

BYLAWS
OF
RIVERDALE PARK ARTS COUNCIL
With March 11, 2013 Amendments

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BYLAWS
OF
RIVERDALE PARK ARTS COUNCIL

ARTICLE I
Mission Statement

The mission and the purpose of the Riverdale Park Arts Council (hereinafter called the "Corporation") is to encourage and coordinate artistic and cultural activities in the Riverdale Park community.

ARTICLE II
Offices

Section 1. Principal Office.

The principal office of the Corporation will be located in the State of Maryland.

Section 2. Other Offices.

The Corporation may also have offices at other places, both within and without the State of Maryland, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE III
Members

Section 1. Qualifications.

The Corporation will have four (4) classes of members as follows: (i) Individual; (ii) Organizational – corporations, local agencies, academic institutions, professional societies and other legal organizations with an interest in art; (iii) Honorary – individuals or organizations that have been recognized by the Board for artistic achievement or service to the Corporation; and (iv) Ex-officio – individuals who serve by virtue of an office that they hold within the community. Members must satisfy the conditions set forth in Section 3 of this Article or other conditions established by the Board from time to time.

Section 2. Rights of Membership.

The members of the Corporation have the right to attend the Annual Meeting and to participate in all activities of the Corporation. Members also have the right to vote, as set forth in these Bylaws, on the election of members of the Board of the Corporation. The Corporation may benefit, serve or assist persons who are not members, but may restrict the provision of certain benefits, services and assistance to members.

Section 3. Dues, Fees and Assessments.

Each member must pay, within the time and on the conditions set by the Board, any dues, fees, and assessments in amounts fixed from time to time by the Board. Those members who have timely paid the required dues, fees and assessments and whose membership has not otherwise been terminated will be members in good standing.

Section 4. Termination of Membership.

A membership will terminate on occurrence of any of the following events:

- (a) Resignation of the member on written notice to the Corporation; or
- (b) Expulsion of the member for cause by majority vote of the Board, including for the failure to pay any dues, fees, and assessments fixed from time to time by the Board within the time and on the conditions set by the Board.

Section 5. Liability for Debts or Obligations.

A member of the Corporation is not personally liable for the debts, liabilities or obligations of the Corporation.

Section 6. Place of Meeting.

Meetings of the members will be held at any place within the State of Maryland designated by the Board.

Section 7. Annual Meeting.

An Annual Meeting of the members will be held on any date between RPAC's ArtsFest (held the first Sunday of May) and June 30. The Board will fix the date and time of the Annual Meeting and notify members personally, in writing or by electronic transmission no less than ten (10) and no more than ninety (90) days before the meeting. Directors will be elected and any other proper business may be transacted at this meeting. Failure to hold an Annual Meeting will not invalidate the Corporation's existence or affect any otherwise valid corporate act.

Section 8. General Meetings.

There may be general meetings, in addition to the Annual Meeting, held at dates, times and locations determined by the Board. The Board will fix the date and time of any general meeting and notify members personally, in writing or by electronic transmission no less than ten (10) nor more than ninety (90) days before the meeting.

Section 9. Quorum and Voting.

Members entitled to vote at any meeting of members will be those members in good standing at least thirty (30) days prior to the date of the meeting. At any meeting of the members, thirty percent (30%) of the members in good standing thirty (30) days prior to any meeting will be necessary to constitute a quorum or a greater proportion as required for the action by statute, the Articles of Incorporation, or these Bylaws. If, at any meeting of the members, there is less than a

quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum is present. At any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as set forth in the original notice.

All questions will be decided by the affirmative vote of a majority of the members present at a duly convened meeting at which a quorum is present, except as otherwise provided by law, in the Articles of Incorporation or by these bylaws. Voting may be in person, by voice or by ballot. Members may also vote by proxy appointed by an instrument in writing subscribed by the member that bears a date not more than thirty (30) days prior to the meeting.

ARTICLE IV Board of Directors

Section 1. Powers.

The business and affairs of the Corporation will be managed by or under the direction of the Board, which may exercise all powers of the Corporation and do all lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws.

Section 2. Number and Election.

