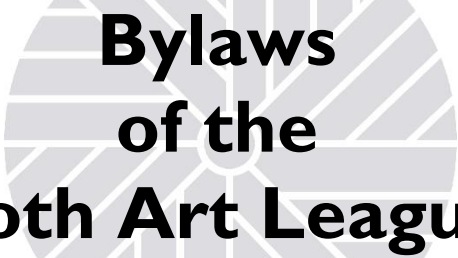


REHOBOTH ART LEAGUE



**Bylaws
of the
Rehoboth Art League, Inc.**

Adopted by the Board of Trustees on 7/17/25



EXHIBIT A

AMENDED AND RESTATED BYLAWS OF THE REHOBOTH ART LEAGUE, INC.

ARTICLE I. GENERAL

Section 1. Name

The name of this corporation shall be “The Rehoboth Art League, Inc.”, (hereinafter referred to as the “League”). The League is also known and sometimes does business as “RAL” and the “Art League.”

Section 2. Purpose, Mission, Vision

The League is organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code and for any lawful purpose, as authorized by Delaware state law. RAL was formed in 1938 in Henlopen Acres, Delaware, as a place where artists could teach, gather, and exhibit their work. The RAL Henlopen Acres campus is over 3.5 acres of wooded grounds, formal gardens, and five buildings. RAL is a membership arts organization, with more than 1,000 members from around the country. The campus and historic elements—including the Permanent Collection of artwork and antiquities that encompasses close to 1,000 pieces—have become an integral part of the RAL’s identity and character, and thus an important part of its program services to the community. The galleries, historic buildings, and gardens are always free and open to the public.

In addition to the on-campus activities, RAL has expanded to take arts to other parts of Sussex County. Over the years RAL has developed a Visual Arts Outreach program as part of the education department. The outreach program has expanded to also include programs for the developmentally disabled and senior citizens.

The mission of RAL: Based in our historic setting and working in partnership with other organizations throughout region, the Rehoboth Art League leads in sponsoring art exhibitions, education and other programs that inspire all community members to embrace the lifelong value of art.

The vision of RAL: We strive to nurture a welcoming and diverse community that celebrates, inspires, and appreciates all art and artists. United with our Henlopen Acres neighbors and the broader community, we are stewards of our unique campus for future generations.

Section 3. Non-Discrimination

(a) The Trustees uphold the values of the organization in advancing the mission through governance and fiscal sustainability. Values are more specifically outlined in their entirety and updated, as appropriate, in the handbook of the Board (“The Board Handbook”), in the strategic plan, and for the public on the RAL website.

(b) The League is an equal opportunity employer. The League does not and shall not discriminate and will take affirmative action measures to ensure against discrimination on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual or affectional preference, or military status, in any of its activities or operations. These activities and operations include, but are not limited to, employment, recruitment, advertisements for employment,

compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant, selection of volunteers and vendors, and provision of services.

Section 4. Principal Office, Controlling Laws and Instruments

(a) The principal office of the League, residing in the state of Delaware, is 12 Dodd's Lane, Rehoboth Beach, DE 19971 or such other Delaware address designated by majority vote of the Board of Trustees.

(b) The League may also have office(s) in other places as the business of the League may require as designated by majority vote of the Board of Trustees.

(c) These Bylaws are controlled by and shall always be consistent with the provisions of the general laws of the State of Delaware, the Act, and the Articles of Incorporation of the League filed with the Delaware Secretary of State, as any of the foregoing may be amended from time to time.

ARTICLE II. THE BOARD OF TRUSTEES, MEMBERSHIP

Section I. Powers, Term and Role

(a) Number of Trustees: The League is a membership corporation and has no authority to issue capital stock. Membership in the League shall not be transferrable or assignable. The business and affairs of the League shall be governed by a Board of Trustees. The Board shall be composed of no more than thirteen (13) persons (excluding any Emeritus Trustees) and no less than seven (7) persons. The Board of Trustees shall consist of Trustees at large, and Trustees who serve as Officers.

(b) No Compensation: The Board of Trustees shall serve without compensation for their services as Trustees and Officers.

