

**BYLAWS
OF THE
RED ONION PRESS**

Drafted January 28, 2018

Adopted

Revised and Amended_____

**BYLAWS
OF THE
Red Onion Press**

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Attest

Date Approved: _____, 2018 _____

Secretary __ [_____] _____

BYLAWS
OF THE
RED ONION PRESS

Incorporated under the laws of the State of Georgia, September 19, 2017

ARTICLE I

NAME

SECTION 1. The name of the corporation shall be the
RED ONION PRESS INC.

ARTICLE II

OFFICES

SECTION 1. Principal Office. The principal office of the Red Onion Press (workshop) in the State of Georgia shall be located in the City of Kennesaw, County of Cobb. The corporation may have other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

SECTION 2. Registered Office. The corporation shall have and continuously maintain in the State of Georgia a registered office, and a registered agent whose office is identical with the registered office, as required by the Georgia Nonprofit Corporation Code. The registered office may be, but need not be, identical with the principal office in the State of Georgia, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

PURPOSES

SECTION 1. Nonprofit Corporation. The corporation is a nonprofit corporation. It is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code and shall have no capital stock and no shareholders. The corporation shall be neither organized nor operated for pecuniary gain or profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Member, Director, officer, or trustee of the corporation, or any other private person.

SECTION 2. Charitable Purpose. The corporation is organized exclusively for charitable and educational purposes as is contemplated in the Internal Revenue Code Section 501(c)(3), or corresponding sections of any future federal tax code. The corporation is further authorized to receive and to make contributions in furtherance of these purposes, and to make distributions to organizations that may exist in carrying out those purposes and to organizations that qualify under Internal Revenue Code Section 501(c)(3).

SECTION 3. Promotion of the Arts. In furtherance of these purposes, the corporation shall direct, encourage, promote and stimulate the practice and appreciation of fine art printmaking and letterpress among the people living in the North Georgia area.

SECTION 4. Activities. Specifically, the workshop shall strive to generate quality art and education in the community it serves and to assist and to support efforts which enable members of the community to produce their own art. The workshop shall:

- a) Work cooperatively with all arts and civic groups to build audiences and participants in the Arts
- b) Work to develop and promote arts education in collaboration with other eligible city / county organizations
- e) Work to elevate the quality of life for the citizens of the community
- f) Serve as a community resource for printmaking and letterpress information, materials, and equipment
- g) Provide education, training and technical assistance to artists and other arts nonprofit organizations or associations in the region
- I) Work to develop and promote community based cultural tourism
- j) Work to secure government support for the arts at all levels.
- k) Perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the corporation, as set forth in its Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

SECTION 5. General Powers. The corporation shall have all those general powers specified in §§14-3-302 and 14-3-303 of the Georgia Nonprofit Corporation Code, including the power to do everything necessary, proper, advisable or convenient for the accomplishment of any other purposes set forth, provided the same is not forbidden by the laws of Georgia.

ARTICLE IV

TAX-EXEMPT STATUS

SECTION 1. Tax-Exempt Status. The affairs of the corporation at all times shall be conducted in such a manner to assure its status as a “publicly supported” organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.

a) The corporation shall not carry on propaganda, lobbying or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign for any candidate for public office.

(b) Notwithstanding any other provisions of the Articles of Incorporation, or these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on: (I) by a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code; or (ii) by a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code.

SECTION 2. Intent. It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code. All terms and provisions of the Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE V

TERRITORY

SECTION 1. Territory. The Territory of the Workshop is principally, but not limited to Cobb County, Georgia. The territory is subject to those changes which the Board of Directors may make in the future.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the corporation shall be subject to review and fiducial oversight by its Board of Directors.

SECTION 2. Authority and Responsibility. The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have responsibility for oversight of the business operations and overall corporate policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility. Under no circumstances, however, shall the fundamental and basic purposes of the corporation, as expressed in the Articles of Incorporation, be amended or changed. The Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any Member, Director, officer, or other private person or individual.

SECTION 3. Number and Tenure. The Board of Directors shall be composed of no more than 9 members. The elected members of the Board of Directors shall serve a term of office no less than (1) year with staggered terms implemented at the beginning of the Board's formation to provide for rotation during successive years. Members may serve on the Board of Directors for a maximum of six (6) years, but must then vacate their office for a period of at least one year. Failure of a Director to attend three (3) regularly scheduled meetings, within a period of twelve months, shall be grounds for being asked to resign.

