

MAIN LINE ART CENTER BY-LAWS

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BY-LAWS**

2014

ARTICLE I

MEMBERS

SECTION 1. ELIGIBILITY.

Any person, firm, partnership, corporation or association paying such membership fee and meeting such other uniform conditions as may be prescribed by the Board of Directors of the Main Line Art Center, a Pennsylvania Non-Profit Corporation (the "Corporation") shall be eligible to be a Member of the Corporation. The Board of Directors of the Corporation (the "Board") is authorized to establish by resolution from time to time such classes of membership, to prescribe such procedures for application or nomination for membership, and to establish such other terms and privileges of membership as the Board shall deem appropriate.

SECTION 2. VOTING.

The Board is authorized to establish by resolution the voting rights of each class of Members. The voting rights of all Members in good standing within each class shall be equal. Voting may be in person or by proxy.

SECTION 3. ANNUAL MEETING.

The annual meeting of the Members for such business as shall come before the Membership shall be held at the principal office of the Corporation on the second Tuesday in June, or such other place and date as the Board may determine.

SECTION 4. SPECIAL MEETINGS.

Special meetings of the Members shall be held at the principal office of the Corporation or at such other place as shall be determined by the persons calling the meeting and specified in the notice of said meeting, and may be called at any time by the President or by the Board and shall be called by the President upon the request in writing of not less than ten percent (10%) of the voting Members.

SECTION 5. NOTICES.

Written notice of every meeting of the voting Members shall be provided as required by statute; written notice shall also be posted at the principal office of the Corporation by or at the direction of the person or persons authorized to call the meeting at least five (5) calendar days prior to the day named for the meeting. Notice of each special meeting shall state the purpose or purposes for which such meeting is called and no other business than the business stated in the notice shall be considered at such meeting or adjournment thereof. It shall not be necessary to give any notice of an adjourned meeting or the business to be transacted thereat, other than by announcement at the meeting where such adjournment takes place.

SECTION 6. QUORUM.

A meeting of the voting Members duly called shall not be organized for the transaction of business unless ten (10) voting Members are present or represented by proxy.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS; NUMBERS.

The business and affairs of the Corporation shall be managed by the Board, which shall consist of not more than twenty-five (25) Directors, who may exercise all of the powers of the Corporation except such as by law, by the Articles of Incorporation or by these By-Laws are conferred upon or reserved to the voting members. At least one faculty member shall be appointed by the President to serve as an ex officio member of the Board for a single 3-year term, with the option to renew for a second 3-year term, so long as that faculty member is an active teacher at the Art Center.

SECTION 2. NOMINATION; ELECTION.

Directors shall be elected by the Board of Directors at the Annual Meeting of the Board. At least four (4) weeks prior to the Annual Meeting, the Governance Committee shall make nominations for the Directors to be elected at the Annual Meeting. The nominations so made by the Governance Committee shall be posted at the principal office of the Corporation at least two (2) weeks previous to the election. The voting for Director shall be conducted by voice vote but shall be conducted by written ballot by request of any Director who is present at the meeting at which the voting takes place.

SECTION 3. TERM.

The term of office of each Director shall be for a period of three (3) years and until such successor is duly elected. The term of each Director elected at the Annual Meeting shall begin at the start of the first fiscal year after the Director is elected, i.e., under the Art Center's current calendar, on September 1 of the year in which the Annual Meeting takes place. The Directors shall be elected so that approximately one-third of the Directors shall be elected annually, either from continuing Board members who are nominated to serve a second term or new candidates. A Director may serve for a maximum of two (2) consecutive three-year terms and thereafter shall be eligible for reelection only after a period of one (1) year has elapsed. An officer or member of the Executive Committee may serve beyond the end of his/her stated term on the Board in order to fulfill the requirements of the office.

SECTION 4. ANNUAL MEETING

The Annual Meeting of Directors shall take place on the second Tuesday in June, and shall take place immediately following the Annual Meeting of the Members, unless the Board designates another date or time for either of the Annual Meetings. Written notice of the time and place of the Annual Meeting shall be given not later than the first Board meeting during the Center's fiscal year.

