

As approved by the Board on January 18, 2026

WASHINGTON ART ASSOCIATION, INCORPORATED

BYLAWS

ARTICLE I – The Association

Section 1. The Association. The Washington Art Association, Incorporated (the “Association”) is a Connecticut corporation without capital stock. The principal office of the Association shall be in Washington Connecticut.

Section 2. Purposes. The purposes of the Association as set forth in its Certificate of Incorporation are as follows: To promote the understanding and appreciation of art; to encourage and facilitate the study and practice of the arts by individuals; to hold art exhibitions from time to time or continuously; to cooperate with schools, civic and youth organizations in Washington Connecticut; and to cooperate with organizations in surrounding communities having similar purposes and aims.

ARTICLE II – Members

Section 1. Members Defined.

(a) The Association is a corporation with a single class of members, each of whom has one vote and each of whom is referred to as a “Member”. The qualifications and rights of Members shall be as set forth in these Bylaws.

(b) Any natural person interested in the promotion of the purposes of the Association may become a Member upon payment of such dues as prescribed by the Board of Trustees. All Members in good standing shall be entitled to notice of and to attend and to vote at any meeting of Members.

(c) The Board of Trustees may at any time remove any Member for nonpayment of dues.

Section 2. Meetings of Members

(a) Annual Meeting of Members. The annual meeting of Members for the election of Trustees, for the election of the Association’s President, to vote on other matters presented by the Board of Trustees or the Members, and for the conduct of such other business as may properly come before the meeting shall be held annually in Washington, Connecticut on a Sunday in January or February.

(b) Special Meetings of Members. Special meetings of Members may be called at any time by the President or on written request of twenty-five percent of the Board of Trustees. The President shall also call a special meeting of Members upon the written request of at least 25 Members, which request describes the purpose or purposes for which such meeting is to be held; the date for such meeting will be no more than 30 days after the receipt by the President of such written request.

(c) Notices. Notice of each meeting of Members shall be given no less than ten or more than thirty days in advance of such meeting to Members entitled to vote, stating the date, time, place, and purpose of such meeting. For the Annual Meeting such notice shall include the proposed nominees for Trustee to be elected, and the proposed President if a President is to be elected. The notice of the Annual Meeting shall also list the officers and Trustees of the Association, Chairs of Standing Committees and their respective terms of office, and the agenda including any other business to be conducted at the annual meeting of Members.

(d) List of Nominees. At least 45 days in advance of the Annual Meeting the Association shall send a notice to Members specifying the date of the Annual Meeting and soliciting recommendations for election as Trustees. Any Member recommendation shall be included on the ballot if such recommendation is supported by 25 or more Members in written communications or e-mails received by the Association no fewer than 30 days before the Annual Meeting. All nominees to the Board must include a bio or background statement, posted on the Association's website at least 15 days prior to the election.

(e) Record Date; List of Members. The record date for determining which Members are entitled to vote at a meeting of Members shall be ten days prior to the date on which notice is proposed to be sent to Members. An alphabetical list of Members as of the record date shall be posted on the Association's website within two business days after notice of the meeting.

(f) Quorum. The presence of 25 Members entitled to vote shall constitute a quorum.

(g) Voting. All questions shall be determined by a majority of Members entitled to vote who are present in person or by or electronic proxy, except that changes to the Certificate of Incorporation require a 2/3rds majority of such Members.

(h) Conduct of meetings. (i) Meetings of Members shall be conducted in accordance with the rules of procedure as published in the latest edition of Roberts Rules of Order ("RONR"). (ii) The President shall preside at all meetings of Members, shall determine the order of business, and may establish rules for the conduct of the meeting that are not inconsistent with these Bylaws or RONR. (iii) The President shall appoint an inspector of election for each meeting of Members, which inspector may be a Trustee, Officer or Member of the Association, except that no person standing for election on the ballot for such meeting shall serve as inspector of election. (iv) Within 7 days after any meeting of Members, the Secretary shall post draft minutes of such meeting on the Association's website. Once posted, members may submit

corrections or additions to the Secretary which shall either be incorporated into the final minutes or included as an appendix to them.

