

Firelands Association for the Visual Arts

Code of Regulations

Article I MEMBERS

Section 1. Designation of Members; Term of Office; Dues

The members of the Association (“Members”) shall be those individuals who demonstrate a willingness to support the efforts of the Association in encouraging the visual arts through instruction, exhibitions, and other related programs by paying an annual dues fee as determined by the Board of Trustees. Any Member may, at any time, withdraw voluntarily from membership. The Board of Trustees may, by a majority vote of those present at any meeting, terminate the membership of a Member. Those Members who fail to pay annual dues after such dues become payable shall lose the benefits of membership until such dues are paid.

Section 2. Annual Meeting.

The annual meeting of Members shall take place on the same date and at the same place as the annual organization meeting of the Board of Trustees, at such time as the Board of Trustees or the President shall determine, in accordance with Article II, Section 3 of this Code of Regulations.

Section 3. Special Meeting.

A special meeting of Members may be called at any time by the President or by twenty per cent or more of the Members. Special meetings shall be held at the principal office of the Association, or, in the case of a special meeting called by the President, at such time and place within or without the State of Ohio as the President shall determine.

Section 4. Notice of Meetings.

Not less than ten days before the date fixed for a meeting of Members, written notice setting the time, place, and purposes of such meeting shall be given by or at the direction of the President. The notice shall be sent to Members utilizing the contact information provided by the Member as it appears on the records of the Association. The method of communication of the herein referenced notice shall be determined by the Executive Director unless instructed otherwise by the Board of Trustees.

Section 5. Quorum; Adjournment.

Except as may be otherwise provided by law or by the Articles of Incorporation, at any Meeting of the Members, a quorum is constituted by those Members present. For any actions, which, by law, the Articles of Incorporation, or by this Code require a larger number of Members than those present at the Meeting of the Members, the Members present in person at any such meeting of Members shall constitute a quorum for the purpose of adjourning the meeting from time to time without notice other than announcement at such meeting, until a quorum competent to act on any matter or

proposal is present. At any such adjourned meeting, there may be transacted any business which might have been transacted at the meeting as originally notified.

Section 6. Waiver of Notice.

Notice of the time, place, and purposes of any meeting of the Members may be waived in writing either before or after the holding of such meeting. The attendance of any Member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

Section 7. Voting Rights of Members.

Each Member shall be entitled to one vote upon any matter properly submitted to the Members for their vote.

Section 8. Voting by Mail and/or Electronic Mail.

Except as may be otherwise provided by law or by the Articles of Incorporation, the voting upon all matters required or permitted to be voted upon by the members may be conducted by mail or electronic mail at the email address provided on the FAVA website, with the same effect as voting at such elections and upon such other matters at a meeting of the Members duly called and held and at which a quorum of the Members is present.

Section 9. Other Membership.

The Board of Trustees may establish such class and classes of voting or non-voting membership as they deem appropriate and determine the qualifications for admission, classification, duration, and other rights, if any, of such Members.

**Article II
TRUSTEES**

Section 1. Authority and Duties.

The Board of Trustees shall have general supervision and charge of the property, affairs, and finances of the Association. Without limiting the generality of the foregoing, the Board of Trustees shall elect the officers of the Association and shall cause a full report concerning the affairs of the Association to be rendered to the Members at any annual meeting of the Members.

Section 2. Number, Term of Office, Election, and Removal of Trustees.

The authorized number of Trustees shall be determined from time to time by the Members, but in no case shall it be less than three (3). At each annual meeting, Trustees shall be elected to serve a term of three (3) years, or until their respective successors are elected. No Trustee shall serve more than two (2) consecutive full terms of office. A partial term is not considered a full term and can be served in addition to two (2) consecutive full terms. After serving two consecutive terms, a Trustee may serve again

after waiting at least one year. Terms shall be staggered with approximately one third (1/3) of the Trustees' terms expiring annually. The Board, in its sole discretion, may permit a Trustee to serve one (1) additional year in office and postpone the aforementioned one (1) year waiting period, upon the affirmative vote of seventy-five percent (75%) of the Trustees then in office. Vacancies in the Board of Trustees shall be filled by the Board of Trustees for the balance of the term of a resigned, removed, or deceased Trustee(s). Any Trustee may be removed from office by the affirmative vote of a majority of Trustees then in office either for: (i) failure to attend a minimum of fifty percent (50%) of the meetings of the Board of Trustees in any consecutive twelve (12) month period without an excused absence from the President; or (ii) for any other cause deemed sufficient by the Board.

Section 3. Annual Organization Meeting.

The annual meeting of Members and the annual organization meeting of the Board of Trustees shall take place on the same occasion during the second calendar quarter in each year at the principal offices of the Association in Oberlin, Ohio, or at such other place in Ohio, and at such time as the Board of Trustees or the President shall determine. The purpose of the annual organization meeting shall be to elect the officers of the Association, receive the report of officers and committees of the Board of Trustees, and transact such other business as may properly come before the meeting.

Section 4. Regular Meetings.

