

BYLAWS

OF

**Art League of Lincoln**

A California Nonprofit Public Benefit Corporation

ARTICLE 1: NAME

The name of this corporation is Art League of Lincoln.

ARTICLE 2: PURPOSES

This corporation has been formed for charitable purposes, to promote, foster and support the arts in the greater Lincoln area through exhibits, shows, tours, education and other activities for artists and art appreciators, and as stated in greater detail in Article II of this corporation's Articles of Incorporation.

In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

This corporation shall hold, and may exercise, all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation. In no event, however, shall the corporation engage in activities, which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3: PRINCIPAL OFFICE

The initial principal office of the corporation shall be located in the City of Lincoln, County of Placer, State of California. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within said city and county.

The board of directors may at any time establish branch offices at any place where the corporation is qualified to do business.

#### ARTICLE 4: NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law (the "Law") for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE 5: DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization **in Lincoln California** dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE 6: MEMBERSHIP

Section 1. Qualifications. This corporation shall have one class of members as follows: any person, including an individual or organization, that subscribes to the purposes and basic policies of the corporation and whose admission will contribute to the corporation's ability to carry out its charitable purposes, shall be eligible for membership on approval of the membership application by the board of directors and on timely payment of such dues and fees as the Board may fix from time to time. No person shall hold more than one membership.

Section 2. Rights of Membership. Members shall have the right to vote on the election of directors, the disposition of all or substantially all of the corporation's assets, any merger and its principal terms and any amendment of those terms, any election to dissolve the corporation, the amendment of the corporation's Articles of Incorporation or bylaws, and such other matters as set forth in these bylaws and the Law. In addition, members shall have all rights afforded members under the Law and these bylaws. This corporation may benefit, serve, or assist persons who are not members, but may restrict the provision of certain benefits, services, and assistance to non-members. Non-members are not allowed to vote. A corporate member may, however, designate in writing the name or position of the individual entitled to vote or exercise its rights and to receive notices on behalf of the member. The member may amend such designation at any time, and all such designations and amendments thereto shall be filed with the

records of this corporation. No member shall be entitled to any dividend or any part of the income of the corporation.

Section 3. Other Persons Associated with the Corporation. The corporation may refer to persons associated with it as "members," even though those persons do not meet the qualifications for membership as set forth in Article 6, Section 1 of these bylaws, but no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code. The board of directors of the corporation may grant some or all of the nonvoting rights of members, as set forth in these bylaws, to any person that does not have the right to vote on any of the matters submitted to a vote of the members, but no such person shall be a member within the meaning of Section 5056 of the California Corporations Code.

Section 4. 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. Those members who have timely paid the required dues, fees, and assessments and who are not suspended shall be members in good standing. The Board may require the payment of dues, fees, and assessments, in amounts to be fixed from time to time, by those persons associated with the corporation as described in Article 6, Section 3 of these bylaws.

Section 5. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member, on reasonable notice to the corporation;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (c) Failure of the member to pay dues, fees, or assessments as set by the Board within thirty (30) days after they become due and payable;
- (d) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (e) Expulsion of the member under Article 6, Section 7 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, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

Section 6. Suspension of Membership. A member may be suspended under Article 6, Section 7 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, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

Section 7. Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Article 6, Sections 5 or 6 of these bylaws, the procedure set forth below shall be followed:

- (a) The member shall be given fifteen (15) days notice, by any method reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons therefore. Any notice given by mail shall be sent by first-class, registered, or certified mail to the member's last address as shown on the corporation's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of 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.
- (c) The board, committee, or person 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.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension, or termination.

Section 8. Transfer of Membership. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution or termination of membership pursuant to Article 6, Section 5 of these bylaws.

Section 9. Liability for Debts or Obligations. A member of the corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 10. Place of Meeting. Meetings of the members shall be held at any place within or outside California designated by the board of directors. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

Section 11. Regular Meeting. A regular annual meeting of members shall be held in the month of November of each year, beginning in 2012. The board of directors shall fix the date and time and notify members as provided in Article 6, Section 13. At this meeting, directors shall be elected and any other proper business may be transacted.