SECTION 4. Qualifications. The Board of Directors shall develop its own rules and procedures for performing its duties and functions, and shall develop and maintain qualifications for selection as a member of the Board of Directors. In addition to any and all rules and procedures developed by the Board of Directors for self-governance and qualifications for Board members, each member of the Board of Directors shall be responsible for an annual contribution, shall attend functions, and shall attend and represent the corporation at selected events, exhibitions, meetings and gatherings.

SECTION 5. Removal. Any member of the Board of Directors may be removed with or without cause upon the unanimous vote of the Board of Directors, excluding the Director who is the subject of the action.

SECTION 6. Advisory and Other Committees. The Board of Directors may provide for such other committees or advisory groups, consisting in whole or in part of persons who are not Directors of the corporation, as it deems necessary or desirable, and discontinue any such committee or advisory group at its pleasure. It shall be the function and purpose of each committee or advisory group to advise the Board of Directors; and each committee or advisory group shall have such powers and perform those specific duties or functions, not inconsistent with the Articles of Incorporation of the corporation or these Bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such committees or advisory groups shall be reported to the Board of Directors at its meeting next succeeding said action and shall be subject to control, revision, and termination by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

SECTION 7. Quorum. A simple majority of the corporation's Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. Each member of the Board of Directors shall be entitled to one vote. Except as otherwise required by the Georgia Nonprofit Corporation Code, the corporation's Articles of Incorporation, or these Bylaws, all decisions of the Board of Directors shall be by majority vote of those present.

SECTION 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term.

SECTION 10. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular meeting or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 11. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing via email, fax or mail, setting forth the action so taken, shall be signed by a majority of the Directors.

SECTION 12. Directors Set Policy. The Directors shall establish corporate policy, conduct, manage and control the business of the corporation and make rules and regulations that would be consistent with the laws of the State of Georgia, the Articles of Incorporation and the By-Laws of the corporation. Directors shall receive no compensation for any governing and/or advisory services rendered to the Corporation in their role as a Board Member. Any payment to a Board Member for services or pursuant to contract shall be subject to Board approval.

ARTICLE VII

MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the Board of Directors of the corporation shall be held each year on the 1st Sunday of December. At the annual meeting, the members shall (i) hear reports from the Chair of the Board and from the Executive Director; (ii) elect, when appropriate, new members to the Board of Directors; (iii) transact any other business as may lawfully come before the meeting. In addition, special meetings of the Board of Directors for any purpose may be called at any time upon written notice mailed at least twenty (20) days in advance of the meeting. Any special meetings may be called at the instance of the Chair of the Board. If at any meeting of the Board of Directors there shall be less than a quorum present, the majority of those present may adjourn the meeting, without further notice except announcements at the meeting, until a quorum shall have been obtained.

SECTION 2. Regular Meetings. The Board of Directors shall meet at a time or place and frequency to be determined by the Board. The Board of Directors may provide, by Resolution, the time and place, either within or without the State of Georgia, for the holding of additional regular meetings of the Board without other notice than said Resolution.

SECTION 3. Special Meetings. Special meetings of the Board of Directors shall be called by or at the request of the Chair or any two Directors with notice to all Members of the Board. The Chair or Director authorized to call special meetings of the Board may fix any place, either within or without the State of Georgia, as the place for holding any special meeting of the Board.

SECTION 4. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previous thereto by written notice delivered personally or sent by mail or by e-mail, to each Director's address as shown by the records of the corporation. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by e-mail, the notice shall be deemed delivered when sent to Director's e-mail address of record. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the purpose of objection to the transaction of any business

because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of the meeting, unless specifically required by law or by these bylaws.

SECTION 5. Consent. Any action required or permitted by these Bylaws or otherwise to be taken at any meeting of the Board of Directors, or of a Committee, may be taken without a meeting, if written consent setting forth the actions so taken shall be signed by a majority of the Directors or members of the Committee and the written consent is filed with the minutes of the proceedings of the Board, or the Committee.

SECTION 6. Conference Calls. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board or committee by means of proxy, telephone, telephone conference, email or similar communications, by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section shall constitute presence in person at said meeting.