(c) Election and Term of Trustees: People interested in serving as Trustees shall be nominated by other Trustees or the Executive Director to the Trusteeship Committee. The Trusteeship Committee will present and recommend new Trustees to the Board for a vote. New Trustees will be elected by majority vote of the Board of Trustees. Each Trustee shall hold office for a term of three (3) years. A Trustee may be eligible to renew up to two additional terms of three years each for a maximum of three (3) three-year terms (i.e. maximum of 9 years). After serving the maximum time allowed, a person may again be eligible to serve after being off the Board of Trustees for one year. The Trustees may agree to extend the term of a Trustee in order to meet the requirements for minimum membership or to fulfill the term for an Officer.

(d) Election and Term of Officers: The Officers shall consist of Chair, Vice-Chair, Secretary, and Treasurer and any additional Officers elected pursuant to this Section. The Officers shall be recommended by the Trusteeship Committee and elected by majority vote of the Board of Trustees, from among the list of eligible candidates, at a regular meeting of the Board or at the annual meeting of the Board. Office holders shall hold office for a two-year term.

(e) Additional Officers: The Board of Trustees may elect additional Officers as Vice-Chairs, Assistant Secretaries, and Assistant Treasurers. The Officers (including additional Officers) will be members of the Executive Committee.

(f) Emeritus Trustee(s): Trustees may appoint and/or elect Emeritus Trustees to support the mission of the League for a three-year term eligible for renewal. Election of Emeritus Trustees is restricted to retired or past Trustees of the Board who have provided especially meritorious and distinctive service to the League over a sustained period of time. An Emeritus Trustee is not a voting Trustee of the Board and shall not be counted for the purpose of determining a quorum. Emeritus Trustees are welcome and expected to participate in regular Board of Trustees meetings. Emeritus Trustees shall not have voting privileges in meetings of the Board and shall not be counted for the purpose of determining a quorum to transact Board business or for any other purpose. The Emeritus Trustees may be eligible to serve on any Board committee, if invited to serve, with voting privilege, except that the Emeritus Trustees may not serve on the Executive Committee.

(g) The Elected President of the Rehoboth Village Improvement Association (VIA) shall be an ex officio member of the Board, shall receive notice of all Board meetings, and have a right to attend Board meetings. Given the VIA's role in the founding of the League, this position ensures a continued connection. The foregoing does not preclude the person who sits as the VIA President to be nominated, on his or her own merits, to be an elected Trustee of the Board, with voting privileges. The VIA President may be eligible to serve on any Board committee, if invited to serve, with voting privilege, except that the VIA President may not serve on the Executive Committee.

Section 2. Filling Vacancies

(a) Resignation: Notwithstanding the regular expiration of their term or their removal by the Board of Trustees, a Trustee or an Officer may resign only by submitting a written resignation to the Chair; the resignation of a Chair shall be submitted to each member of the Executive Committee of the Board of Trustees.

(b) Vacancies: The Board of Trustees may fill any unplanned vacancies of any Trustee at large or any Officer for the balance of a term through election by a majority vote of the remaining Trustees. However, the Chair may assign a Trustee to temporarily fill the vacancy until the election.

(c) Removal: A Trustee may be removed, with cause, as determined first by a unanimous recommendation of the members of the Trusteeship Committee to the Board and then a majority vote of the Board of Trustees, provided however, the Trustee must be given written notice of the proposed action and an opportunity to present a case to remain on the Board both to the Trusteeship Committee at least ten (10) days prior to the vote for recommendation by the Trusteeship Committee and then to the Board before a final vote is taken.

Section 3. Meetings of the Board

(a) Regular Board Meetings: Regular meetings of the Board shall be held at least four (4) times per year and may be scheduled more often by the Chair. The Chair shall ensure regular and meaningful communication of the Board as more specifically set forth in the Board Handbook. As necessary, regular Board meetings may be conducted virtually by teleconference or other electronic communication methods/platforms provided that two-way communication is possible between the participants.

One of the regular meetings of the Board, shall be designated the annual meeting.