Section 12. Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by the board of directors, the president of the board or by five percent (5%) or more of the members. A special meeting called by any person, 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 ~~chairperson of the board~~, the president, or the secretary. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Article 6, Section 13 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting

date shall be at least thirty-five (35) but no more than ninety (90) 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 12 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, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 13. Notice of Meetings. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given at least ten (10) but no more than ninety (90) days before the meeting date to each member entitled to vote at that meeting. The notice shall be given either personally, by electronic transmission by the corporation in accordance with Cal. Corp. Code Section 20, by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If notice is given by mail, and the notice is not mailed by first-class registered, or certified mail, that notice shall be given not less than 20 days before the meeting. Notice shall not be given by electronic transmission if the corporation is unable to deliver two consecutive notices to the member by that means or the inability to so deliver the notices to the member becomes known to the secretary or any person responsible for the giving of the notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either sent in writing to the corporation's principal office or published at least once in a newspaper of general circulation in the county in which the corporation's principal office is located. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary or any other party of the corporation giving the notice, and if so executed, shall be filed and maintained in the corporation's minute book.

Notices shall specify the place, date, and time of the meeting and (1) for a special meeting, the general nature of the business to be transacted; or (2) for a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members, but except as provided in Article 6, Section 14 of these bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

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 Articles of Incorporation or bylaws
- (d) Electing to wind up and dissolve the corporation;

- (e) Approving a plan of merger or consolidation; or
- (f) Disposing of all or substantially all of the corporation's assets.

Section 14. Quorum. Five percent (5%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members provided, however, that if any regular meeting is actually attended in person by less than one-third (1/3) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given pursuant to Article 6, Section 13, of these bylaws. Subject to the foregoing, the members present at a duly called or held meeting at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough members 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, or such greater number as required by the Articles of Incorporation, these bylaws, or the Law.

If a quorum cannot be achieved at a regularly scheduled meeting of the members, the board of directors is authorized to temporarily supplant the members' authority and may vote among themselves to resolve issues or seek approvals normally reserved to the members. When this situation occurs, the issues and their resolutions are to be presented to the next members' meeting at which a quorum is present as information items.

Section 15. Adjournment. Any member meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a member meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Section 16. Voting. Members entitled to vote at any meeting of members shall be those members in good standing as of the record date determined under Article 6, Section 20 of these bylaws. At a meeting, 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. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting is prohibited. 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 Articles of Incorporation, these bylaws, or the Law. In any election of directors, the candidates receiving the highest number of votes are elected. Each member shall have the right to

vote for as many nominees as there are vacancies on the Board of Directors to be filled by the members.

Section 17. Waiver of Notice. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 18. Action by Unanimous Written Consent. Any member action may be taken without a meeting and without prior notice, if all members consent in writing to the action. The written consents shall be filed with the minutes of the member proceedings. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 19. Action by Written Ballot Without a Meeting. Any action, including the election of directors, which may be taken at any meeting of members, may be taken without a meeting and without prior notice by complying with the provisions of this Section 19 concerning written ballots.

The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by the first paragraph of Article 6, Section 13 of these bylaws. All solicitations of votes by written ballot shall:

- (a) indicate the number of responses needed to meet the quorum requirement;
- (b) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; and
- (c) specify the time by which the ballot must be received in order to be counted.

Each ballot so distributed shall:

- (a) set forth the proposed action;
- (b) provide the members an opportunity to specify approval or disapproval of each proposal; and
- (c) provide a reasonable time within which to return the ballot to the corporation.

In any election of directors, a written ballot that a member marks "withhold", or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

Approval by written ballot shall be valid only when the number of votes cast by ballot, including those ballots marked in a manner indicating that authority to vote is withheld, within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the

number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

A written ballot may not be revoked. All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records.