SECTION 7. Internet or Web Conference. The Board of Directors may provide, by Resolution, the time and procedure for Members of the Board of Directors, the Executive Committee or any Committee duly designated by the Board to participate in a meeting of the Board or Committee by internet or web conference, email, internet listserv or similar technology, by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section may be held over the period of time set out in the Notice for holding such meeting. Participation in a meeting pursuant to this Section shall constitute presence in person at said meeting. All actions that could be taken at a meeting where members of the Board or members of Committees would be physically present at the same time, may be taken during any meetings held by the means set out above unless otherwise restricted or prohibited herein.

SECTION 8. Robert's Rules of Order. Robert's Rules of Order as last revised shall govern the proceedings of all meetings of the Board of Directors and its Committees.

ARTICLE VIII

OFFICERS

SECTION 1. Officers. The officers of the Board of Directors shall be a President, one or more Vice President(s) (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and any other officers as may be elected in accordance with the provision of this Article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Treasurers, as it shall deem desirable, officers shall have the authority and shall perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the President and Secretary.

SECTION 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at the annual meeting, the election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have qualified.

SECTION 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause by a two-thirds majority, whenever in its judgment the best interests of the corporation would be served thereby, but, provided that, removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal or disqualification, may be filled by the Board for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal officer of the Board of Directors and shall supervise and control all of the business and affairs of the corporation. The President shall preside at the meetings of the Board, and may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds or contracts which the Board has authorized to be executed, except in cases where the signing and execution thereof

shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer, agent, or to the Executive Director of the corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President. In the absence of the President or in the event of an inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 7. Treasurer. The Treasurer shall have charge oversight and custody of and be responsible for all funds and securities of the corporation. The Treasurer will delegate the responsibility to the office of the Chief Financial Officer to receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of these bylaws. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of such office in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; assure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provision of these bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

ARTICLE IX

COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee and one or more additional committees, focus groups, task forces, or task teams, each of which shall consist of or include two or more Directors, which committees, focus groups, task forces, or task teams, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors as assigned to it in the management of the corporation, except that no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any committee or any Director or officer of the corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by committee. The designation and appointment of any such committee, focus group, task force, or task team and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon or by law.

SECTION 2. Other Committees. Other committees, focus groups, task forces, or task teams not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in a manner as may be designated by a resolution adopted by majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each the committee or task team shall be members of the Board of Director, and the Chair of the corporation shall appoint the members. Any member thereof may be removed by the person or persons authorized to appoint the member whenever in their judgment the best interests of the corporation shall be served by removal.

SECTION 3. Term of Office. Each member of a committee, focus group, task force, or task team shall continue until the next annual meeting of the Board of Directors of the corporation and until a successor is appointed, unless the committee, focus group, task force, or task team shall be sooner terminated, or unless such member be removed from the committee, focus group, task forces, or task team, or unless the member shall cease to qualify as a member.

SECTION 4. Chair. One member of each committee, focus group, task force, or task team shall be appointed Chair by the person authorized to appoint the members thereof.

SECTION 5. Vacancies. Vacancies in the membership of any committee, focus group, task forces, or task team may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, focus group, task force, or task team, a majority shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Rules. Each committee, focus group, task force, or task team may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors

SECTION 8. Standing Committees. The Board of Directors shall establish committees as needed with the following suggestions and responsibilities as guidelines:

1. Finance Committee: responsible for establishing the corporation's budget, overseeing with the Executive Director, all income and expenditures.
2. Public Relations: responsible for seeking and securing the good will of all media and for developing and printing all brochures, posters, newsletters, websites, and other promotional or publicly distributed material.
3. Fundraising Committee: Responsible for coordinating all fund-raising events.

4. Hospitality Committee: responsible for all reception parties and special events held by the Workshop, and for arranging lodging and board, etc. of invited artists, performing groups, and special guests.

SECTION 9. Nominating Committee. The Chair shall also establish from time to time a nominating committee responsible for preparing and submitting to the Board of Directors a slate of recommended directors. Nominations for the Board of Directors shall be representative to insure broad interest and support of the community.