SECTION 5. REGULAR MEETINGS.

The Board shall have at least five (5) regular meetings in addition to the Annual Meeting during each fiscal year. Meetings of the Board shall be held at such time and place as the Board may designate. Written notice of the time and place of each regular meeting during the Center's fiscal year shall be given not later than the first Board meeting during the Center's fiscal year. Any member of the Board who misses three (3) consecutive meetings without a valid excuse shall be considered to have resigned. It shall be the duty of the Secretary to advise a member of the Board who has missed three (3) consecutive meetings of that fact, and of the provisions of this Section. Any excuse shall be presented in writing to the Secretary in time for it to be called to the attention of the Board at its next meeting, at which time the validation of the excuse shall be determined conclusively by the Board.

SECTION 6. SPECIAL OR EMERGENCY MEETINGS.

Special or emergency meetings of the Board shall be held at such time and place as shall be designated in the notice calling said meeting. Special or emergency meetings shall be called by the Secretary at the direction of the President or any three (3) Directors. Written notice of the time, place and purpose of each

special meeting shall be given to each Director at least 12 hours before the time set for the meeting. Emergency meetings of the Board may be conducted upon not less than one (1) hour notice.

SECTION 7. VACANCIES.

Vacancies in the Board, occurring by reason of amendment to these By-Laws or by reason of resignation, disqualification, death or otherwise, shall be filled by recommendation of the Governance Committee and voted upon by the majority of the remaining members of the Board though less than a quorum, and each person so elected shall be elected a Director for the remainder of such term. A person elected to fill a vacancy in such fashion may serve two (2) consecutive three-year terms in addition to the partial term to fill the vacancy.

SECTION 8. QUORUM; ATTENDANCE AT MEETINGS.

A majority of the whole number of Directors then in office, as established under the provisions of Section 1 of this Article, shall be necessary to constitute a quorum of this Article, but if a quorum is not present, the Directors may adjourn the meeting to such time and place as they may determine. Written notice of adjourned meetings shall be given to all Directors one (1) day prior to the rescheduled meeting. The Secretary or the Secretary's designee shall be responsible for transmitting these notices. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be acts of the Board. Personal attendance at meetings of the Board is strongly encouraged; however, members of the Board may attend any Board meeting by speaker phone or conference telephone or other means that allow all persons participating in the meeting to hear each other. All members attending by telephonic communication shall be counted towards a quorum.

SECTION 9. UNANIMOUS CONSENT

The Directors may take any action that requires a vote of the Directors at a meeting by unanimous consent of all Directors in office at the time of the consent. The unanimous consent shall be signed by all Directors and may be signed in separate counterparts; each separate counterpart shall be deemed an original and all counterparts taken together shall be deemed one and the same document.

SECTION 10. LIMITATION ON LIABILITY.

A Director shall not be personally liable as such for monetary damages for any action taken, or any failure to take any action, on or after January 27, 1987, unless (i) the Director has breached or failed to perform the duties of a Director's office under Section 5712 of Title 15 of the Pennsylvania Consolidated Statutes (relating to standard of care and justifiable reliance) and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this paragraph shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law. Any modification or repeal of this paragraph shall not adversely affect any right or protection of a Director existing here under with respect to any acts or failures to act of such Director occurring prior to the approval of such modification or repeal.

ARTICLE III

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE.

The Board may, by resolution adopted by a majority of the whole Board, delegate certain duties to an Executive Committee consisting of the President, Vice-President, Secretary and Treasurer and the leaders and co-leaders of the various committees established under this Article (hereafter called the "Executive Committee"). The proceedings at each meeting of the Executive Committee shall be reported

to the Board at the next meeting thereof by the President. In addition to duties established by resolution, the Executive Committee shall be empowered to act on behalf of the Board between meetings of the Board and all such actions of the Executive Committee shall be reported to the Board at the next meeting thereof for Board approval.

SECTION 2. GOVERNANCE COMMITTEE

The Governance Committee shall consist of five (5) members, of whom at least three (3) members shall be current members of the Board. The Vice President shall chair the Governance Committee. The Governance Committee shall nominate Directors as provided in Article II, Section 2 and shall have such other duties and powers as the Board may by resolution assign to the Committee.