Section 3. Matters requiring approval by a vote of Members. If and to the extent that the Board of Trustees approves any of the below-listed actions, such action shall not become effective unless approved by a vote of Members at the next Annual Meeting of Members, or at a Special Meeting of Members:

- (a) Any amendment of these Bylaws or of the Association's Certificate of Incorporation.
- (b) Any change in the physical location of the Association.
- (c) Any contract or expenditure having a value of more than \$60,000 except that no approval of Members shall be required for contracts and expenditures necessary for the maintenance and safe operation of the Association's facilities or compliance with local building, sanitation or fire codes, or other similar requirements. Members will be provided with timely disclosure of such contracts and expenditures. The \$60,000 value referred to above was established at the Association's 2026 Annual meeting; such value shall be increased or decreased as of January 2031 and every fifth year thereafter by the same percentage as the percentage change in the official U.S. inflation rate (the Consumer Price Index).
- (d) Any acquisition, rental contract or disposition of real property.
- (e) Any major improvement or renovation of real property, or capital expenditure not within the scope of clause (c).
- (f) Any other extraordinary business, including major change in the direction or purposes of the Association.

Section 4. Examination of Records. All records and books of account of the Association shall be open to the inspection of Members at any time during the weekday business hours of the Association.

ARTICLE III – Board of Trustees

Section 1. Role of Trustees. Subject to Article II Section 3, the affairs of the Association shall be managed by the Board of Trustees. Each Trustee shall be a Member of the Association and shall have a residence in the northwest corner of Connecticut.

Section 2. Number of Trustees. The Board of Trustees shall be composed of not fewer than fifteen or more than twenty-five members.

Section 3. Term. Each Trustee shall serve a term of three years and may serve two consecutive terms but then shall not be eligible for re-election until the lapse of two years. The term for a Trustee shall begin on the date of the Annual Meeting on which the Trustee is elected.

Section 4. Resignation and Removal. A Trustee may resign by giving notice in writing to the Secretary. A Trustee may be removed, with or without cause, by a majority vote of the Trustees, excluding from such vote the Trustee sought to be removed. A Trustee who is absent for three or more consecutive Board Meetings shall be considered to have resigned, unless such Trustee shall have disclosed to the President the reason for such absences, and the President shall have determined that continued service by such Trustee is appropriate.

Section 5. Vacancies. Any vacancy on the Board of Trustees may be filled by the Board of Trustees at any meeting by a majority vote of Trustees. The newly elected Trustee shall be designated as an "Acting Trustee", shall be seated at once, and shall hold office as such until the next annual meeting of Members. If elected by Members at the next Annual Meeting of Members, the Acting Trustee shall be designated as a Trustee. Trustees so elected will have an initial three-year term commencing on the date of election by Members.

Section 6. Meetings of Trustees.

(a) In General; Notice. Meetings of Trustees may be called by the President or by any five Trustees. Notice of time, place, and purpose of all meetings of the Board of Trustees shall be given to each Trustee at least ten days prior to such meeting, and to Members at least seven days prior to such meeting. Under circumstances deemed by the President to require prompt action, a meeting may be convened as quickly as a quorum can be assembled with notice given as soon as possible.

(b) Annual Meeting. The Annual Meeting of the Board of Trustees for the election of Officers and Chairs of Standing Committees, and for the conduct of such other business as may properly come before the meeting, shall be held each year on a Sunday in January or February in conjunction with the Annual Meeting of the Association.

(c) Other Meetings. The Board of Trustees shall hold at least three regular meetings each year in addition to the Annual Meeting on a schedule that it shall determine, but generally on a quarterly basis; the schedule of such quarterly meetings for a calendar year will be announced at the Annual Meeting of Members. Other meetings may be called by the President or by any five Trustees.

(d) Conduct of Meetings. Annual and quarterly meetings of the Board of Trustees shall be open to Members who shall have the right to speak when and to the extent permitted by the President or presiding chairperson. Members may attend other meetings of the Board of Trustees subject to such rules as the Board of Directors may prescribe to limit the number of Members in attendance. The President may exclude Members from all or portions of any meeting, declaring the meeting to be in Executive Session, to the extent that the agenda includes

personnel or other sensitive matters in which interests of the Association or individuals would be prejudiced if not kept confidential. Meetings will be conducted in a manner consistent with RONR.

