereby, at a meeting called expressly for that purpose.

5. *Resignation.* An officer may resign at any time by giving written notice to the board, the president, or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

6. *Vacancies.* Offices vacated by resignation, death, or removal may be filled by a vote in accordance to the guidelines set forth in item three above. The new officer shall be elected to hold office for the unexpired term of his or her predecessor.

7. *President.* The president shall be the chief executive officer of the corporation; he or she shall preside at all meetings of the Board of Directors and officers, and, subject to the supervision of the board of directors, shall perform all duties customary to that office

and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the board of directors. He or she shall represent the corporation to other entities and the public in the best fashion possible to further the overall interests of the corporation. The president shall vote at any meeting only in the event of a tie.

8. *Secretary.* The secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the board of directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary, including:

a) attend all meetings of the board and of the members;

b) record all votes and minutes of all proceedings in a book to be kept for that purpose;

c) keep in safe custody the seal of the corporation, and affix it to any instrument when authorized by the board; (The board of directors may give general authority to any officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

d) maintain and make available the official copy of the operating procedures of the corporation;

e) keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner;

f) manage the informational resources of the corporation; and

g) perform other such duties as may prescribed by the board.

9. *Treasurer.* The treasurer shall:

a) have the custody of and be responsible for, all funds and securities of the Corporation;

b) keep or cause to be kept in the Corporate books, complete and accurate accounts of receipts and disbursements of the Corporation;

c) deposit all money and other valuable property of the Corporation in the name and to the credit of the Corporation in such depositories as may be designated by the board;

d) disburse the funds of the corporation as may be ordered or authorized by the board and preserve proper vouchers for such disbursements;

e) render to the president and the board whenever they require it, a statement of accounts of the Corporation and an account of all his or her transactions as treasurer and of the financial condition of the Corporation;

f) exhibit at reasonable times, the books and accounts to any officer or director of the Corporation;

g) perform all duties incident to the office of treasurer, subject to the supervision of the Board,

h) render a full financial report at the annual meeting of the members and of the board of directors;

i) perform other such duties as may be prescribed by the board or the president.

j) give such bond or security for the faithful performance of his or her duties as the board may require, for which he or she shall be reimbursed.

Article VI Corporate Seal

The seal of the corporation shall be circular in form and bear the name of the corporation, the year of its organization, and the words "Corporate Seal, District of Columbia." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed.

Article VII Fiscal Year

The fiscal year of the corporation shall begin the first day of January of each year and end the 31st day of December of the same year.

Article VIII References to Articles of Incorporation

References to the Articles of Incorporation in these Bylaws shall include all amendments thereto or changes thereof unless specifically excepted.

Article IX Bylaw Changes

The bylaws may be amended, repealed, or adopted during the regular annual meeting of members, or at a meeting called expressly for that purpose, by a vote of more than half of the total number of voting members and directors combined. The quorum for such a meeting shall be one-half of the total number of voting members and directors combined.

Article X Miscellaneous

1. *Checks, Notes and Contracts.* The board of directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for payment of money; to sign acceptances, notes or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.
2. *Books and Records to be Kept.* The Corporation shall keep at its registered office, (1) correct and complete books and records of account, (2) minutes of the proceedings of the members, the board of directors and any committee having any of the authority of the board, and (3) a record of the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time.

3. *Indemnification and Insurance.* Unless otherwise prohibited by law, the Corporation may indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which the director, officer or employee shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that the director, officer, or employee is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or § 4945(d), respectively, of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Article XI Operating Procedures

Any further operating procedures, guidelines, or regulations not explicitly set forth in the bylaws may be specified in the operating procedures. The operating procedures comprise an internal regulatory document which further refines, must be consistent with, and must not override the bylaws. The secretary of the Corporation is responsible for keeping and making available the official copy of this document. The president of the Corporation is responsible for establishing and amending operating procedures as it may from time to time be necessary. Any item in the operating procedures may be stricken or modified by a majority vote of the voting members in a meeting where a quorum is present.