The number of Directors on the Board will be the number established from time to time by resolution of the Board which number will be no less than three (3) and no more than twelve (12). No decrease in the number of Directors will have the effect of shortening the term of any incumbent Director. The Directors will be elected by the affirmative vote of a majority of the members present at a duly convened Annual Meeting of the members where a quorum is present. The Directors will be initially divided into two (2) classes, as nearly equal in number as possible, with respect to the time for which they will severally hold office. Directors of Class A who are initially chosen will hold office for one (1) year or until the election and qualification of his/her successor or his/her resignation or removal. Directors of Class B who are initially chosen will hold office for two (2) years or until the election or qualification of his/her successor or his/her resignation or removal.

At each future Annual Meeting of the members, the successors to the class of Directors whose terms will expire at that time will be elected by the members to hold office for a term of two (2) years, so that the term of office of one class of Directors will expire each year, by the affirmative vote of the members at the Annual Meeting called for that purpose. Each Director elected will hold office until his/her successor is elected and qualified or until his/her earlier resignation or removal. Directors need not be residents of the State of Maryland.

Section 3. Vacancies.

Any vacancy occurring on the Board (including a vacancy resulting from an increase in the number of Directors) may be filled by the affirmative vote of a majority of the then members of the Board, although less than a quorum, or by a sole remaining Director, and each Director so elected will hold office until the next annual election of the class for which the director was chosen or his/her earlier resignation or removal.

Section 4. Annual Meeting.

A regular annual meeting of the Board will be held without notice other than this Bylaw following the Annual Meeting of the members, or on another date or at another time or place as determined by the Board and designated in the notice of the meeting.

Section 5. Regular Meetings.

The Board may provide by resolution the date, time and place for the holding of regular meetings, other than the annual meeting of the Board, without other notice than the resolution.

Section 6. Special Meetings.

Special meetings of the Board may be called by the Chair upon ten days notice to each Director, the notice to be provided personally, in writing or by electronic transmission, except as provided in Article IV, Section 10 hereof with respect to telephone meetings, and a special meeting will be called by the Secretary on like notice upon the written request of two-fifths of the number of Directors then in office. The meeting will be held on the date, time and place designated in the notice of the meeting by the person or persons calling the meeting.

Section 7. Notice; Waiver of Notice.

Whenever any notice of a meeting of the Board is required under provisions of the Articles of Incorporation or these Bylaws, (a) notice will be given personally, in writing or by electronic transmission, addressed to the Director at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least ten (10) days before the date designated for the meeting, or (b) a waiver thereof in writing, signed by the person or persons entitled to notice and filed with the records of the meeting, whether before or after the holding thereof, will be equivalent to the giving of notice. Notice will be deemed given at the time when the same is personally delivered, deposited in the United States mail, with postage thereon prepaid or deposited by electronic transmission. Neither the business transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of the meeting. Presence at any meeting without objection also will constitute waiver of any required notice.

Section 8. Quorum and Vote at Meetings.

At any meeting of the Board, a majority of the Directors in office will be necessary and sufficient to constitute a quorum for the transaction of all business except as provided otherwise in these Bylaws. A majority of the votes cast at a meeting of the Board, duly called and at which a quorum is present, will be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for the action by statute, the Articles of Incorporation, or these Bylaws. If, at any meeting of the Board, there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum is present. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as set forth in the original notice.

Section 9. Action Without Meeting.

Any action required or permitted at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action, is signed by all of the Directors, and the written consent is filed with the minutes of proceedings of the Board. The consent will have the same force and effect as a unanimous vote.

Section 10. Telephone Meetings.

Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear one another. Participation in a meeting pursuant to this section will constitute presence in person at the meeting.

Section 11. Resignation and Removal of Directors.

Any Director may resign at any time. The resignation must be made in writing and will take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation will not be necessary to make it effective. Directors may be removed with cause, at any meeting of the Board duly called and at which a quorum is present, by a majority of the votes cast at the meeting.

Section 12. Compensation and Reimbursement.

Directors and members of any committee of the Board are not entitled to compensation for their services as Directors or committee members. Directors and members of any committee of the Board may be entitled, to the extent authorized by the Board, to reimbursement for any reasonable expenses incurred in attending meetings of the Board or any committee of the Board, as the case may be.

ARTICLE V
Committees of Directors

Section 1. Executive Committee.

The Board may, by resolution adopted by a majority of the Directors in office, establish an Executive Committee to consist of three or more Directors appointed by the Board. When the Board is not in session, the Executive Committee will have and may exercise all of the powers of the Board, except to the extent, if any, that the authority is limited by resolution of the entire Board; provided, however, that neither the Executive Committee nor any other committee will have the power to amend the Articles of Incorporation or these Bylaws of the Corporation.

Section 2. Other Committees.