Section 20. Record Date. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the board may, in advance, fix a record date. A member at the close of business on the record date shall be a member of record. The record date so fixed:

- (a) For notice of a meeting shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. If not otherwise fixed by the Board, the record date shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held.
- (b) For voting at a meeting shall not be more than sixty (60) days before the date of the meeting. If not otherwise fixed by the Board, the record date shall be the day on which the meeting or adjourned meeting is held.
- (c) For voting by written ballot shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited. If not otherwise fixed by the Board, the record date shall be the day on which the first written ballot is mailed or solicited.
- (d) For any other action shall not be more than sixty (60) days before that action. If not otherwise fixed by the Board, the record date shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

Section 21. Proxies and absentee voting. As it is a fundamental principal of parliamentary law that only members physically present at legally-called meetings can vote, neither absentee nor proxy voting is permitted.

Section 22. Election of Directors. The board of directors shall appoint a committee to select qualified candidates for election to the board at least 120 days before the date of any election of directors. This nominating committee shall make its report at least ninety (90) days before the date of the election, or at such other time as the Board of Directors may set, and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee under this section. In nominating candidates, the committee shall seek nominees with a diversity of backgrounds and skills relevant to the needs of the corporation, and such other goals as the board of directors may establish.

If after the close of nominations the number of people nominated is not more than the number of directors to be elected, the corporation may present those names as a slate offering requesting approval of all nominees so presented.

However, at the meeting of members where election of directors is on the agenda, any member present at the meeting may place names in nomination. The Board shall formulate procedures that 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. Without Board authorization, no corporate funds may be expended to support a nominee for director after more people have been nominated for director than can be elected.

## ARTICLE 7: BOARD OF DIRECTORS

Section 1. Powers. Subject to the provisions and limitations of the Law and subject to any limitations in the Articles of Incorporation or these bylaws regarding actions that require approval of the members, the business affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors. It shall be noted that the board of directors may not amend or revise these bylaws, except as authorized in Article 14 of these bylaws, although they may prepare recommendations to the general membership who retain the sole authority and discretion to amend or revise the corporation's bylaws at an annual general meeting or such other special meetings as may be called. The board of directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors. The authorized number of directors of the corporation shall not be less than five (5) nor more than fifteen (15), until changed by amendment or revision of the Articles of Incorporation or these bylaws. The board of directors shall fix the exact number of directors from time to time, within these limits. Until changed by the board, the authorized number of directors shall be seven (7).

Section 3. Election, Designation, and Term of Office of Directors. The incorporator shall designate the initial board of directors. These directors shall serve until they have been confirmed or their successors have been elected and seated at the first regular meeting of the members. Directors standing for election at the first regular meeting of members must themselves be members of the corporation. The term of office of each director elected at the first members meeting and at all members' meeting thereafter shall be two (2) years. However, if all of the directors to be elected are not elected at a regular meeting, they may be elected at any special members' meeting held for that purpose or by written ballot.

Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected. Directors may serve a maximum of three (3) consecutive two-year terms. Qualified corporation members who have been directors

may again stand for election after having been off the Board for a period of at least one (1) year.

Section 4. Vacancies. A vacancy on the board shall exist on the occurrence of the following:

- (a) the death or resignation of any director;
- (b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the Law dealing with standards of conduct for a director, or who has accumulated three (3) consecutive unexcused meetings of the Board of Directors or a total of four (4) unexcused absences from regularly scheduled meetings of the Board during any one calendar year;
- (c) the vote of the members to remove a director;
- (d) an increase in the authorized number of directors;
- (e) the failure of the members, at any meeting of members at which directors are to be elected, to elect the number of directors required to be elected at such meeting.

Except as provided in this paragraph, any director may resign by giving written notice to the chairperson of the Board, the president, the secretary, or the Board of Directors. Unless otherwise stated, the resignation shall be effective immediately. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

Except for a vacancy created by the removal of a director by the members, vacancies on the board may be filled by a vote of a majority of the directors then in office (a quorum within the meaning of Article 7, section 6 explained below) or by a vote of a sole remaining director. Directors so chosen by the board of directors to fill a vacancy shall serve until the next meeting of the members, at which time the members will vote to seat the director for a full term in accordance with these bylaws. A ~~board~~ **board**-elected director who fails to receive the required number of member votes for such seating will vacate their seat on the board at the end of the current fiscal year.