ARTICLE X

EXECUTIVE DIRECTOR

SECTION 1. Executive Director. A Executive Director shall be hired by a majority of the Members of the Board of Directors then in office. The Executive Director shall be the chief executive officer of the corporation. He or she shall have the authority and duty to manage the corporation's programs and to operate the corporation's activities in accordance with the general policies established by the Board of Directors. Assembling a steering committee of experienced artists, printmakers and printers, the Executive Director will work to form the best team that has the knowledge and experience to manage the work of the Red Onion Press, He or she shall be responsible to the Board of Directors. Furthermore, in all instances, the Board of Directors shall have ultimate approval of the Executive Director's work and has the right and duty to hire and fire that person as needs dictate. All other staff shall be accountable to the Executive Director . He or she shall supervise the daily operations of the workshop and shall have such additional authority and duties as the Board of Directors, the Executive Committee or the President of the corporation shall from time to time prescribe. For purposes of the Digital Millennium Copyright Act ("DMCA"), 17 U.S.C. Section 512(c)(2), the Executive Director is designated as agent for notification of claimed infringement. The Executive Director shall act as the corporation's representative for all matters related to the grant of permissions for use of community arts agencies copyright and trademark matters or shall designate a staff member to serve in that capacity. All policies, shall be communicated to the Executive Director by the Board of Directors, Executive Committee, or President or Vice-President of the corporation, and in the execution of the Executive Director's duties he or she shall report to and be directly responsible to the Board of Directors. The Executive Director shall not be deemed an officer of the

corporation. However, the Executive Director shall be an ex officio member of the Board of Directors and shall attend all regular meetings of the Board and any standing committee with full voting rights under the terms of this document.

ARTICLE XI

BOARD OF DIRECTORS INDEMNIFICATION

SECTION 1. Indemnification. Members of the Board of Directors of the corporation, including the Executive Director, shall be immune from liability to the Corporation or to others to the fullest extent permitted by law. Any person who was or is a party or has been threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the interest of the corporation), by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith in a manner reasonably believed to be in or not opposed to the best interests of the corporation (and with respect to any criminal action or proceedings, if he or she had no reasonable cause to believe his or her conduct was unlawful), to the maximum extent permitted by and in the manner provided by the Georgia Nonprofit Corporation Code, and, if applicable, Section 4941, of the United States Internal Revenue Code of 1986, as amended.

SECTION 2. Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 1 above shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of Members or disinterested Directors, or otherwise, both as to action in his official capacity and as to a person who has ceased to be Director, Officer, employee, Trustee or agent, and shall inure to the benefit of the heirs, executors, and administrators or such a person.

SECTION 3. Insurance. To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, trustee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee, trustee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise. Directors of the corporation shall apply for and maintain, in full force and effect, insurance, including, but not limited to, errors and omissions insurance, as it may determine to be reasonable and necessary.

ARTICLE XII

MEMBERS

SECTION 1. General Membership and Sponsors. The corporation shall be composed of all those individuals and organizations in the said community who do voluntarily join themselves in advocacy of the arts on a nonprofit basis. Any resident may be a member of the corporation without regard to race, color, religion, age, sex, national origin, sexual orientation, disability, or social status. Dues and membership classifications shall be set by the Board of Directors.

ARTICLE XIII

NON-DISCRIMINATION

SECTION 1. Non-Discrimination. Selection of the Board of Directors, Officers of the corporation, Members, Volunteers and staff shall not be based on race, color, religion, age, sex, national origin, sexual orientation, disability, or social status.

SECTION 2. Accessibility. The President shall appoint a member of the Board for all Americans with Disabilities Act of 1990 (ADA) related matters. The Executive Director shall act as the corporation's ADA coordinator or shall designate a staff member in that capacity.

ARTICLE XIV

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the instruments shall be signed by the Treasurer and countersigned by the Chair or a Vice Chair of the corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the corporation any contributions, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XV

BOOKS AND RECORDS

SECTION 1. Corporate Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors.

SECTION 2. Record Retention. The corporation shall maintain and archive, as either paper, digital or electronic format, all financial records, grant and public funding records, and tax records for ten (10) years unless otherwise determined by the Board for a longer period.

ARTICLE XVI

FISCAL PROVISION

SECTION 1. Fiscal Year. The fiscal year shall begin **JANUARY 1** and shall end on **DECEMBER 31**.

SECTION 2. Annual Accounting. The Board shall determine policy as to procedural, informal, review or certified audit.

SECTION 3. Financial Records. All monies received by the corporation will be deposited and receipted through a properly maintained bookkeeping system to be set up or designated by the Board of Directors. All monies received will be used for the on-going support of the corporation Office and Programs. The Finance Committee shall conduct an annual review of the corporation's fiscal policies and procedures, and their findings and recommendations shall be reported to the Board of Directors. A copy of the Finance Committee's report shall be filed in the corporation Office. The Board of Directors may have an outside accounting firm conduct a compilation, review or audit, as from time to time required.