The Board may, by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, appoint from among its members one or more other committees, composed of two (2) or more Directors, for the purposes and with the powers as the Board may provide, except that no committee or committees will have or exercise the authority of the Board or the Executive Committee in the management of the Corporation.

Section 3. Tenure.

Subject to the provisions of Section 9 of this Article V, each member of the Executive Committee or any other committee will hold office until the next regular annual meeting of the Board following his/her appointment and until his/her successor is designated by the Board.

Section 4. Meetings and Notices.

Regular meetings of committees of the Board may be held without notice at the times and places as the committees may determine from time to time by resolution. Special meetings of committees may be called by any member thereof upon not less than one day's notice stating the place, date, and hour of the meeting, which notice may be provided personally, in writing or by electronic transmission. The notice of a meeting of a committee need not state the purpose of the meeting. Any member of a committee may waive notice of any meeting thereof, either before or after the meeting, by signing a waiver of notice which will be filed with the records of the meeting, or by attendance at the meeting.

Section 5. Quorum.

A majority of the members of a committee will constitute a quorum for the transaction of business at any meeting thereof. The vote of a majority of the members of a committee present at a meeting at which a quorum is present will constitute action of the committee.

Section 6. Action Without a Meeting.

Any action required or permitted at a meeting of a committee may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the members of the committee and filed with the minutes of proceedings of the committee.

Section 7. Telephone Meetings.

Members of committees may participate in a meeting by means of a telephone conference or similar communications equipment by which all persons participating in the meeting can hear one another. Participation will constitute presence in person at the meeting.

Section 8. Vacancies.

Any vacancy occurring on the Executive Committee may be filled by a resolution adopted by a majority of the Board in office. Any vacancy occurring on any other committee or committees may be filled by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Section 9. Resignation and Removal of Committee Members.

Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the Directors in office. Any member of any other committee may be removed by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Any member of a committee may resign from the committee at any time by giving written notice to the Board or the President or Secretary of the Corporation. Unless otherwise specified therein, the resignation will take effect upon receipt thereof.

Section 10. Procedure.

All committees established by the Board will keep regular minutes of their proceedings and the committee will report any actions taken to the Board at the next meeting thereof held after the committee meeting. The minutes of committee meetings will be distributed to all members of the Board.

ARTICLE VI
Officers

Section 1. Positions.

The officers of the Corporation will be a Chair of the Board, a President, a Secretary, and a Treasurer, and any other officers as the Board may appoint, including one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, who will exercise the powers and perform the duties as determined from time to time by the Board. Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide; provided, however, that in no event will the President and the Secretary be the same person. The Chair, the President, the Secretary, and the Treasurer will be members of the Board.

Section 2. Election and Term of Office.

Each officer of the Corporation will be elected annually by the Board and will serve for one year, and thereafter until his/her successor has been chosen and qualified or until his/her death, resignation, or removal.

Section 3. Resignation and Removal.

Any officer may be removed from office by the Board at any time with or without cause. Any officer may resign at any time by delivering a written resignation to the Board, the President or the Secretary. Should a vacancy occur prior to election, the Board will appoint a successor to fill the unexpired term of the officer.

Section 4. Chair of the Board.

The Chair of the Board will preside at all meetings of the Board and will perform the other duties and have the other powers as may be vested in the Chair by the Board.

Section 5. President.

The President will be the chief executive officer of the Corporation and will have general and active management of the business of the Corporation. The President will also serve as the Chair of the Board. The President may execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof is expressly delegated by the Board to some other officer or agent of the Corporation. [The President may also have other functions that the Board may designate from time to time] (added by Board of Directors on 3/11/13)

Section 6. Vice President.

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation, in the order of their election) will perform the duties of the President, and when so acting will have all the powers of, and be subject to all the restrictions upon, the President. The Vice President will perform other duties and have other powers as the Board may from time to time prescribe.

Section 7. Secretary.

The Secretary will attend all meetings of the Board, and will record all the proceedings of the meetings of the Board in a book kept for that purpose, and will perform like duties for the standing committees, when required. The Secretary will give notice of all special meetings of the Board, and will perform other duties as may be prescribed by the Board or by the President, under whose supervision the Secretary will be. The Secretary will have custody of the corporate seal of the Corporation, and the Secretary, or an Assistant Secretary, will have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or by the signature of the Assistant Secretary. The Board may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by the officer's signature. The Secretary or an Assistant Secretary may also attest all instruments signed by the Chair of the Board, the President, or any Vice President.

Section 8. Assistant Secretary.

The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board (or if there has been no determination, in the order of their election), will, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, perform the duties and exercise the powers of the Secretary, and perform other duties and have other powers as the Board may from time to time prescribe.

Section 9. Treasurer.

[A.]- (added on 3/11/13 by BOD) The Treasurer will have the custody of the corporate funds and will keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and will deposit all monies and other valuable effects in the name and to the credit of the Corporation in depositories as may be designated by the Board. The Treasurer will disburse the funds of the Corporation as ordered by the Board, taking proper vouchers for disbursements, and will render to the President, and to the Board at its regular meetings, or when the Board so requires, an account of all transactions as Treasurer and of the financial condition of the Corporation. If required by the Board, the Treasurer will give the Corporation a bond in the sum and with the surety or sureties as will be satisfactory to the Board for the faithful performance of the duties of the Treasurer's office and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind, in the Treasurer's possession or under the Treasurer's control and belonging to the Corporation.

B. As of February 28, 2013, the Treasurer's function has been delegated to the Hyattsville CDC by mutual agreement. The responsibilities noted in subsection A are hereby suspended while

the existing agreement is in place. During the period of the agreement, the Treasurer shall serve as the Board conduit to HCDC and shall request and obtain regular financial statements from HCDC for presentment to any Board member. The Treasurer and President may jointly request payment or reimbursement from the HCDC with proper documentation. (added by BOD on 3/11/13).

Section 10. Assistant Treasurer.

The Assistant Treasurer, or if there is more than one, the Assistant Treasurers in the order determined by the Board (or if there has been no determination, in the order of their election), will, in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, perform the duties and exercise the powers of the Treasurer, and perform the other duties and have the other powers as the Board may from time to time prescribe.

Section 11. Compensation.

Officers are not entitled to compensation for their services to the Corporation. The Board, in its sole discretion, may reimburse any officer of the Corporation for reasonable out-of-pocket expenses in accordance with policies established by the Board.

ARTICLE VII
Indemnification

Unless expressly prohibited by law, the Corporation will fully indemnify any person made or threatened as a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that the person, or the person's testator or intestate, is or was a director or officer of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or due in settlement incurred in connection with the action, suit or proceeding. The Board, in its sole discretion, will have the power to adopt Bylaws or resolutions for the indemnification of the Corporation's employees and agents, provided that any Bylaws or resolutions are consistent with applicable law.

ARTICLE VIII
Charitable and Educational Purposes; Policy of Non-Discrimination

Section 1. Charitable and Educational Purposes.

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No portion of the net earnings of the Corporation will inure to the benefit of or be distributed to its members or any private individuals. No substantial part of the activities of the Corporation will be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publishing of distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation will not carry on any other activities not permitted for a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986. Upon dissolution of the corporation, the Board will, after paying or making provision of the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in the matter, or to the organization or organizations organized and operated exclusively

for the charitable, educational, religious, or scientific purposes as will at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Policy of Non-Discrimination.

The Corporation will not discriminate against any person in the hiring of personnel, the election of the members of the Board, the provision of services to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disability, age or on any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

ARTICLE IX
General Provisions

Section 1. Execution of Instruments.

All checks or demands for money and notes of the Corporation will be signed by the officer or officers or other person or persons as the Board may from time to time designate.

Section 2. Seal.

The Board may adopt a seal of the Corporation. If adopted, the custody of the seal will be with the Secretary and he/she will have authority to affix the seal to all instruments where its use is required.

Section 3. Fiscal Year.

The fiscal year of the Corporation will begin on January 1 and end on December 31 of each year, with the initial fiscal year to commence on the date of incorporation.

ARTICLE X
Amendment of Bylaws

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of the votes cast at any meeting of the Board, duly called and at which a quorum is present.

* * * * *

The foregoing Bylaws were adopted by the Board on March 7, 2011. They were amended as shown by statements indicating such in brackets in regard to the President and Treasurer by the RPAC BOD (Board of Directors) on March 11, 2013, where HCDC stands for Hyattsville Community Development Corporation.

The Bylaws were amended again with revised wording of Article 3, Section 7, in regard to the date of the Annual Meeting of Members. The change of the date was approved by RPAC BOD, June 4, 2013, and the wording of Section 7 was approved at RPAC BOD meeting Jan. 13, 2015.

Delvin S. Fanning, Assistant Secretary