(b) **Special Meetings:** The Executive Committee may call a special meeting. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting. As necessary, special meetings may be conducted virtually by teleconference or other electronic communication methods/platforms provided that two-way communication is possible between the participants.

(c) **Notice of Meetings:** Each calendar year, the Board will agree to a schedule of regular meetings of the Board for that calendar year. Notices of special meetings shall state that it is a special meeting being called and may be given by transmitting any variety of electronic mail at least 48 hours prior to the meeting time. Provided an attempt made in good faith was undertaken and provided and that written evidence exists that a reasonable means of notifying a Trustee was made, the inadvertent failure of notice of a special meeting to any Trustee shall not invalidate the meeting or any action taken at the meeting.

(d) **Quorum and Voting:** A majority of elected Trustees shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees. Trustees with voting rights shall have one vote each. Unless for a purpose otherwise specifically indicated, an affirmative vote of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees. If at any meeting less than a quorum shall be present, a majority of those present may either adjourn the meeting or continue discussion; provided the Board may not take any official action.

(e) **Conduct of Meeting:** Meetings shall be presided over by the Chair of the Board of Trustees, or if they are not present, by the Vice-Chair, or if they are not present, a Chair to be elected at that meeting. In the absence of the Secretary, the presiding Officer may appoint a person to act as secretary for that meeting.

(i) The rules contained in the Meetings Procedures Policy of the Board Handbook shall govern the meetings of the League in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or with any special rules of order of the League.

(ii) Meetings of the League are meant to foster a culture of doing business and reaching agreement by consensus.

(f) **Action Without Meeting:** Any action which may be properly taken by the Board of Trustees assembled in a meeting may also be taken without a meeting if notice of the consideration of the action is provided in writing (including electronic communications) to all of the Trustees entitled to vote with respect to the action. If a majority of Trustees approve setting forth the action in writing (including electronic communication, this consent shall have the same force and effect as a vote of the Trustees assembled and shall be filed with the minutes.

(g) **Reimbursement:** Notwithstanding that the Trustees serve without compensation, Trustees and Officers may be reimbursed for all expenses reasonably incurred on behalf of the League.

(h) Any payments made to a Trustee found disallowed, in whole or in part, by the Internal Revenue Service or any other appropriate federal, state or local regulatory agency shall be reimbursed to the League by such Trustee to the full extent of the disallowance. It shall be the duty of the Board of Trustees to enforce any such reimbursement payment.

Section 4. Membership in the League

The League also may have Individual Members (as defined in the Certificate of Incorporation). As provided in the Certificate of Incorporation, Individual Members shall have no voting rights and no rights to consent

to any matter submitted to the vote or consent of the Members (including, without limitation, the election or removal of Trustees). All rights of Members to vote or consent on matters submitted to the vote or consent of the Members shall be vested in the Trustees, as set forth in the Certificate of Incorporation and these Bylaws. It shall be a condition of membership as an Individual Member that such Individual Member timely pays to the League such annual dues as may be established by the Board, from time to time. Additional qualifications and conditions of membership as an Individual Member, and the benefits associated with such membership, may be determined by the Board, from time to time.

Section 5. Additional Classes of Members

The Board shall have authority to establish additional classes of nonvoting Members and to establish sub-categories of Individual Members. The qualifications and conditions of any such additional classes or sub-categories of membership, and the benefits associated with such classes or sub-categories of membership, may be as set forth in these Bylaws or may otherwise be determined by the Board, from time to time. No such class or sub-category of membership shall have voting rights or rights to consent to any matter submitted to the vote or consent of Members (including, without limitation, the election or removal of Trustees).

ARTICLE III. OFFICERS

(a) The Chair shall preside at and conduct all meetings of the Board of Trustees and of the Executive Committee. The Chair may sign all contracts and agreements in the name of the League after they have been approved by the Board, serve as the representative of the League in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Trustees.

(b) The Vice-Chair shall perform the duties of the Chair if the Chair is unable to do so or are absent; perform such other tasks as may be assigned by the Board and, at the request of the Chair, assist in the performance of the duties of the Chair.