SECTION 4. Gifts and Donations. In order to assist the corporation in its purpose of promoting the practice and appreciation of the Arts, the Board of Directors shall have the authority to accept and receive funds or other property donated for the purpose of promoting the Arts. Furthermore, the Board shall so govern the acceptance of donations and the application of funds or property donated as to insure the charitable nature thereof; and shall neither receive nor apply funds or property so as to violate those Statutes of the United States and of this State and those rules and regulations of the Treasury Department of the United States granting tax exemption or tax benefits to the use of and donation of property for charitable purposes.

SECTION 5. Grants. The corporation shall authorize its staff, Board and any other appointed representative to apply for, solicit and seek funds for its operations and programs from any and all legitimate public and private sources including municipal, county, state and federal governments; local, regional, and national corporations, partnerships, businesses, and foundations.

SECTION 6. Application of Gifts. Such donations as shall be made unconditionally shall be used by the corporation at the discretion of the Board of Directors.

SECTION 7. Conditional Gifts. Such donations for a specific purpose as shall be made to the corporation consistent with the purpose of the corporation, or upon special terms as to application or management thereof, may be accepted and received by the Board. If the Board shall be of the opinion that the acceptance of such a donation would impose undue expense or obligation upon the corporation, or would interfere with the efficient promotion of the purposes of the corporation, such a donation with special terms and conditions may be rejected by a majority of the Board at a Special Board Meeting called for that purpose. All of the members of the Board shall be given notice at least five (5) days prior to such meeting that the Board will consider the rejection of such donation. The requirement of such notice to the Board is for the purpose of insuring full consideration of any such donations.

ARTICLE XVII

CORPORATE SEAL

SECTION 1. Official Seal. The seal of the corporation shall consist of an impression bearing the name of the corporation around the perimeter and the word's Red Onion Press" and such other information in the Workshop thereof as is desired. In lieu thereof, the corporation may use an impression or writing bearing the words, "Official Printer's Chop" enclosed in parentheses or scroll, which shall also be deemed to be the seal of the corporation.

ARTICLE XVIII

WAIVER OF NOTICE

SECTION 1. Notice Waiver. Whenever any notice is required to be given under the provisions of the Georgia Nonprofit Corporation Code or under the provisions of the Articles of Incorporation or by the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of notice.

ARTICLE XIX

CONSTRUCTION

SECTION 1. Construction and Interpretation. In referring herein to any officer or member of the Board of Directors, the use of the singular shall include the plural, the plural shall include the singular, and any gender shall include the other gender, as appropriate in the context and under the circumstances.

SECTION 2. Table of Contents; Reading. The table of contents and heading are of organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

ARTICLE XX

CONFLICT OF INTEREST POLICY

SECTION 1. Purpose; It is important for directors, officers, and staff to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the corporation and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the many persons associated with the corporation should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations a person will sometimes owe identical duties of loyalty to two or more corporations. The purpose of the conflict of interest policy is to protect the corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the corporation's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the corporation do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each member of the board of directors and the staff of the corporation has a duty of loyalty to the corporation. The duty of loyalty generally requires a director or staff member to prefer the interests of the corporation over the director's/staff's interest or the interests of others. In addition, directors and staff of the corporation shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the corporation or cause there to arise any sanction or penalty by a governmental authority.

SECTION 2. Full Disclosure: Any Director, Officer, or key employee of the corporation who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board or committee prior to action on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be adverse to the corporation's interests.

The body to which such disclosure is made shall thereupon determine by a vote of seventy-five percent (75%) of the Board Members entitled to vote, whether the disclosure shows that a conflict of interest is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information, or respond to question) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum is present.

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (b) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

1. Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

2. Violations of the Conflicts of Interest Policy

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

3. Records of the Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

4. COMPENSATION

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 4. Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

- (e) Understands that the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 5. To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE XXI

AMENDMENTS TO BYLAWS

SECTION 1. Power to Amend. The Board of Directors of the corporation shall have the power to alter, amend or repeal these Bylaws or adopt new Bylaws of the corporation by an affirmative vote of two-thirds of those present at any regular meeting of the Board of Directors at which a quorum is present or at any special meeting thereof regularly called at which a quorum is present; provided, however, that notice of the contemplated action concerning the Bylaws is mailed to each member of said Board at least fifteen (15) days in advance of said meeting; and provided further, however, that a majority of the Executive Committee shall have approved the contemplated action concerning the Bylaws.

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EIN 82-303647