(e) Minutes. Within 7 days after any meeting of Trustees, the Secretary shall post draft minutes of such meeting on the Association's website. Definitive minutes will be posted on the Association's website promptly after their approval, and the corresponding draft minutes taken down. Minutes of Executive Sessions may be redacted to the extent necessary to protect confidentiality.

Section 7. Strategic Planning. The Board of Directors will periodically develop (i) a multi-year strategic plan (a "Strategic Plan") for the advancement of the Association's purposes, and (ii) processes and procedures for the development and implementation of a Strategic Plan that are inclusive of Members. A Strategic Plan will typically (i) define the role of each Committee in advancing the purposes of the plan, and (ii) include financial targets for revenue, expense or investment of endowment funds in facilities or programs. Implementation and staff interaction with the Strategic Plan will form the cornerstone for evaluation of staff and committee effectiveness.

ARTICLE IV - Officers

Section 1. Officers. The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be Trustees. Officers shall have a working understanding of the Bylaws of the Association and the description of their duties and responsibilities.

Section 2. Terms of Officers. Officers shall serve a term of two years from the date of election and may serve two consecutive terms but then shall not be eligible for the same office until the lapse of two years. The Board of Trustees may extend the term of an Officer for one additional two-year term by majority vote of the Board of Trustees, subject to election by the Members in the case of an extension of the term of the President.

Section 3. Resignation and Removal of Officers or Agents. An Officer may resign by giving notice in writing to the Secretary. Any Officer, agent, or employee may be removed at any time by the Board of Trustees.

Section 4. Vacancies. (a) President. Upon the resignation, death, disability or removal of the President, the Vice President will serve as President until a successor is elected. The Board of Trustees will seek to identify a successor President; the successor President shall be proposed by a majority vote of Trustees, and shall be elected by majority vote of the Members at the next

Annual Meeting of Members or at a Special Meeting of Members called for the purpose of such election.

(b) Other Officers and Committee Chairs. Any vacancy occurring among the Officers other than the President, or among the Chairs of Standing Committees, may be filled by the Board of Trustees.

Section 5. Duties of Officers. (a) President. The President shall be the general executive officer of the Association and shall preside at meetings of the Board of Trustees and of the Members. The President may appoint special committees and perform such duties as generally pertain to the office.

(b) Vice President. The Vice President shall have such powers and perform such duties as the Board of Trustees, or the President shall from time-to-time prescribe. In the President's absence or inability to act, the Vice President shall perform the duties and may exercise the powers of the President. In the absence of the Vice President, the duties of Vice President shall be performed by the Treasurer.

(c) Secretary. The Secretary shall keep accurate and complete minutes of all proceedings and acts of the Board of Trustees and all meetings of Members and shall be responsible for the distribution and posting of such minutes in accordance with the other provisions of these Bylaws. The Secretary shall maintain a list of the active Trustees, including the start and end dates of each Trustee's term of office. The Secretary shall be custodian of the seal of the Association and shall affix the seal to contracts and certificates or other documents requiring the seal of the Association. The Secretary shall oversee the Association's document retention policies and their implementation and shall perform such other duties as may be prescribed by the Board of Trustees or the President from time to time.

(d) Treasurer. The Treasurer shall have custody of the Association's funds and securities, maintain accurate financial records, and oversee the financial operations and investments of the Association in accordance with Financial Policies and Procedures adopted by the Finance Committee. The Treasurer shall present financial reports to the Board of Directors at such times and in such form as required by the Board or the Financial Policies and Procedures. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

ARTICLE V– Executive Director

Section 1. Executive Director. The Board of Trustees shall appoint an Executive Director who shall be a member of the Association and shall receive a salary fixed by the Board of Trustees in consultation with the Finance Committee. The Executive Director may be removed by the Board of Trustees.

Section 2. Duties. The Executive Director shall report to the President and shall have such duties as may be assigned by the Board of Trustees or the President. The Executive Director shall not be a voting member of the Board of Trustees or any Standing Committee.

ARTICLE VI – Standing Committees

Section 1. Standing Committees. The Standing Committees shall be Audit, Building, Development, Education, Executive, Exhibition, Finance, Membership, Marketing and Communications, Nominating, Special Events, and Volunteers. Each Committee shall be subject to the oversight of the Board of Trustees and shall perform such duties in addition to those enumerated as the President or the Board of Trustees may determine. At the annual and each quarterly Board Meeting the Chair of each Committee shall report to Board of Directors on the functioning of the Committee during the preceding quarter, and on the Committee's progress in achieving its goals under the Strategic Plan.

