

The Friends of Leesburg Public Arts – Mission Statement (2012)

To inspire a thriving creative community within the Town of Leesburg, VA, the Friends of Leesburg Public Arts will stimulate community partnerships with local artists and encourage vigorous commitment through the sponsorship and promotion of arts and cultural activities that enrich the quality of our local landscape.

FRIENDS OF LEESBURG PUBLIC ARTS, INC.

BY-LAWS

ARTICLE ONE

Name, Seal and Offices

1. Name. The name of the corporation is The Friends of Leesburg Public Art, Inc.
2. Seal. The seal of the corporation shall be circular in form and shall bear on its outer edge the words “The Friends of Leesburg Public Art, Inc.” and in the center, the words and figures “Incorporated Virginia 2012”.
3. Offices. The principal office address of the corporation shall be 525-K East Market St. #280, Leesburg, Virginia 20176. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or for the purposes of the corporation may require.

ARTICLE TWO

Members and Meetings of Members

1. Membership. The corporation shall have one class of members, being composed of those persons elected to the membership by the Board of Directors, from among those persons having demonstrated to the Board of Directors, a common interest in fulfilling the purposes of the corporation.
2. Rights of members. Each member shall be entitled to one vote. The right of a member to vote and all his right, title and interest in or to the corporation shall cease on the termination of his membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.
3. Resignation of members. Any member may resign from the corporation by delivering a written resignation to the president or secretary of the corporation.
4. Regular meetings. There shall be one annual meeting of the members to be designated by the President. This meeting shall be held at the offices of the corporation or at such other place in Loudoun County, Virginia, as the Board of Directors shall select. If the stated date for the meeting is a legal holiday, then the meeting shall be held on the next succeeding day, not a holiday. The annual meeting shall be held for the purpose of electing directors, and for the transaction of such other business as may properly come before the meeting.

5. Special meetings. Special meetings of the members, other than those regulated by statute, may be called at any time by the president or vice president or by two directors and must be called by the president or secretary on receipt of the written request of one-fifth of the members of the corporation.
6. Notice of special meetings. Notice of special meeting stating the time, place and purpose or purposes thereof shall be served personally, by mail or email upon each member residing within the United States not less than five nor more than thirty days before such meeting, and, if mailed, such notice shall be directed to each member at his address as it appears on the books or records of the corporation, unless he shall have filed with the secretary of the corporation a written request that notices intended for him shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.
7. Quorum. Those members present in person shall be empowered to transact the business of a legally called regular or special meeting.
8. Voting. At every meeting of members, each member shall be entitled to vote in person. The vote for directors and, upon the demand of any member, the vote upon any question before the meeting shall be by written ballot. All elections and all questions shall be decided by a majority vote of the members present in person except that where there are more than two nominees for one position; the two receiving the largest number of votes on the first ballot shall be the candidates on subsequent ballots.
9. Removal of members, directors or officers. Any member, director or officer may be removed from membership or from office by the affirmative vote of two-thirds of the full membership, registered in person, at any regular meeting or at a special meeting called for that purpose, for actions or inactions detrimental to the interests of the corporation. Any such member, officer or director proposed to be removed, shall be entitled to at least five days notice, in writing, by mail of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

ARTICLE THREE

Directors

1. Election and term. The property and business of the corporation shall be managed and controlled by its Board of Directors, with a minimum of 3 in number. and The term of office of the members of the Board of Directors shall be one year and until their successors are elected and take office, but a Director may succeed himself/herself. Members of the Board of Directors shall be elected annually at a meeting of the members of the corporation.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate from time to time one or more committees each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and

exercise the authority of the Board of Directors, except to approve an amendment to the Articles of Incorporation or a plan of merger or consolidation.

2. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.
3. Vacancies. Any vacancy in the Board of Directors occurring during the year may be filled for the unexpired portion of the term by the directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the corporation or until the election and qualification of successor.
4. Annual meeting. Immediately after each annual election, the directors shall meet for the purpose of organization, the election of officers and the transaction of other business, and if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given.
5. Special meetings. Special meetings of the Board of Directors may be called by the president or vice president and must be called by either of them on the written request of any three members of the Board.
6. Notice of meetings. Notice of all directors' meetings, except as herein otherwise provided, shall be given by mailing notice at least three days, or by telephoning or emailing notice at least one day before the meeting, to the usual business or residence address of the director, but such notice may be waived by any director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. At any meeting at which every director shall be present, even though without any notice or waiver thereof, any business may be transacted.
7. Chairman. At all meetings of the Board of Directors, the president or vice president, or in their absence a chairman chosen by the directors present, shall preside.
8. Quorum. At all meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these by-laws.
9. Compensation. Directors shall receive no salary for their services as such.
10. Powers. All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of the Commonwealth of Virginia, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

Duties. The Board of Directors shall present, at the annual meeting of members, and file with the minutes thereof, a report, of the names and places of residence of the persons who have been admitted to membership during the year. **ARTICLE IV**

Officers

1. Number. The officers of the corporation shall be the president, vice president, secretary, treasurer and such other officers with such powers and duties not inconsistent with these by-laws as may be appointed and determined by the Board of Directors. Any two offices, except those of president and secretary, may be held by the same person.
2. Election, term of office and qualifications. The president shall appoint a committee whose purpose is to nominate a slate of officers for the coming year. All officers shall be elected annually the by the Board of Directors from among their number following the annual meeting of members of the corporation.
3. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until election and qualification of his successor.
4. President. The president shall preside at all meetings of members and of the Board of Directors. He/she shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.
5. Vice President. At the request of the president, or in the event of his/her absence or disability, the vice president shall perform the duties and possess and exercise the powers of the president, and to the extent authorized by law, the vice president shall have such other powers as the Board of Directors may determine and shall perform such other duties as may be assigned to the Vice President by the Board of Directors.
6. Secretary. The secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He/she shall attend and keep the minutes of all the meetings of the Board of Directors and members of the corporation. He/she shall keep a record containing the names of all persons who are members of the corporation, showing class of membership and place of residence, such book shall be open for inspection as prescribed by law. The Secretary shall sign with the president or vice president, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he/she shall affix the seal of the corporation. The Secretary shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to the Secretary by the Board of Directors.

7. Treasurer. The treasurer shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. He/she may be required to give bond for the faithful performance of his duties, in such a sum and with such sureties if the Board of Directors may require. When necessary or proper, he/she may endorse on behalf of the corporation for collection, checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such banks or depository as the Board of Directors may designate. He/she shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he/she shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these by-laws to some other officer or agent of the corporation. He/she shall make such payments as may be necessary or proper to be made on behalf of the corporation. He/she shall enter regularly on the books of the corporation to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him/her for or on account of the corporation, and shall exhibit such books at the offices of the corporation at all reasonable times to any director or member upon request. He/she shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.

The accounts of the treasurer shall be audited, as determined by the Board of Directors at or before the end of each fiscal year, and at such other times as are deemed expedient by such Board.

8. Salaries. Officers shall receive no salary for their services as such.

ARTICLE FIVE

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these by-laws, to the extent authorized or permitted by law.

ARTICLE SIX

Contracts

The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contractor agreement or to pledge its credit, or render it liable pecuniary for any purpose or to any account.

ARTICLE SEVEN

Committee

Executive committee. There shall be an executive committee consisting of not less than three nor more than ten members of the Board of Directors, which committee shall have the power to act for the board between meetings of the board in all matters where the policy of the corporation has been clearly established; any action taken by the executive committee shall be reported in full to the Board of Directors at its next meeting.

ARTICLE EIGHT

Fiscal Year

The fiscal year of the corporation shall be the calendar year.

ARTICLE NINE

Prohibition Against Sharing in Corporate Earnings

No member, director, officer or employee of, or member of a committee of, or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided this prohibition shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively for

charitable purposes to organizations recognized as tax-exempt charities by the Federal Government of the United States.

ARTICLE TEN

Investments

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action would result in the denial of the tax exemption under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE ELEVEN

Exempt Activities

Notwithstanding any other provisions of these By-laws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE TWELVE

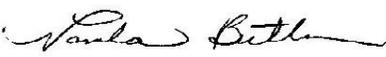
Indemnification of Officers

Each person now or hereafter a member of the Board of Directors or Officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all costs and expenses, including all attorneys' fees; imposed upon or reasonably incurred by him/her in connection with or resulting from any action, suit, proceeding or claim to which he/she is or may be made a party by reason of his/her being or having been a member of the Board of Directors or Officer of the Corporation, except in relation to matters as to which he/she shall have been finally adjudged in such action, suits or proceedings to be liable for negligence or misconduct in the performance of his duties as such Trustee or Officer. Such right of indemnification shall not be deemed exclusive of any rights to which he/she may be entitled under any other By-law, agreement, vote of the members, or otherwise.