The members may fill any vacancy not filled by the directors. Prior to the removal of any director, the director to be removed shall have been notified in writing in the manner set forth in Article 6, Section 13 that such action would be considered at the meeting at which removal is voted.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5. Meetings. Regular meetings of the board of directors shall be held at such times and places as are fixed by the board of directors.

Notice of the date, time, and place of meetings shall be delivered personally to each director or communicated to each director by telephone (including a voice messaging

system which records and communicates messages), facsimile, or electronic mail at least four (4) days before the date of the meeting, or communicated by telegraph, express mail service, first-class mail, or by other means of written communication, in accordance with Section 20 of the California Corporations Code, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation, deposited in the mail or given to the telegraph company or express mail company or other carrier at least seven (7) days before the date of the meeting. The notice need not specify the purpose of the meeting but will usually contain agenda items.

Section 6. Action at a Meeting. Presence of a majority of the directors then in office at a meeting of the board of directors constitutes a quorum for the transaction of business, except as otherwise provided in these bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the law, the Articles of Incorporation or these bylaws.

Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these bylaws or the Law.

Section 7. Adjourned Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Article 7, Section 5.

Section 8. Action Without a Meeting. The board of directors may take any required or permitted action without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For purposes of this section only, "all members of the Board" does not include any "interested directors" as defined in Section 5233 of the Law.

Section 9. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article 8, Section 2, or as may be fixed or determined by resolution of the Board of Directors. Directors may be compensated for rendering services to this corporation in any capacity other than director, if such compensation is reasonable and approved as provided in Article 8, Section 4.

## ARTICLE 8: STANDARD OF CARE

Section 1. General. A director shall perform the duties of a director, including duties as a member of any committee of the board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expertise; or
- (c) A committee of the board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8, Section 3.B, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Section 2. Loans. This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. Conflict of Interest. The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable California and federal laws

regarding conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

#### *A) Definitions*

Unless otherwise defined, the terms used in this section have the following meanings:

1. “Interested Persons” - Any director, principal officer, or member of a committee with the board-delegated powers, which 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. A person who has a financial interest may have a conflict of interest only if the appropriate Board decides that a conflict of interest exists.

#### *B) Procedures*

##### 1. 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, who are considering the proposed transaction or arrangement.

##### 2. Determining Whether A Conflict Of Interest Exists

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

##### 3. Procedure For Addressing The Conflict Of Interest

In the event that the board determines that a proposed transaction or arrangement presents a conflict of interest, the board shall take the following actions:

- (a) An interested person may make a presentation at the board 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 board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the board 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 board 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. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

#### 4. Violations of the Conflict of Interest Policy

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

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

#### 5. Records and Procedures

The minutes of the board 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 board'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.

#### Section 4. Compensation.

##### A) *Definitions*

Unless otherwise defined, the terms below have the following meanings:

1. "Highest Compensated Employee" - Any employee of the corporation, whose total compensation would require the employee to be listed in Part I of Schedule A of IRS Form 990, or in response to an equivalent question on any successor exempt organization annual return.

2. “Highest Compensated Independent Contractor” - Any independent contractor engaged by the corporation, whose total compensation would require the contractor to be listed in Part II of Schedule A of IRS Form 990, or in response to an equivalent question on any successor exempt organization annual return.
3. No director, officer, Highest Compensated Employee or Highest Compensated Independent Contractor may receive compensation, directly or indirectly, from the corporation unless such compensation is first determined by the disinterested directors, or an authorized committee thereof, to be just and reasonable to the corporation.

The names of the persons who were present for discussions and votes relating to the compensation arrangement, the content of the discussion, including any the information used to determine the reasonableness of the compensation, and a record of any votes taken in connection with the proceedings shall be maintained in the minutes of the corporation.