SECTION 3. OTHER COMMITTEES.

The Board may also from time to time, by resolution, establish such other committees and confer upon them such powers as the Board deems expedient for the conduct of the Corporation's business. The President shall not be a voting member of any Committee other than the Executive Committee and Finance Committee but may attend the meetings of any Committee. Without limiting the generality of the foregoing, the Board may by resolution establish an Advisory Committee to act in an advisory capacity to the Board or to committees of the Board. The Advisory Committee shall have no voting rights on any committee or in any matter considered by the Board.

ARTICLE IV

NOTICES

SECTION 1. NOTICE.

Whenever written notice is required by law or by these By-Laws to be given any Director, notice shall be given by electronic mail (email) at the Director's last known email address on record with the Corporation. If the Director does not have an electronic mail address, notice may be given to such person either personally or by sending a copy thereof through the mail or by express courier or by telefax, charges prepaid, to his or her last known address on record with the Corporation. In addition to the notice required under Article II, an agenda for each meeting shall be sent in advance of each meeting, specifying the place, day and hour of the meeting and, in the case of a special or emergency meeting, the purpose for which the meeting is called.

SECTION 2. WAIVER OF NOTICE.

Whenever any written notice is required to be given by law or by these By-Laws to any Director or voting Member, a waiver of notice in writing, signed by the person or persons entitled to receive such notice, shall be deemed equivalent to the giving to such notice. Except in the case of a special or emergency meeting, the purpose of the meeting need not be specified in the waiver of notice of such meeting. In addition, any Director or voting Member who attends any meeting of the Corporation or Board (whether in person or by telephone) shall be deemed to have waived notice of such a meeting.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS AND THEIR DUTIES.

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, all of whom must be Directors of the Corporation; and not more than two (2) Assistant Secretaries and one (1) Assistant Treasurer, who may be either Directors or employees of the Corporation. A Director may hold no more than one office. The duties of all officers shall be such as usually pertain to their respective offices

and as are hereinafter set forth or as from time to time may be prescribed by the Board. All officers shall be elected at the annual meeting of the Board and shall serve for a term of one (1) year beginning at the start of the Center's next fiscal year.

SECTION 2. PRESIDENT.

The President shall be the executive officer of the Corporation, shall have the authority to execute all instruments on its behalf and perform all such duties as usually pertain to the office of the President or as may be specified by the Board.

SECTION 3. VICE-PRESIDENT.

The Vice-President shall perform all duties as shall be specified by the Executive Committee, and in case of the absence, death, resignation or inability of the President to act, shall perform all the duties assigned to the President.

SECTION 4. TREASURER.

The Treasurer shall be responsible for reviewing all receipts and disbursements of money for the Corporation and shall make financial reports at the regular meetings of the Board of Directors. The Treasurer shall cause the financial records of the Corporation to be compiled, reviewed or audited, as the case may be, in accordance with the applicable requirements of the Pennsylvania Solicitation of Funds for Charitable Purposes Act, and shall be responsible for causing all other financial reports required by law from time to time to be made as required. The Treasurer may delegate any duties under this Section to an Assistant Treasurer to the extent that the Treasurer is not available to carry out such duties conveniently.

SECTION 5. SECRETARY.

The Secretary shall act as secretary of and keep the minutes of all meetings of the voting Members and of the Board; shall make such reports and perform such other duties as are incident to the office of Corporation and shall notice of meetings to the Board. At the expiration of the Secretary's term of office, or sooner termination thereof, the Secretary shall deliver all books, papers and records belonging to the Corporation in custody of the Secretary to the Secretary's successor in office. The Secretary may delegate any duties under this Section to an Assistant Secretary to the extent that the Secretary is not available to carry out such duties conveniently.

ARTICLE VI

INDEMNIFICATION

SECTION 1. RIGHT TO INDEMNIFICATION.