(c) The Secretary shall keep accurate records and minutes of all meetings of the League; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the Minutes Book of the League and a current listing, with phone numbers and addresses, of the Trustees at the office of the League.

(d) The Treasurer shall oversee the deposit of funds of the League into the proper accounts of the League; the reconciliation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the League; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end of the year financial reports and federal and state tax reports. The Treasurer shall serve as Chairperson of the Finance Committee.

(e) The Emeritus Trustee shall have the following responsibilities: (a) serve as an advocate for the League and its mission; (b) provide feedback to the Board of Trustees and staff; (c) provide advice and technical expertise to the Board of Trustees and staff of the League; (d) assist in identifying and fostering relationships with others whose interest and support are important and beneficial to the League; and (e) assist and advise the Board of Trustees in fund-raising efforts, where appropriate.

(f) Trustees at large shall be present at all Board meetings and shall come prepared for Board discussions and votes as set forth in Board agenda.

ARTICLE IV. EXECUTIVE DIRECTOR AND STAFF

(a) The Board may delegate duties and customary authority to the Executive Director and staff of the League. The Executive Director shall memorialize the duties and authority delegated to staff in written job descriptions. The Executive Director shall be subject to hire and termination by the Board of Trustees. Other appointed staff shall be subject to hire and termination by the Executive Director.

(b) The Board of Trustees shall determine salary and any other compensation of the Executive Director. The Executive Director shall determine salary and any other compensation of staff within the limits of the annual budget and operating plan approved by the Board;

(c) The Board of Trustees is responsible for conducting an annual performance review of the Executive Director. The results of the review shall be considered when determining compensation for the Executive Director.

(d) The Executive Director shall attend and participate in meetings of the Board of Trustees and of committees but shall not be entitled to a vote.

(e) Signature Authority: All checks, notes, acceptances, orders for payment of money and long term agreements shall be consistent with the approved budget and signed or approved by the Executive Director in accordance with Financial Policy set forth in the Board Handbook.

ARTICLE V. COMMITTEES

The Board of Trustees shall create committees as noted in the Bylaws with specific agreed-upon roles and responsibilities to assist with the business of the League. Each Trustee is expected to serve on at least one committee, but other committee members are not required to be Trustees. The Board shall elect the Trustee to Chair each committee at the annual meeting of the Board. The Board may fill any unplanned vacancies of any Committee Chair through election by a vote of the majority of Trustees. However, the Chair may assign a Trustee to temporarily fill the vacancy until the election. The Chair and the Executive Director are ex-officio members of all committees. The Board may appoint special, temporary, or ad-hoc committees and task forces as necessary. The Board may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board as set forth in the Board Handbook and shall give advice and make non-binding recommendations to the Board.

Executive Committee

The Executive Committee shall be chaired by the Chair of the Board, or Vice Chair in the Chair's absence, and shall be comprised of the Board Officers. and the chairs of the Board's standing committees. The Executive Director shall also be an ex-officio member, without voting privilege. The Executive Committee shall meet as needed in advance of the regular Board meeting to provide ongoing oversight of the affairs of the League, including but not limited to governance issues and

assistance with preparing agendas for Board meetings. The Executive Committee is also authorized to act on behalf of the Board when the full Board cannot be convened to deal with an action that requires immediate attention. Such actions are subject to ratification by the Board at its next meeting.

Finance

The Finance Committee shall be chaired by the Treasurer of the Board and shall assist the Board in fulfilling its oversight responsibilities with respect to reviewing and monitoring spending policy for the League consistent with the League's long term goals; reviewing, approving and monitoring the League's annual budget, including program and management appropriations and capital spending. The Finance Committee shall also be responsible to oversee the preparation of the annual audit, including the recommendation to the Board of the hiring of the auditor and the review and approval process of the audit by the Board.

