

Mendocino Art Center Bylaws

(As Amended July 24, 2003)

Note: At 11/3/09, Minimum number of Board Members was reduced to 5.
This change will be reflected in the next Bylaws update. T. Becker

Mendocino Art Center Bylaws

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**Bylaws of the Mendocino Art Center
A California Non-Profit Public Benefit Corporation**

Article 1. Offices

The principal office of the Corporation for the transaction of its business is located within Mendocino County at 45200 Little Lake Road, Mendocino, California 95460.

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

Article 2. Purpose

The mission of the Mendocino Art Center is to be a distinctive education, arts, and cultural resource of the highest quality and vitality, seeking the active participation of the local, national, and international community.

Article 3. Members

Section 1. