

BYLAWS OF OHIO RIVER VALLEY ARTISTS GUILD, INC.

ARTICLE I

Section 1.1 Name The Name of this Corporation is Ohio River Valley Artists Guild, Inc (the "CORPORATION")

Section 1.2 Offices The principal office of the Corporation shall be
ORVAG, 2111 Old Main Street, Washington, KY41056 -
Mailing address: P.O. Box 183, Old Washington, KY 41096

ARTICLE II

Section 2.1 Directors Directors shall be elected in the number and in the manner prescribed in the Articles of Incorporation.

Section 2.2 Powers All powers of the Corporation shall be exercised, its business and affairs, and its property controlled by the Board of Directors except as otherwise required by the laws of the Commonwealth of Kentucky.

Section 2.3 Vacancies During a Term Any vacancy that may occur in the Board of Directors caused by death, resignation, or otherwise, shall be filled for the unexpired term by a majority of the remaining Directors if the Directors then number three or more or, in the event of less than three remaining Directors, by those then remaining Directors.

Section 2.4 Meeting of Directors Meetings of Directors shall be held at such times and places as deemed necessary pursuant to resolution of the Directors or to a call signed by the President or by two Directors. Two days written notice of such meeting shall be given to each Director unless the Directors have a fixed regular time and place for such meeting, in which case no notice shall be required for any meeting. Notice of any meeting may be waived in writing either before or after such meeting.

Section 2.5 Quorum A majority of the members of the Board of Directors then serving shall constitute a quorum at any meeting of the Board of Directors.

Section 2.6 Voting Each Director shall have one vote. No Director's vote shall be cast in absentia. A simple majority of those present and voting will decide any question except an amendment to these bylaws or any amendment to the Articles of Incorporation.

ARTICLE III

Section 3.1 Committees The Board of Directors may in its discretion appoint such committees which shall have such powers and perform such duties as from time to time may be prescribed

by the Board of Directors. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board of Directors shall have otherwise provided.

Section 3.2 Members handbook The Board of Directors may in its discretion create and maintain a members handbook defining such things as:

- Members responsibilities
- Operational guidelines for the Guild's places of business
- Procedures for displaying and selling works of art through the Guild
- Procedures for offering and running workshops and classes

Changes to the handbook may be made by the Board at any meeting of Directors by the affirmative vote of a majority of the Directors present, provided notice of the meeting, which contains the proposed change is given.

Section 3.3 Approved Forms Forms used by the Guild for business purposes and any revisions to such forms shall be approved by the Board at any meeting of Directors by the affirmative vote of a majority of the Directors present, provided, notice of the meeting, which contains a copy of the proposed form or change is given.

ARTICLE IV

Section 4.1 Officers Officers shall be elected to the term described, in the manner described, and may be removed at any time by a vote of the majority of the Directorate.

Section 4.1.1 Removal for Non-participation Failure to attend four consecutive Board Meetings or otherwise participate in the affairs of the Corporation for four consecutive months without adequate notification will permit the removal of a Director by a simple majority of those Directors present.

Section 4.2 Vacancies Vacancies in any office of the Corporation may be filled for the unexpired term by the Board of Directors at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the Board of Directors.

Section 4.3 Duties of the President The President shall be the chief executive officer of the Corporation. The President shall preside at meetings of the Board of Directors and shall sign in the name and on behalf of the Corporation all notes, bonds, and other evidences of indebtedness, and all instruments and documents, such as deeds, mortgages, leases, contracts, notices, et cetera.

Section 4.4 Duties of the Vice President The Vice President of the Corporation shall carry out all the functions of the President whenever the President is absent or incapacitated for any reason. The President need not be out of the local area or Commonwealth of Kentucky in order for the Vice President to function in his place, but merely be absent or incapacitated at the particular time when given acts are to be performed, or when a given signature is required. If the President shall be present, the Vice President may also perform all of the functions of the Secretary or Treasurer in the event of the absence or incapacity of the Secretary or Treasurer.

Section 4.5 Duties of the Secretary The Secretary of the Corporation shall keep and maintain a record of proceedings of the Board of Directors of the Corporation in permanent form. The

secretary shall attest or countersign all documents executed on behalf of the Corporation which require counter signature and to otherwise be responsible for authenticating corporate records.

Section 4.6 Duties of the Treasurer The Treasurer shall receive and account for all funds of the Corporation and shall be responsible for the fiscal affairs of the Corporation, jointly with the President, and the periods between meetings.

ARTICLE V

Section 5.1 Depository The funds of the Corporation shall be deposited by the Treasurer in one or more banks or trust companies designated by the Board of Directors from time to time or, in the absence of such designation, by the Treasurer.

ARTICLE VI

Section 6.1 Fiscal Year The fiscal year of the Corporation shall be the calendar year.

Section 6.2 Annual Meeting. The annual meeting of the Corporation shall be on the second Thursday of each year, or on such other date during January as determined by the Board of Directors.

ARTICLE VII

Section 7.1 Amendments to Bylaws These bylaws may be altered, amended, or repealed and new bylaws may be adopted at any meeting of Directors by the affirmative vote of a majority of the Directors, provided, notice of the meeting, which contains the proposed change is given.

Section 7.2 Amendments to Articles of Incorporation

The Articles of Incorporation may be amended by a vote of two-thirds of the Guild membership, in accordance with the rules, at any meeting called for the purpose.

For the purposes of such an amendment only, simple proxy votes (either written or by email to the guild secretary) which either approve or disapprove a proposed change may be accepted.

Note: The original document is on file at the Guild Headquarters.