ARTICLE VI. PROTECTIONS

Section I. Conflict of Interest

The League, as a nonprofit, tax-exempt organization, depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the operations of the League first must fulfill all legal requirements. They also depend on the public trust and thus are subject to scrutiny by and accountability to both governmental authorities and members of the public. Consequently, there exists between the League and its board, employees and volunteers fiduciary duty that carries with it a broad and unbending duty of loyalty and fidelity. Trustees, employees, and volunteers have the responsibility of administering the affairs of the League honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the League. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the League or knowledge gained therefrom for their personal benefit. The interests of the organization must have the first priority in all decisions and actions. Therefore, each member of the Board of Trustees, employees, and those volunteers who make purchasing decisions on behalf of the League will be required to sign annually a Conflict of Interest Statement and disclose promptly any conflicts of which they may be aware to the Executive Director.

(a) Any Trustee, staff, or committee member having an interest in a contract or other transaction or determination presented to the Board of Trustees or a committee of the League for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of their interest to the Board of Trustees or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by a vote of the majority of Trustees, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist.

(b) If a conflict is deemed to exist, such person shall not vote on, nor use their personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon.

(c) The minutes of the meeting shall reflect the disclosure, the vote thereon, where applicable the abstention from voting and participation, and whether a quorum was present.

Section 2. Legal Protections

(a) Indemnification: The League shall indemnify its Trustees and Officers to the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Trustees or independent legal counsel appointed by the Board of Trustees (who may be regular counsel for the League) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

(b) Except to the extent prohibited by law, the indemnification provided in Article IV Section 2(a), above, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of League, any bylaw, agreement, vote of disinterested Trustees or otherwise, both as to action in their official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a Trustee, Officer, employee or agent of the League and shall inure to the benefit of the heirs, executors, administrators of such person.

(c) Exoneration: To the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, no Trustee or Officer of this League shall be personally liable to the League or its members for money damages; provided, however, that the foregoing limitation of Trustee and Officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986) or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Trustees and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(d) Insurance: The League must purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee or agent of the League, or who, while a Trustee, Officer, employee or agent of the League is or was serving any of the entity at the request of the League, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the League would have the power to indemnify him or her against such liability under the provisions of the Article

ARTICLE VII. RIGHT TO CORPORATE RECORDS BY TRUSTEES

(a) These bylaws, the roster of Trustees, the books of accounts and the minutes or proceedings of the Board of Trustees and of the Committees shall be open to inspection by a Trustee, for any purpose reasonably related to their interests as a Trustee, no later than 10 ten days after receipt of a written request, addressed to the Chair or the Secretary of the League.

(b) Such records shall be made available for the same purpose at any Board of Trustees meeting when requested by at least three (3) members of the Board of Trustees.

(c) Inspection may be made in person or by an authorized agent or attorney and inspection includes the right to make photocopies at the Trustee's expense.

ARTICLE VIII. FINANCIAL RESPONSIBILITY

Section 1. Fiscal Year

(a) The fiscal year of the League shall begin January 1st and end December 31st of each calendar year.

(b) The Executive Director (in consultation with the Treasurer) shall present the annual budget prior to the end of the fiscal year for discussion and approval by the Board.

Section 2. Bank Accounts

(a) Bank Accounts shall be defined and regulated by the Finance Committee, created with authority outlined in these Bylaws. If a finance committee does not exist, such responsibility will be relegated to the Treasurer and Chair on behalf of the Board of Trustees.

Section 3. Unfunded Expenditures and Loans

(a) Loans shall be approved by two-thirds vote of the Board of Trustees, executed using provisions set forth in these Bylaws. The Finance Committee shall monitor unfunded expenditures and loans, with monthly reports given to the Board of Trustees.

ARTICLE IX. AMENDMENTS

Section 1. Amendments:

These bylaws may only be amended by a vote of at least two-thirds (2/3) of the Board of Trustees present and entitled to vote and must be at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Trustees in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

Section 2. Dissolution

(a) The League may be dissolved by a two-thirds vote of the Trustees then serving provided that notice of the proposed dissolution has been submitted to the Trustees in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty-days (30) prior to the meeting date.

(b) In the event of dissolution, the Board of Trustees shall dispose of all of the net assets of the League exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

(c) Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the League is then located, exclusively for such purposes or to such organizations.