

Mountain Arts Network Bylaws

(a California Nonprofit Public Benefit Corporation) as of January 2015

ARTICLE I

NAME

The name of this organization is Mountain Arts Network (herein after referred to as “MAN” or the “organization”).

The fiscal year of the organization shall be from July 1 through June 30.

ARTICLE II

OFFICES

SECTION 2.01 PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the organization is located in the County of San Bernardino, California. The Board of Directors (“the Board”) may change the principal office from one location to another.

SECTION 2.02 OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the organization is qualified to conduct its activities.

ARTICLE III

PURPOSES AND LIMITATIONS

SECTION 3.01 PURPOSES

This organization is a nonprofit public benefit organization and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporate Law for charitable and public purposes. This organization is organized exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law). Notwithstanding any other provision of these Bylaws, this organization shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization, and the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (ii) by an organization, contributions to which are deductible under Section 170

(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 3.02 OBJECTIVE

The objective of this organization shall be to foster appreciation of the arts in the San Bernardino Mountains region in Southern California; to provide one or more public exhibition venues for its members and associated organizations; to sell the works of its members to the public; to educate the community by collaboration with schools and charitable organizations; and to enhance love, appreciation and promotion of the arts and culture in general.

SECTION 3.03 LIMITATIONS

(a) Political activity. No part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

(b) Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 3.01 above. No part of the profits or net earnings of this organization shall ever inure to the benefit of any of its Officers, Directors, Members, Employees, or to the benefit of any private individual.

(c) Dissolution. Upon the winding up and dissolution of this organization, after paying or adequately providing for the payment of the debts., obligations and liabilities of the organization, the remaining assets of this organization shall be distributed to a nonprofit fund, foundation or organization which is organized and operated exclusively for charitable purposes and which has established its tax-exempt state under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE IV

MEMBERSHIP

SECTION 4.01 QUALIFICATIONS AND RIGHTS OF MEMBERSHIP

(a) Classes and Qualifications. This organization shall have five classes of members, consisting of persons dedicated to the purposes of this organization, who meet other qualifications for membership, as the Board may determine shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time. The five classes consist of the following: Individual, Senior 55+ years, Student, Family and Business or Group.

(b) Voting Members. The members of the classes of membership having voting rights shall be entitled to vote, as set forth in these Bylaws, on the election of the Board of Directors, on the disposition of all or substantially all of the assets of the organization, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the organization, on an amendment to the Articles of Incorporation, except as otherwise specified in the California Nonprofit

Corporate Law; and on the adoption, amendment or repeal of these Bylaws, except as otherwise specified in the repeal of these Bylaws, except as otherwise specified in the California Nonprofit Corporate Law. In addition, members shall have all rights afforded members under the California Nonprofit Corporate Law.

SECTION 4.02 DUES, FEES, AND ASSESSMENTS

Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be published in the annual General Membership meeting and published in the meeting minutes.

SECTION 4.03 GOOD STANDING

Those members who have valid physical addresses, paid the required dues, fees, and assessments in accordance with these Bylaws, who support MAN and its mission statement, and who are not suspended shall be members in good standing.

SECTION 4.04 TERMINATION AND SUSPENSION OF MEMBERSHIP

(a) Causes of Termination. A membership shall terminate on occurrence of any of the following events:

- (i) Resignation of the member, on reasonable notice to the organization;
- (ii) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (iii) Occurrence of any event that renders the member ineligible for membership, failure to satisfy membership qualifications; or
- (iv) Expulsion or suspension of the member pursuant to Sections 4.04(b) and 4.04(c) of these Bylaws.

(b) Suspension of Membership. A member may be suspended, under Section 4.04(c) of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination.

- (i) That the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of the organization.
- (ii) A person whose membership is suspended shall not be a member during the period of suspension.

(c) Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member, the procedure set forth below shall be followed:

(i) The member shall be given fifteen (15) day's prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the records of the organization.

(ii) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

(iii) The Board shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.

(iv) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within 6 months after the date of the expulsion, suspension, or termination.

Section 4.04.1 PROBATION

A member may be put on probation when it is so determined by the Board of Directors at a scheduled BOD meeting, either directly or as the outcome of a Grievance Hearing, that the member involved has violated the MAN Bylaws or the MAN Code of Ethics or has acted in a way that is materially and seriously prejudicial to the purposes and interests of the organization or has seriously affected the image of the organization in the community but has promised in writing to the BOD that the actions involved would not be repeated in the future.