The determination of reasonableness shall be based upon information about compensation paid by similarly situated organizations for similar services, current compensation surveys compiled by independent firms or actual written offers from similarly situated organizations. Similarly situated organizations may include both taxable and tax exempt organizations.

No director, principal officer, Highest Compensated Employee or Highest Compensated Independent Contractor, shall participate in the discussion and approval of his or her compensation, except that such persons may provide information to the disinterested directors as described in the conflict of interest policy above.

Section 5. Executive Director’s Compensation. If the board hires an executive director to manage the corporation, the board shall be responsible for preparing an appropriate position statement, and employment agreement and annual performance review for that employee. The board shall also review the fairness of compensation, including benefits, paid to the executive director upon the occurrence of the following events:

- a. The officer is hired;
- b. The officer’s term of employment is extended or renewed; or
- c. The officer’s compensation is modified, unless such modification occurs pursuant to a general modification of compensation that extends to all employees.

The executive director is a corporate employee, and cannot simultaneously serve as an elected member of the board of directors.

Section 6. Annual Reviews and Audits. Annual reviews ~~and~~ or audits shall be conducted 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. 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 impermissible private benefit or ~~in an~~ excess benefit transactions.
- (c) Whether the corporation's internal controls are adequate and enforced to ensure the assets of the corporation are safeguarded and accounted for in accordance with generally accepted accounting standards.
- (d) Whether the corporation's financial statements accurately reflect the financial condition of the corporation.

When conducting the periodic reviews as provided for above, the corporation may, but need not, use outside advisors.

Section 7. Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 8. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its "agents", as described in Section 5238(a) of the Law, including its directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses" shall have the same meaning as in said section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 8, Section 9.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

## ARTICLE 9: COMMITTEES

Section 1. Committees Appointed by Board of Directors. The board of directors may designate one or more committees to exercise all or a portion of the authority of the board, to the extent of the powers specifically delegated in the resolution of the board or in these bylaws. Committees may include persons who are not on the board. The board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The board of directors may also designate one or more advisory committees that do not have the authority of the board. However, no committee, regardless of board resolution, may:

- (a) Approve any action that, under the Law or the Articles of Incorporation or these bylaws, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on, or remove members of, the board of directors or in any committee that has the authority of the board;
- (c) Fix compensation of the directors for serving on the board or on any committee;
- (d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the board of directors that by its express terms cannot be amended or repealed;
- (f) Appoint any other committees of the board of directors or their members;
- (g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan;
- (h) Approve any self-dealing transaction, except as provided by Section 5233 of the Law; or
- (i) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

No committee shall bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the board of directors.

Section 2. Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by the provisions of Article 7, Section 5, of these bylaws. Special meetings of committees may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes need not be kept of each meeting of any committee but the committee chair will render

a written report of the meeting's results to the board of directors not later than the next regularly scheduled board meeting. Meeting reports shall be filed with the corporate records. The board of directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

Section 3. Executive Committee. Pursuant to Article 9, Section 1, the board may appoint an executive committee composed of three (3) or more directors, one of whom shall be the president of the board. The executive committee, unless limited in a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the executive committee shall not have the authority of the board in reference to those matters enumerated in Article 9, Section 1. The secretary of the corporation shall send to each director a summary report of the business conducted at any meeting of the Executive Committee.

Section 4. Audit Committee. The board shall appoint an audit committee. Notwithstanding Article 9, Section 1, which shall otherwise govern the committee's operations, the committee may be comprised of one or more persons and may include persons other than directors of the corporation.

The membership of the audit committee shall not include the following persons:

- (a) The president of the board;
- (b) The treasurer of the corporation;
- (c) Any employee of the corporation; or
- (d) Any person with a material financial interest in any entity doing business with the corporation.

In the event that the board appoints a finance committee, the chair of the finance committee shall not also serve on the audit committee.

The audit committee shall make recommendations to the board of directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the board to negotiate the auditor's compensation.