Regular meetings of the Board of Trustees shall be held at approximately monthly intervals, on such dates and at such times as the Board of Trustees or the President shall determine. Regular meetings shall be held at the principal offices of the Association in Oberlin, Ohio, or at such other place in Ohio as the Board of Trustees or the President shall determine. The purposes of regular meetings of the Board of Trustees shall be to appropriate funds available for purposes of the Association and to consider and act upon any other matter which is a proper subject for action by the Board of Trustees.

Section 5. Special Meetings.

The President or any two Trustees may call a special meeting of the Board of Trustees, to be held at the principal offices of the Association in Oberlin, Ohio, or in the case of a meeting called by the President, at any other place within or without the State of Ohio on any date at any time. A meeting may be held through use of electronic communication devices, so long as all persons participating have the ability to participate in the meeting as it occurs. A special meeting may be held for any purpose which would be a proper purpose of a regular meeting.

Section 6. Notice of Meetings.

Not less than two days before the date fixed for an annual organization or regular meeting, or five days in the case of a special meeting, written notice stating the date, time, places, and, in the case of a special meeting, the purposes of such meeting shall be given by or at the direction of the President or of the other person or persons calling the same. Such notice shall be given utilizing the contact information provided by the Member as it appears on the records of the Association. The method of communication

of the herein referenced notice shall be determined by the Executive Director unless instructed otherwise by the Board of Trustees.

Section 7. Quorum; Adjournment

A quorum of the Board of Trustees shall consist of a majority of the Trustees then in office; provided, however, that a majority of the Trustees present at a meeting duly held, whether or not a quorum is present, may adjourn such a meeting from time to time. If any meeting is adjourned, notice of such adjournment need not be given if the time and place to which such meeting is adjourned are fixed and announced at such meeting. At each meeting of the Board of Trustees at which a quorum is present, all questions and business shall be determined by a majority vote of those present except as in this Code of Regulations otherwise expressly provided.

Section 8. Waiver of Notice.

Notice of the time, place, and purposes of any meeting of the Board of Trustees may be waived in writing by any Trustee not receiving such notice either before or after the holding of such meeting. If any Trustee shall attend any any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waived by the Trustee.

Section 9. Action Without a Meeting.

Any action which may be authorized or taken at a meeting of the Board of Trustees may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, all of the Trustees, which writing or writings shall be filed with or entered upon the records of the Association. Actions authorized by the Board pursuant to this Section may be transmitted electronically to the Board by any Trustee authorizing such action. Such authorization shall be memorialized in a member's action signed by all of the Trustees.

Section 10. Student Trustee.

- a. The Board of Trustees, in its sole discretion, may elect a current Oberlin College student to serve as a Student Trustee for a one (1) year term, which one (1) year term shall commence upon election of said Oberlin College student as a Student Trustee.
- b. No more than one (1) Student Trustee may serve on the Board of Trustees at any given time.
- c. Student Trustees may serve a maximum of one (1) term as a Student Trustee. However, after completion of the Student Trustee's term, said Student Trustee may serve at any time on the Board of Trustees if so elected, subject to this Code of Regulations.
- d. A Student Trustee shall serve in an advisory capacity and shall have no vote on any matter which is a proper subject for action by the Board of Trustees.

- e. A Student Trustee may be removed as a Student Trustee by a majority vote of all current Board of Trustee members at any time and for any reason.
- f. Sections 1 through 9 of this Article II shall not apply to Student Trustees.

Article III OFFICERS

Section 1. Election and Designation of Officers.

The Board of Trustees shall elect a President, a Vice President, a Secretary, a Treasurer, and such other officers from among the Members as the Board of Trustees may deem necessary. Any two or more of such offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 2. Term of Office; Vacancies

The officers of the Association shall hold office as called for in Article II Section 2 and until their successors are elected, except in case of resignation, removal from office, or death. The Board of Trustees may remove any officer at any time with or without cause by a majority vote of the Trustees then in office. Any vacancy in any office may be filled by the Board of Trustees.

Section 3. President.

The President shall preside at all meetings of the Members and the Board of Trustees. The President shall be an ex officio member of all standing committees of the Board of Trustees except the Nominating Committee and shall appoint the chairpersons of such committees subject to the approval of the Board of Trustees. Subject to the direction of the Board of Trustees, the President shall have general supervision over the affairs of the Association. The President will execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Association with the approval of the Board of Trustees and shall have such other authority and shall perform such other duties as may be determined by the Board of Trustees.

Section 4. Vice President.

The Vice President shall have all of the authority and perform all of the duties of the President in the absence of the President or when circumstances prevent the President from acting. The Vice President shall be an ex officio member of all standing committees of the Board of Trustees and shall have such other authority and perform such other duties as may be determined by the Board of Trustees.

Section 5. Secretary.

The Secretary shall keep the minutes of meetings of the Members and of the Board of Trustees. The Secretary shall keep such books and records as may be required by the

Board of Trustees, shall give notices of the meetings of the Members and of the Board of Trustees required by law, or by this Code of Regulations, or otherwise, and shall have such authority and shall perform such other duties as may be determined by the Board of Trustees.