() The member shall be given fifteen (15) day's prior notice of the proposed probationary action and the reasons for the proposed probationary action. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the records of the organization. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the proposed probationary action. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

() The duration of the probation will be determined by the BOD.

(i) Any violation of the member's written agreement or any other violation of the MAN Bylaws or the MAN Code of Ethics will result in Termination as outlined in Section 4.04(a) or Suspension as outlined in Section 4.04(b)

SECTION 4.05 MEETING OF MEMBERS

(a) Place of Meetings. Meetings of the members shall be held at any place within California designated by the Board. In the absence of any such designation, members' meetings shall be held at the principal office of the organization.

(b) General Meetings. The general Meeting of the Board which is open to all members shall be held on the second Wednesday of each month of each year at 5:00 PM unless the Board fixes another date or time and so notifies members and Directors as provided in Section 4.05(d) of these Bylaws.

(c) Annual Meetings. An annual meeting of all members shall be held once a year to be held on the second Wednesday of June of each fiscal year unless the Board fixes another date or time and so notifies members as provided in Section 4.05(d) of these Bylaws at least 30 days prior to the meeting. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting, Directors shall be elected and any other proper business may be transacted, subject to the notice requirements of Section 4.05(e)(ii) of these Bylaws.

(d) Special Meetings. A special meeting of the Board of Directors may be called for any lawful purpose by a majority vote or by the President, Vice President, Secretary or by two members of the Board of Directors. A special meeting called by any person(s) (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President of the Board, Vice President or the Secretary of the organization. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a special time and date fixed by the Board, provided, however, that the meeting date shall be at least two (2) but no more than fourteen (14) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

No Business, other than the business of the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

(e) Notice Requirements for Members' Meetings.

General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Section 4.05(d) of these Bylaws, to each member entitled to vote at the meeting. The notice shall specify the place, date, and hour of the meeting and for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected or written ballots distributed for the election of Directors shall include the names of all persons who are nominees when the notice or the ballot is given.

(ii) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- a. Removing a Director without cause;
- b. Filling vacancies on the Board;
- c. Amending the Bylaws;
- d. Amending the Articles of Incorporation; or
- e. Electing to wind up and dissolve the organization.

(iii) Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least ten (10) days but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication such as email, and shall be addressed to each member entitled to vote, at the address given by the member to the organization for purposes of notice

(f) Quorum.

(i) Number Required. One-half (1/2), present in person, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, regular or special. The annual meeting requires at least 25% or one-quarter (1/4) of the general membership to be present in order to hold an election. However, if less than 25% is present the election may go forward as long as the membership has been notified in writing with 10 days' notice prior to the meeting.

(ii) Loss of Quorum. The members present at a duly called or held meeting at which a quorum is presented may continue to transact business until adjourned, even if enough members have withdrawn, to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

(h) Voting.

(i) Eligibility to Vote. Subject to the provisions of the California Nonprofit Corporate Law, the only persons entitled to vote at any meeting of members shall be voting members who are in good standing as of the record date determined pursuant to Section 4.08 of these Bylaws.

(ii) Manner of Casting Votes. Voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any member at the meeting before the voting begins.

(iii) Voting. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting shall not be permitted.

(iv) Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the

act of the members, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Corporate Law or by the Articles of Incorporation.

SECTION 4.06 PROXIES

Proxies for the Board of Directors are unlawful. Voting Directors must be present to vote at a regular or special Board Meeting.

SECTION 4.07 ELECTION OF DIRECTORS

(a) Nominations by Committee. The President shall appoint a chair-person to create a nominating committee of no less than three (3) and no more than five (5) member including the chair.

(i) The nominating committee will update the existing set of "Standing Rules" established in the previous election cycle and will present the current version at the next scheduled BOD meeting for ratification. The election will be conducted based on this current set of "Standing Rules".

(ii) The nominating committee will begin to seek and select qualified candidates for election to the Board at least ninety (90) days before the date of any election of Directors.

(iii) The nominating committee shall make its report at least sixty (60) days before the date of the election or at such other time as the Board of Directors may set. At that time the Secretary shall forward to each member, with the notice of the annual meeting required by these Bylaws, a list of all nominated candidates.

(b) Nominations from the Floor.

At any meeting of members, prior to 60 days before the date of the election of directors, nominations may be taken from the floor. Any member present at the meeting may place names in nomination. No one may be nominated without their prior consent.

(c) Solicitation of Votes. The Standing Rules will contain procedures that will allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

SECTION 4.08 RECORDS

(a) Official Records of the Organization. The Secretary shall keep or cause to be kept, at the principal office of the organization or at a place determined by resolution of the Board, a record of the members of the organization showing each member's name, address, and class of membership.