The above By-laws were adopted at the organizational meeting of the Board of Directors held February 20, 2014

President

ATTEST:



Secretary

**ARTICLES OF INCORPORATION
A VIRGINIA NON-STOCK CORPORATION**

THE FRIENDS OF LEESBURG PUBLIC ARTS, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Laws of the Commonwealth of Virginia, do hereby certify:

ARTICLE ONE

The name of the Corporation shall be “THE FRIENDS OF LEESBURG PUBLIC ARTS, INC.”, hereinafter referred to as the “corporation”.

ARTICLE TWO

The name of the corporation’s initial registered agent is Kimberlee Norris. The place in the Commonwealth where the initial registered office of the corporation which is identical to the business office of the initial registered agent is 18 South King Street, Leesburg, Virginia 20175. The registered office is in Loudoun County, Virginia. The initial registered agent is a resident of Virginia and an initial director of the corporation.

ARTICLE THREE

Said corporation is organized exclusively for charitable, educational and purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE FOUR

The purpose of the organization is:

1. To promote for the benefit of the general public art in the Town of Leesburg;
2. To provide and/or contract for exhibit and performance space for works of local artists;
3. Encourage contact and communication among local artists and local arts organizations;
4. Promote local artists and local art and promote the appreciation of local artists and local art;
5. To educate the public regarding art and Leesburg public art;
6. To raise funds to promote the advancement of public arts in the Town of Leesburg;
7. To cooperate and assist local, state, and federal governmental agencies and bodies, as well as other nonprofit organizations in the promotion of public arts in Leesburg;

8. To solicit and receive funds and property by gift, purchase, devise or bequest, and may administer and apply such funds and property with or without restriction of use in accordance with the purposes set out above;
9. To do those things necessary for the accomplishment of the foregoing objectives or those that may be recognized as proper and legal activities and objectives of an arts organization; all of which shall be consistent with the public interest as well as the interest of an arts organization.
10. The corporation may do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the corporation, and shall exercise all powers possessed by Virginia Corporations of similar character, including the power to own, lease, contract for the purchase or sale of, and to mortgage or otherwise encumber, real and personal property.

ARTICLE FIVE

1. The names and addresses of the initial directors of the corporation are:

Pamela Butler	211 Jennings Ct., SE, Leesburg, VA 20175
Biansa Cox	43702 Hibler Rd., Leesburg, VA 20176
Jonathan Carroll	462 Foxridge Dr., SW, Leesburg, VA 20175
K.D. Kidder	2A Loudoun St., SW, Leesburg, VA 20175
Kimberlee Norris	208 Wirt St., Leesburg, VA 20176
Judith Richards	43280 Overview Pl., Leesburg, VA 20176
Susan Serafin	1320 Moore Place, SW, Leesburg, VA 20176
David White	1501 Balch Dr., SE, Leesburg, VA 20175

2. The initial number of directors of the corporation shall be eight. The number of directors may be increased or decreased from time to time by amendment to the Bylaws. There shall be no less than three (3) directors.
3. The directors shall be elected by and from the voting membership at the annual membership meeting.
4. The term of office of the members of the Board of Directors shall be one year and until their successors are elected and take office, but a Director may succeed her/himself.
5. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate from time to time one or more committees each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors, except to approve an amendment to the Articles of Incorporation or a plan of merger or consolidation.

ARTICLE SIX

The corporation shall have one class of members, being composed of those persons elected to membership by the Board of Directors, from among those persons having demonstrated to the Board of Directors, a common interest in fulfilling the purposes of the corporation. Each member shall be entitled to one vote.

ARTICLE SEVEN

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the third Article hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code, or the corresponding section of any future federal tax code.

ARTICLE EIGHT

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, these Articles of Incorporation are executed on behalf of said corporation by the following incorporators:

Biansa Cox

Jonathan Carroll

Kimberlee Norris

Susan Serafin

David White

Pamela Butler

K.D. Kidder

Judith Richards