

**BYLAWS**  
**of**  
**artbyFORM Inc.**  
**a Virginia Nonstock Corporation**  
**January 1, 2023**

**Article 1 - Name**

The name of the organization shall be artbyFORM Inc. The organization may conduct business as “FORM” or “artbyFORM”.

**Article 2 - Purpose**

The organization is organized exclusively for charitable, educational, and scientific 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.

The organization is organized to provide opportunities for artists and creatives of all backgrounds to connect, create, learn, and share, and to collect funds to benefit exempt charitable organizations through the release of their work.

The organization intends to apply for tax exemption under section 501(c)(3), and shall be bound by the requirements of the Internal Revenue Code, including the restrictions present in the Articles of Incorporation.

**Article 3 - Members**

The organization shall not have members.

#### **Article 4 - Directors**

The organization shall have a Board of Directors. The size of the Board of Directors shall not be fixed. Any member of the Board of Directors may leave at any time by notifying the organization. A new Director can be appointed upon agreement of both the new Director and 75 percent of the existing Directors (rounded up, if necessary). A Director can also be removed upon agreement of 75 percent of the other Directors. The term of a Director shall be unlimited and only terminated by voluntary departure, removal, or death.

The Board of Directors shall be the organization's sole governing body. All powers of the corporation shall be exercised under the authority of the Board.

The Board may call meetings as necessary. Any action of the Board shall be approved upon vote of a majority of the Board. In cases where the Board is split evenly, the vote of the treasurer shall determine the option approved by the Board.

The Directors shall not be compensated. All work performed by the Directors in the scope of their role as Directors or otherwise in relation to their work with the organization shall be the legal property of the organization.

The Directors may participate in meetings and voting by virtual means, and may vote asynchronously via any means determined by the Board.

#### **Article 5 - Officers**

The organization shall have one officer, a treasurer. The treasurer shall be chosen by the Board of Directors and shall continue in their role until and unless a new treasurer is appointed. The treasurer must be confirmed by two thirds of the Board. The treasurer shall oversee and direct the organization's financial affairs, keep the Board informed of financial information, prepare budgets and financial reports, and be the custodian of the organization's bank accounts and

funds. The treasurer shall also oversee the recordkeeping of the organization, in the role that would otherwise be held by a secretary. The treasurer shall be responsible for executing all contracts and financial instruments, including checks and other payments, on behalf of the organization, and must act in the organization's best interest and receive approval from the Board for any major transactions or agreements that do not follow directly from actions approved previously from the Board. The treasurer shall not enter into any loans, whether by or to the organization, without the approval of the Board.

#### **Article 6 - Books and Records**

The treasurer shall maintain the organization's bookkeeping. The organization shall keep copies of its governing documents, including the bylaws and articles of incorporation, on file. The organization's fiscal year shall be the calendar year. The board shall adopt a conflict of interest policy and keep it on file.

#### **Article 7 - Amendments**

These bylaws may be amended by the approval of 75% of the Board of Directors.