(b) Members' Inspection Rights. Members have a right to review the organization's general minutes or financials upon written request. Notification of such a request must be made at a minimum of two (2) weeks in advance. Minutes from Special Board Meetings shall be considered confidential.

(i) Membership records. Members may review membership records when requested in accordance with Section 4.08(b).

(ii) Accounting Records and Minutes. On written demand presented to the organization, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the organization.

(iii) Maintenance and Inspection of Articles and Bylaws. The organization shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. The recorded minutes of all Special Meetings shall remain unavailable to members of the organization.

ARTICLE V

DIRECTORS

SECTION 5.01 POWERS

(a) General Powers. Subject to the provisions and limitations of the California Nonprofit Corporate Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the organization shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific Powers. Without prejudice to these general powers, but subject to the same limitations, the Board of Directors shall have the power to:

(i) Appoint and remove, at the pleasure of the Board, all Officers, Directors, agents and employees of the organization; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws which requires from them security for faithful performance of their duties and meaningful contributions to the organization.

(ii) Change the principal office or the principal business office in the State of California from one location to another; cause the organization to be qualified to its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.

(iii) Adopt and use an organization logo for advertising, promotions and forms of communication and be able to alter the logo if adopted by the Board.

(iv) Borrow money and incur indebtedness on behalf of the organization and cause to be executed and delivered for the purposes of the organization, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

(v) Adopt or alter Mountain Arts Gallery Policies and Procedures and Grievance procedure presented by the Gallery Manager in order to ensure smooth running of business for the good of the organization.

(vi) Oversight of all committees, standing and ad hoc. No member shall enter into any agreement or contract with any entity or person on behalf of MAN without express consent or approval by/from the board on a majority vote. 4/8/15

SECTION 5.02 NUMBER AND ELECTION OF DIRECTORS AND RESTRICTIONS ON DIRECTORS

(a) Authorized number. The authorized number of Directors shall be nine (9). Directors need to be residents of the San Bernardino Mountains, members in good standing of MAN and who make a commitment to be an active Director. (i) Only one Director per household/family may serve on the BOD at one time.

(b) Election of Directors. Directors shall be elected at each annual meeting of the members to hold office as designated in Section 5.03 for a maximum of three (3) years in any one position. In the event of an open position on the Board of Directors, the President may appoint a replacement who then needs to be ratified at the next Board of Directors meeting

SECTION 5.03 TERM OF OFFICE OF DIRECTORS

Directors newly selected in accordance with section 5.02(b) shall hold office for a term of three (3) years, unless appointed to their Directorship by the board, in which case they will serve only until the next Director Election cycle, when, if they wish to continue as a Director, they will be required to run for election to their own three-year term. There shall be no limit on the number of terms a director may consecutively serve. Termination of a Director of the Board shall follow the criterion and process found in section 4.04.

SECTION 5.04 VACANCIES OF DIRECTORS

(a) Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following.

(i) the sudden death, removal, suspension or resignation of any Director; or

(ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under the California Nonprofit Corporate Law.

(b) Suspension or Removal. A Director may be removed or suspended under Section 4.04(c) of these Bylaws, based on the good faith determination by the Board or a committee or person authorized by the Board to make such a determination.

(i) That the member has failed in a material and serious degree to observe the organization's Code of Ethics or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the organization.

(ii) The member has had three (3) absences.

(c) Resignations. Except as provided in this subsection, any Director may resign effective upon giving written notice to the President or the Secretary, of the Board, unless such notice specifies a later time for the resignation to become effective. In the event a verbal resignation is received with no promise of written notice, this will be acceptable to the Board with the Secretary so noting in the official file. Except upon notice to the Attorney General of the State of California, no Director may resign when the organization would then be left without a duly elected Director or Directors in charge of its affairs.

(d) Election of Directors. Newly appointed and ratified Directors shall be elected at each annual meeting of the members to hold office until their term expires; however, if an annual meeting is not held or the Directors are not elected at an annual meeting, they may be elected at any special members' meeting held for that purpose. Each Director, including a Director elected or appointed to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected or appointed and until a successor has been elected.

(e) Filling Vacancies. Any vacancy on the Board shall be filled by nomination of the BOD President or in the event of the Presidency being vacant, by the highest ranking BOD officer and a vote of the remaining Directors, whether or not less than a quorum, or by the sole remaining Director(s).