The audit committee shall confer with the auditor to satisfy its members that the corporation's financial affairs are in order, and shall review and determine whether to accept the audit.

In the event that the auditor's firm provides non-audit services to the corporation, the audit committee shall ensure that the auditor's firm adheres to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards published by the Comptroller General of the United States, or any standards promulgated by the Attorney General of California.

## ARTICLE 10: OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a president, vice president, executive director, secretary and treasurer, and such other officers as the board may designate by resolution. The same person may hold any number of offices, except that neither the secretary nor the treasurer may serve concurrently as the president of the board. In addition to the duties specified in this Article 10, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to control of the board of directors, and shall perform such additional duties as the board of directors shall from time-to-time assign.

The incorporator will designate the corporate officers as well as directors for the interim board of directors. These officers and the interim board shall remain in office until the first annual meeting of the members of the corporation is convened at which time the members will elect directors for their full terms in accordance with the terms and conditions of these bylaws. That board of directors will, in turn, elect officers for the following year.

The officers shall be dual-hatted, meaning they are officers elected by their fellow directors as well as directors elected by the corporation's members. Officers shall be elected by the board at its first meeting following each regular meeting of members, and shall hold office for one year, subject to the rights, if any, of any officer under any contract of employment. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the board. Any officer may resign at any time by giving written notice to the board of directors, the president of the corporation, or the secretary of the corporation, without prejudice to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office. The compensation, if any, of the officers shall be fixed or determined by resolution of the board of directors.

Section 2. President of the Board. The president shall be the chief executive officer of the corporation, and shall be responsible to the board of directors. Duties of the president include:

- (a) Preside at all meetings of the board of directors and executive committee;
- (b) Serve as official representative of the corporation;
- (c) Report at each meeting of the board of directors and prepare such other reports as required by law;

- (d) Sign documents in the name of the corporation and execute all contracts and documents authorized either generally or specifically by the board, except when otherwise prohibited by law;
- (e) Make position appointments as specified in these bylaws;
- (f) Serve as an ex officio member of all corporation standing and special committees, **except the nominating committee.**
- (g) Prepare an annual review of the executive director's performance and submit same to the board of directors for concurrence and approval.

Section 3. Vice President of the Board. The vice president shall, in the absence of the president, or in the event of his or her inability or refusal to act, perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president.

Section 4. Executive Director. Subject to the control, advice and consent of the board of directors, the executive director is a compensated employee, serving under an employment agreement who shall supervise and conduct the activities and operations of the corporation. The executive director is not an elected member of the board of directors and has no voting position on the board. The duties of the executive director include:

- (a) Keeping the board of directors fully informed and freely consulting with them concerning the activities of the corporation;
- (b) Ensuring that all orders and resolutions of the board are carried into effect;
- (c) Comply with the provisions of the position statement prepared by the board of directors. and agree to sign and work under a contract of employment;
- (d) Act, speak for, or otherwise represent the corporation;
- (e) Be responsible for the hiring and firing of all employees; the executive director will notify the board of any intent to dismiss an employee prior to taking such action; and shall be responsible for keeping the board informed at all times of staff performance and for implementing any personnel policies adopted by the board;
- (f) Contract, receive, deposit, disburse, and account for funds of the corporation;
- (g) Execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the board to be executed by the corporation;
- (h) Negotiate all material business transactions of the corporation.

Section 5. Secretary. The secretary, or his or her designee, shall be custodian of all records and documents, including these corporation bylaws and all changes which are to be kept at the principal office of the corporation. Additional duties of the secretary include:

- (a) Transcribe and maintains the minutes of all the meetings of the board of directors and the members, and shall keep the minutes of all such meetings in books proposed for that purpose;

- (b) Writes and maintains the record set of special rules of order, standing rules, and policies and procedures. These rules and procedures will be adopted by the board of directors to govern the administration of the corporation and may be changed at the discretion of the board.
- (c) He or she shall attend to the giving and serving of all notices of the corporation, and shall 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 provisions of these bylaws.