Section 2. Committee Chairs. The Chairs of Standing Committees shall be proposed by the Nominating Committee and elected by the Board for a term of two years. They may serve three consecutive terms but then shall not be eligible for the same office until the lapse of two years. Chairs shall be members of the Board of Trustees. The President may not serve as Chair of a Standing Committee.

Section 3 Committee Members. The Chair of each Standing Committees shall appoint Committee members in sufficient number to accomplish the Committee's purposes. Each Committee other than the Executive Committee shall have at least two members who are not Trustees. Members so appointed shall serve a term of two years and may be reappointed by the Chair. Each member of a Standing Committees shall be a member of the Association in good standing and shall be subject to removal by the Committee Chair.

Section 4. Standing Committees. The following are the Standing Committees of the Association:

- a) **Audit.** The Board of Trustees may from time to time determine that it is in the best interests of the Association to establish an Audit Committee. The Audit Committee, if so established, will have no members in common with the Finance Committee. If an Audit Committee is so established, the Committee shall oversee the Association's financial reporting processes, internal controls, and audit functions. The Committee shall: (i) recommend to the Board of Trustees the engagement or discharge of independent auditors; (ii) review the scope and results of audits with the independent auditors; (iii) review the Association's annual financial statements; (iv) monitor the adequacy of internal financial controls and procedures; and (e) report regularly to the Board of Directors on Committee activities and findings. The Committee may establish additional policies and procedures to fulfill its oversight responsibilities as approved by the Board of Trustee

- b) Building. The Committee shall have charge and control of the physical properties of the Association. It will oversee maintenance, identify the need for immediate and future improvements or changes in the Associations facilities, and develop the necessary proposals for board consideration
- c) Development. The Committee shall be responsible for developing and implementing annual and multi-year fundraising plans.
- d) Education. The Committee shall establish an education program to provide for the instruction of Members in the arts.
- e) Executive. (i) The Executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer of the Association. The Executive Director of the Association is an *ex officio*, non-voting member of the Committee. The President shall be the Chair of the Executive Committee.

(ii) The Executive Committee shall (1) exercise all powers of the Board of Directors between scheduled Board meetings, subject to the other provisions of these Bylaws; (2) oversee the development and implementation of a Strategic Plan by the Board of Directors and provide guidance to Committee chairs on the development and implementation of a Strategic Plan; (3) prioritize issues for the Board of Trustees; (4) oversee board policies, ensuring good governance practices; (5) supervise and evaluate the Executive Director and conduct an annual review of his/her performance; (6) subject to Article II Section 3, approve necessary expenditures that arise between Board meetings; (7) create and dissolve special committees or task forces as necessary or appropriate; (8) make recommendations to the Board of Trustees on such matters as the annual budget, investments or expenditures, hiring decisions, staff bonuses, and governing structure, and (9) ensure adequate communication between the Board and the Members.
- f) Exhibition. The Committee shall (i) plan the schedule of exhibitions in the Association's galleries consistent with the Association's purposes, and (ii) oversee the organization and conduct of such exhibitions.
- g) Finance. The Committee shall be chaired by the Treasurer and shall have general charge of the finances of the Association. The Committee shall report at each of the regular meetings of the Board of Trustees. The Finance Committee shall adopt Financial Policies and Procedures which may address matters including but not limited to: (i) maintenance of accounting records and financial controls; (ii) deposit and disbursement of funds; (iii) financial reporting requirements and schedules; (iv) signatory authority and approval thresholds; (v) bonding requirements, if any; (vi) preparation of budgets; (vii) oversight of the audit of the books and accounts of the Association in the absence on an Audit Committee when an audit is required by the Board of Trustees; and (viii) investment and reserve fund management.
- h) Membership. The Committee shall develop and oversee the implementation of programs to build, cultivate and maintain membership in the Association.