(j) No vacancy or reduction of number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expired.

ARTICLE VI

COMMITTEES

SECTION 6.01 COMMITTEES OF THE BOARD

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, and each may consist of one or more Directors, or members in good standing, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office

SECTION 6.02 MEETINGS AND ACTIONS OF THE COMMITTEES

Meetings and action of committees of the Board shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws, concerning meetings and other action of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board or, if there is no Board resolution, by resolution of the committee of the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the committee may adopt such rules.

Further Committees to include ad hoc committees:

(a) shall function under the leadership of a committee chair appointed by the board; shall meet in a manner conducive to conduct business of the committee, including in person, or by phone or e-mail, or other means to accomplish said business;

(b) shall report to the board at each scheduled board meeting as to the progress of the committee in accomplishing its goals;

(a) members of the committee shall not take actions which incur costs or commitments of MAN or its affiliates without approval by the Board.

ARTICLE VII OFFICERS

SECTION 7.01 OFFICERS

The officers of the organization shall include a President, Vice President, Secretary, and Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

SECTION 7.02 ELECTION OF OFFICERS

The officers of the organization shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Officers will be elected at every July board meeting to serve in that office for one (1) year. Directors may be re-elected to an office indefinitely as long as he/she is fulfilling the job responsibilities of that office.

(a) A Director cannot be elected President of the BOD until she/he have served at least one (1) year on the BOD as a Director.

(i) An appointed Director cannot be President until duly elected to their Directorship by the membership at a membership meeting called for that purpose, such as the Annual Membership Meeting.

(b) A Director cannot be elected Vice-President of the BOD until she/he have served at least one (1) year on the BOD as a Director.

(i) An appointed Director cannot be Vice-President until duly elected to their Directorship by the membership at a membership meeting called for that purpose, such as the Annual Membership Meeting.

SECTION 7.03 REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

SECTION 7.04. RESIGNATION OF OFFICERS

Any officer may resign upon written notice to the organization without prejudice to the rights, if any, of the organization under any contract to which the officer is a party.

SECTION 7.05. VACANCIES IN OFFICE

A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

SECTION 7.06. RESPONSIBILITIES OF OFFICERS

President. Job Purpose-The President shall be the Chief Executive Officer and general manager of the organization. The president shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President is responsible for facilitating and implementing a strategic plan for MAN by working with the Board of Directors and the Directors and Committee Chairs to establish long-range goals, strategies, plans and policies.

Facilitate and evaluate long range planning and advise the board

Be an advisor from the financial perspective on any contracts into which the organization may enter.

Be the public face of the organization, the contact person for questions from the community.

Be one of the organization's check-signers and co-signers on expenditures with a limit to be decided by the board annually. Stay up to date with fiscal reporting from the Treasurer to ensure sound fiscal organizational goals.

Recommends to the board which committees are to be established, seeks volunteers for committees and coordinates individual board members assignment. Makes sure each committee has a chairperson, assures their work is carried out; identifies committee recommendations that should be presented to the full board.

Assures that the flow of funds permits the organization to make continuous progress towards their mission and goals and that those funds are allocated properly to reflect present needs and future potential.

Cultivates a strong and transparent working relationship with the board and ensures open communication, compliance and coordination of agreed upon milestones and goals.

Presides at board meetings, ensuring and in compliance with the By Laws; primary responsibility, in coordination with the secretary, of pre meeting materials for the preparation of the agenda and of other items.

Appoints Directors of the Board when a vacancy occurs with ratification by the board of that newly appointed member. Is the primary coordinator of the grievance procedure.

(i) Because of extensive hours' commitment required, the President is not required to work gallery shifts.

Vice President. The official role of the VP is to be available when the President is temporarily unable to fulfill her/his responsibilities and to be readily available as a permanent replacement should the President need to step down. In this case, The Vice President shall perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors or the Bylaws.

Will act as chair of a bylaw committee; make recommendations and suggestions for deletions or additions to provide to the Secretary for preparation and submission to the board.

Will be aware of the activities in the organization; understanding what the committees are working on and be familiar with the status of those committee's work.

Be available to take on special projects such as chairing a committee on short notice.

When necessary, be assigned to a special area of responsibility, such as membership, media, etc. by the President.

Be aware of fundraising ideas, implement or assist with fundraising events and show personal involvement with fundraising activities.

Reports directly to the President.

Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as

amended to date. If the organization is one having members, the Secretary shall also maintain a complete and accurate record of the membership of the organization, as well as a record of the proceedings of all meetings of the membership.