Section 6. Treasurer. The treasurer shall be the chief financial officer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. Additional and specific duties include:

- (a) Deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors;
- (b) Disburse or cause to be disbursed the funds of the corporation as may be ordered by the board of directors, and shall render to the president and directors, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the corporation.
- (c) Cooperate and collaborate with the president and executive director in preparing annual budgets for the corporation.
- (d) Act as primary point of contact within the corporation for auditors and reviewers.

If required by the board of directors, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. The corporation shall pay the cost of such bond.

## ARTICLE 11: EXECUTION OF CORPORATE INSTRUMENTS

Section 1. Execution of Corporate Instruments. The board of directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the board of directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages,

and other evidences of indebtedness of the corporation, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the president of the board, vice president of the board or the executive director and by the secretary or treasurer or any assistant secretary or assistant treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the board of directors shall authorize to do so.

Section 2. Loans and Contracts. No loans or advances shall be contracted on behalf of the corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the board of directors. Without the express and specific authorization of the board, no officer or other agent of the corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

## ARTICLE 12: RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office 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 and directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records. The corporation shall keep adequate and correct books and records of accounts; written minutes of the proceedings of its members, Board, and committees of the Board; and a record of each member's name and address. All such records shall be kept at such place or places designated by the board of directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the chairperson or president, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

On written demand of the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of 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.

Subject to the provisions of Sections 6330-6332 of the Law and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(a) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

(b) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, an alphabetized list of names, addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand under this section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

~~Section 4. Preparation of Annual Financial Statements. The corporation shall prepare annual financial statements using generally accepted accounting principles. Such~~

~~statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards, under supervision of the audit committee established by these bylaws. The corporation shall make these financial statements available to the California Attorney General and members of the public for inspection no later than nine (9) months after the close of the fiscal year to which the statements relate.~~

Section 5. Reports. The board shall cause an annual report to be sent to all directors and members of this corporation, within 120 days after the end of the corporation's fiscal year, containing the following information:

- (a) The assets and liabilities, including the trust funds, of this corporation at the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenues or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of this corporation for both general and restricted purposes during the fiscal year; and
- (e) The information required by Section 6322 of the Law concerning certain self- dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

The corporation shall furnish any member who so requests a copy of any report filed by the corporation with the California Attorney General. The corporation may impose reasonable charges for copying and mailing this report to a member.

#### ARTICLE 13: FISCAL YEAR

The fiscal year for this corporation shall begin on January 1 and shall end on December 31.

#### ARTICLE 14: AMENDMENTS AND REVISIONS

As the Art league of Lincoln Articles of Incorporation were signed only by the incorporator, there being no board of directors in place at the time of filing, the incorporator is responsible for writing and adopting the initial corporation bylaws.

This first document will be provided to the board of directors for consideration and further adoption. Except as authorized below, these bylaws may be amended or revised only by the corporation's members.

The board may not amend, revise or repeal these bylaws. Any changes to the bylaws must be submitted to and approved by the general membership at the annual or special meeting convened in accordance with these bylaws.

However, in extraordinary instances, if the board of directors deems an emergency change to these bylaws to be in the best interests of the corporation, they are authorized to enact such amendment or revision, subject to the approval and ratification of the members at the next scheduled members' meeting.

#### ARTICLE 15: CORPORATE SEAL

The board of directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the corporation. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

#### ARTICLE 16: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

#### ARTICLE 17: PARLIAMENTARY AUTHORITY

Roberts Rules of Order, Newly Revised, 10th Edition and any subsequent revisions shall be the parliamentary authority for this corporation. This parliamentary authority shall be the source for guidance in resolving issues and questions not specifically covered by the law or these bylaws.

CERTIFICATE OF PRESIDENT

I, the undersigned, certify that I am the presently the president of the Art League of Lincoln, a California nonprofit public benefit corporation, and the above bylaws, consisting of 26 pages, are the bylaws of this corporation as adopted by the board of directors on May 1, 2012.

Executed on May 7, 2012, at Lincoln, California.

\_\_\_\_\_ President