The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereafter a "Proceeding"), by reason of the fact that such a person is or was a Director, officer or the Executive Director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, or other enterprise or entity, or is or was a Director or officer of the Corporation serving at its request as an administrator, trustee or other fiduciary of one or more of the employee benefit plans, if any, of the Corporation or another entity which may be in effect from time to time (such person hereinafter an "Authorized Representative") against expenses (including attorneys' fees), liabilities, losses, judgments, fines and amounts paid in settlement actually and reasonably incurred or suffered by such Authorized Representative in connection with such right of the Corporation, to the extent that

such Authorized Representative is not otherwise indemnified and to the extent that such indemnification is not prohibited by law as it presently exists or may hereafter be amended.

SECTION 2. ADVANCE OF EXPENSES.

Expenses incurred by and Authorized Representative in defending a Proceeding shall be paid by the Corporation in advancement of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the Authorized Representative to repay such amount if it shall ultimately be determined that such Authorized Representative is not entitled to be indemnified by the Corporation.

SECTION 3. PROCEDURE FOR DETERMINING PERMISSIBILITY.

To determine whether any indemnification or advancement of or expenses under this Article VI is permissible, the Board by a majority vote of a quorum consisting of Directors not parties to the applicable proceeding may, and on request of any Authorized Representative seeking indemnification of advancement of expenses, shall be required to, determine in each case whether the applicable standards in any applicable statute have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable, or even if obtainable, if a majority vote of a quorum of disinterested Directors so directs. If a claim for indemnification or advancement of expenses under this Article VI is not paid in full within ninety (90) days after a written claim therefor has been reviewed by the Corporation, the claimant may file suit to recover the unpaid amount of such claim, and the Corporation shall have the burden of proving that the claimant was not entitled to the requested indemnification or advance of expenses under applicable law. The reasonable expenses of any Authorized Representative in prosecuting a successful claim for indemnification, and the fees and expenses of any independent legal counsel engaged to determine permissibility of indemnification, shall be borne by the Corporation. For purposes of this paragraph, "independent legal counsel" means legal counsel other than that regularly or customarily engaged by or on behalf of the Corporation.

SECTION 4. INDEMNIFICATION NOT EXCLUSIVE; INURING OF BENEFIT

The indemnification and advancement of expenses provided by this Article VI shall not be deemed exclusive of any other right to which a person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of the Board or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 5. INSURANCE, SECURITY, AND OTHER INDEMNIFICATION.

The Board shall have the power to (a) authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and others to the extent that power to do so has not been prohibited by applicable law, (b) create any fund of any nature, whether or not under the control of a trustee, to secure the indemnification obligations of the Corporation, or otherwise to secure or insure any of its indemnification obligations and (c) give other indemnification or advancement of expenses to the extent not prohibited by statute.

SECTION 6. MODIFICATION OR REPEAL

Any modification or repeal of the provisions of this Article VI (i) shall not be effective with respect to any Authorized Representative except upon reasonable prior notice to such Authorized Representative and (ii) shall not adversely affect any right or protection of an Authorized Representative existing hereunder with respect to any acts or failures to act occurring prior to the approval of such modification or repeal.

ARTICLE VII

AMENDMENTS

Subject to the requirements of the Pennsylvania Nonprofit Corporation Law, requiring certain amendments to the By-Laws to be approved by the Members of the Corporation, these By-Laws may be added to, changed or amended by the vote of the Board of Directors. Approval shall be by two-thirds (2/3) of the voting Members or the Board of Directors (as the case may be) constituting a quorum at any meeting of the Members or Directors after twenty (20) days notice of the proposed change, addition or amendment has been given by mail or electronic mail to each individual entitled to vote on the amendment. Said notice shall set forth a summary of the proposed change, addition or amendment.

ARTICLE VIII

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying and making a provision for the payment of all of the liabilities and obligations of the Corporation, pay over and transfer all of the assets of the Corporation to another organization or organizations organized and operated exclusively for charitable, cultural or educational purposes, provided that at such time the recipient qualifies as an organization exempt from federal income taxation under Section 501(C)(3) of the Internal Revenue Code, or to a state or local government for a public purpose. No portion of the assets shall inure to the benefit of any Director or officer of the Corporation, any other private person, or any enterprise organized for profit.