(i) Notices and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of committees of the Board required by these Bylaws to be given.

(j) The Secretary shall collect agenda items from the Board members and with the President's review, assist in creating the agenda and cause it to be generated no later than 1 week prior to meetings.

(k) Initiates letters and correspondence written on behalf of the board. Informs members of meetings and other important dates.

Takes minutes at Board and General Meetings.

Reviews and stores pertinent organizations documents.

Updates, when voted on, and keep copies of the bylaws

Assist in generating and filing the Corporations documents in coordination with the treasurer.

Maintains and keeps all corporate databases and all official documents.

Receive and respond accordingly as outlined in the Grievance Procedure including appointing a member of the board to oversee the grievance process.

Meet time and date elements and keep all documentation as outlined in the Grievance procedure.

Treasurer. Books of Account. The Treasurer of the organization shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the organization, and shall send or cause to be sent to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times.

(i) Deposit and disbursement of money and valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the organization with such depositories as may be designated by the Board, shall disburse the funds of the organization as may be ordered by the Board, shall render to the President, when requested, an account of all transactions as Treasurer and of the financial condition of the organization and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Ensure that the organization is a good steward of charitable donations and the taxexempt status, providing oversight of the organization fiscal integrity and assisting the board in meeting its mandate to govern.

Attend all scheduled board, general membership and other meetings as so directed by the President or Vice President and to maintain current knowledge of the organization, its programs and by laws.

Sign checks and be granted access to bank and credit accounts.

Complies with expenditure limits set by the Board of Directors annually.

Maintains full knowledge of the organizations holdings and assets.

Review monthly account records and monitor income and expenditures.

Reviews financial reports from the organizations Directors, committee chairs or other pertinent staff.

Prepares reports to the board detailing income, expenditures, and asset values. Presents the financial report at each board meeting and prepares and presents the annual financial and audit report to the board.

Prepares special financial reports addressing proposed plans for large expenditures or expansion of the organization.

Regularly reports to the board key financial events, concerns, trends and assessment of fiscal health. Assists in developing a yearly operating budget.

(i) Because of extensive hours' commitment required, the Treasurer is not required to work gallery shifts.

SECTION 7.07 RESPONSIBILITIES OF NON-OFFICER DIRECTORS

All non-officer Directors are required to take on a specific focus or responsibility within the organization, such as overseeing Communications or Public Relations'

(i) These responsibilities should be appropriate for the skill level of said Directors.

(ii) The particular responsibility should be mutually agreed upon by the Director and the other Directors and must be in place by the third month of being elected as a Director or in the third month of the passage of this provision by the membership for the Director to continue as a board member.

(iii) These roles are in addition to the responsibility of attending monthly Director meetings and are in effect for the Director's three-year term of office.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

SECTION 8.01 INDEMNIFICATION

(a) Right of Indemnity. To the full extent permitted by law, this organization shall indemnify its Directors, officers, employees and other persons described in Section 5238(a) of the California Corporate Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any “proceeding”, as that term is used in such Section and including an action by or in the right of the organization, by reason of the fact that such person is or was a person described by such Section. “Expenses”, as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Organization Code.

(b) Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Organization Code, the Board shall promptly determine in accordance with Section 5238(e) of the Code whether the applicable standard has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.

(c) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the organization prior to the final disposition of the proceeding upon receipt by the organization of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the organization thereof.

SECTION 8.02. INSURANCE

The organization shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents of the organization, against any liability asserted against or incurred by an Officer, Director, employee or agent in such capacity or arising out of the Officer’s, Director’s, employee’s or agent’s status as such.

SECTION 8.03. ANNUAL REPORT

Except as provided under Section 6321(c)(d) or (f) of the California Organizations Code, not later than one hundred twenty (120) days after the close of the fiscal year of the organization, the Board shall cause an annual report to be sent to all members of the Board. Such report shall contain, but not be limited to, the following information in reasonable detail:

(i) The assets and liabilities of the organization as of the end of the fiscal year.

(ii) A summary of activities, events, outreach programs and the scholarship program for the year including photographs and statistics and expenses or disbursements of the organization, both unrestricted and restricted to particular purposes during the fiscal year.

ARTICLE IX

CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporate Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular and the term “person” includes both a legal entity and a natural person.

These bylaws may be amended with approval of the Board of Directors and being brought forward to the general membership for approval.

Where not addressed in these bylaws, the rules and regulations according to the Robert’s Rules of Order Newly Revised shall be used as a guideline.

Last Modified 2/17/2020