- i) Marketing and Communications. The Committee shall (i) oversee the Association's website, making sure it remains current and easy to use, (ii) oversee the marketing and public relations of the Association and (iii) promote the Association's exhibitions and special events
- j) Nominating. The Committee shall consist of a minimum of four members, at least two of whom shall be Members who are not Trustees. The Committee shall present to the Board for its approval the list of nominees for the annual meeting of Members that includes candidates for President and for the Trustees to be elected at such Annual Meeting of Members, and from time-to-time to identify and cultivate future potential candidates for the Board of Trustees, Officers, and Chairs of Standing Committees in accordance with the other provisions of these Bylaws.
- k) Special Events. The Committee shall schedule, plan, and execute special events to foster community and support the Association's Purposes. The Committee will work in collaboration with other Standing Committees. Special events shall be subject to the approval by the Board of Trustees.
- l) Volunteers. The Committee shall recruit and cultivate volunteers, and coordinate with other Committees in identifying needs for volunteers and in overseeing the services provided by volunteers.

ARTICLE VII – Other Matters

Section 1. Conflicts of Interest. (a) Policy. The Association shall adopt and maintain a written Conflict of Interest Policy applicable to Trustees, Officers, Committee Chairs the Executive Director, and key employees. Each such person shall disclose any actual or potential conflict of interest to the Board of Directors in accordance with the policy.

(b) Voting. Any Trustee having a conflict of interest with respect to a matter shall disclose such conflict to the Board of Directors, shall abstain from voting on such matter and shall not be present for any discussion or decision on the matter.

(c) Annual Disclosure. Each director and officer shall annually sign a statement affirming that he or she (i) has received a copy of the Conflict-of-Interest Policy, (ii) has read and understands the policy, and (iii) agrees to comply with the policy.

Section 2. Notices etc. All notices required by these Bylaws, the Association's Certificate of Incorporation, or the Connecticut Revised Nonstock Corporation Act may be given by electronic mail to the email address furnished to the Association by the Member, Trustee, or Officer, as applicable. Notice shall be deemed delivered when sent. Where these Bylaws require that information be made available to Members or Trustees, such requirement may be satisfied by posting the information on the Association's website.

Section 3. Use and Disbursement of Funds. All funds of the Association shall be used exclusively to further the purposes of the Association as set forth in its Certificate of

Incorporation and these Bylaws. No director, officer, or Member of the Association shall have any right, title, or interest in or to the assets of the Association. No Officer or Trustee shall receive any compensation whatsoever, except that Trustees who may be teachers in the instruction program of the Association may be compensated as teachers.

Section 4. Standards of Conduct for Trustees. Each Trustee shall discharge his or her duties as a Trustee, including duties as a member of a Committee, (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the director reasonably believes to be in the best interests of the Association, consistent with Section 33-1104 of the Connecticut Revised Nonstock Corporation Act.

Section 5. Insurance. The Association may purchase officers and directors' liability insurance.

Section 6. Whistleblower Protection. No Trustee, officer, employee, or volunteer of the Association who in good faith reports any action or suspected action taken by or within the Association that is illegal, fraudulent, or in violation of any adopted policy of the Association shall suffer intimidation, harassment, discrimination, or other retaliation or, in the case of employees, adverse employment consequence.

Section 7. Document Retention. The Association shall adopt and maintain a Document Retention and Destruction Policy providing for the systematic retention and destruction of documents and records of the Association, consistent with applicable law and sound practices.

ARTICLE VIII – Corporate Seal

The seal of the Association shall be circular in form. It shall bear the name of the Association and the date of its incorporation. The Secretary shall be custodian of the seal of the Association and shall affix the seal to contracts and certificates or other documents requiring the seal of the Association.

ARTICLE IX - Disposal of Assets on Dissolution

Upon any dissolution or liquidation of the Association, the balance, if any, of all money and other assets of the Association shall, after payment of all its debts and obligations of whatsoever kind and nature, be distributed or delivered to such charitable organization or organizations as the Trustees in their sole discretion shall determine and as provided in the Certificate of Incorporation of the Association.

ARTICLE X - A Non-Profit Association

The Association shall be conducted and managed strictly as a nonprofit educational and cultural organization as provided in the Certificate of Incorporation and these Bylaws, and all funds received by the Association from whatsoever sources shall be expended solely for the benefit of the Association and for the furtherance of its purposes.