Section 6. Treasurer.

The Treasurer shall collect the annual dues from the Members, shall receive and have in charge all money, bills, notes, bonds, stocks in other corporations, and similar property belonging to the Association, and shall do with the same as may be ordered by the Board of Trustees. The Treasurer shall cause to be kept, under his or her supervision, accurate financial accounts and hold the same open for inspection and examination by the Trustees, shall prepare or cause to be prepared a full report concerning the finances of the Association to be rendered to the Members at any annual meeting of the Members, and shall have such authority and shall perform such other duties as may be determined by the Board of Trustees.

Section 7. Other Officers.

The other officers, if any, whom the Board of Trustees may elect shall, respectively, have such authority and perform such duties as may be determined by the Board of Trustees.

Section 8. Delegation of Authority and Duties.

The Board of Trustees is authorized to delegate the authority and duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

**Article IV
COMMITTEES**

Section 1. Nominating Committee.

The Nominating Committee shall consist of no less than three and no more than five members. The Nominating Committee shall present (a) to the Board of Trustees prior to each annual meeting of the Members, a list of candidates for election to the Board of Trustees to succeed those Trustees whose terms of office as such expire in such year for endorsement by the Board of Trustees and transmittal to the Members at the annual meeting and (b) at each annual organization meeting of the Board of Trustees, and a list of candidates for election as officers of the Association. In addition, the Nominating Committee shall present to the Board of Trustees at such times as may be required nominations to fill vacancies in the Board of Trustees and among the officers.

Section 2. Other Committees.

The Board of Trustees shall elect or appoint such other committees, including but not limited to an Exhibition Committee, a Finance Committee and an Education Committee, as the Board of Trustees shall from time to time determine. Each committee shall consist of no less than three members, including a chairman who shall be appointed by the

President, and shall have such authority and perform such duties as may be determined by or pursuant to resolution of the Board of Trustees or provision in by-laws of the Board of Trustees.

Article V INDEMNIFICATION

Section 1. Third-Party Actions.

The Association shall indemnify 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, including all appeals (other than an action, suit, or proceeding by or in the right of the Association) by reason of the fact that the person is or was a Trustee, officer, or employee of the Association, or is or was serving at the request of the Association as a director, trustee, officer, or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, 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 the person reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Derivative Actions.

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Association to procure a judgment in its favor by reason of the fact that the person is or was a Trustee, officer, or employee of the Association, or is or was serving at the request of the Association as a director, trustee, officer, or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by that person in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association except that no indemnification shall be made in respect of any claim, issue, or matter to which such person shall have been finally adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the Court of Common Pleas or the court in which such action or suit 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 for such expenses as the Court of Common Pleas or such other court shall deem proper.

Section 3. Rights after Successful Defense.

To the extent that a director, trustee, officer, or employee has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or 2, or in defense of any claim, issue, or matter therein, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Other Determination of Rights.

Except in a situation governed by Section 3, any indemnification under Section 1 or 2, (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, trustee, officer, or employee is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made (a) by a majority vote of Trustees acting at a meeting at which a quorum consisting of Trustees who were not parties to such action, suit, or proceeding is present, or (b) if such a quorum is not obtainable (or even if obtainable), and a majority of disinterested Trustees so directs, by independent legal counsel (compensated by the Association) in a written opinion, or (c) by the affirmative vote in person of a majority of the Members entitled to vote at a meeting held for such purpose at which a quorum consisting of Members who were not parties to such action, suit, or proceeding is present.

Section 5. Advances of Expenses.

Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals), or threat thereof, may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Trustees, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director, trustee, officer, or employee to repay such amount unless it shall ultimately be determined that the person is not entitled to be indemnified by the Association.

Section 6. Non-Exclusivity; Heirs.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles of Incorporation, this Code of Regulations, any agreement, vote of the Members, any insurance purchased by the Association, or otherwise, both as to action in the 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, trustee, officer, or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Purchase of Insurance.

The Association may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, or employee of the Association, or is or was serving at the request

of the Association as a director, trustee, officer, or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust, or other enterprise against any liability asserted against such person or incurred by such person in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provision of this Article or of the Ohio Non-Profit Corporation Law.

Article VI AMENDMENTS

The Code of Regulations of the Association may be amended, or a new Code of Regulations may be adopted by the Members at a meeting held for such purpose, by the affirmative vote of two-thirds of the Members present at a meeting at which a quorum of the Members is present, provided that written notice of the general nature of subject-matter of such alteration or amendment shall have been given in the notice of said meeting not less than twenty-one days before the day fixed for said meeting.

Article VII PARLIAMENTARY AUTHORITY

Roberts' Rules of Order, as periodically revised, shall be the parliamentary authority of the Association in all its meetings and in all cases to which they are applicable, except to the extent that they are inconsistent with this Code of Regulations.

Code of Regulations was approved at the Annual Organizational Meeting of the Board and Membership on **June 21, 2016**.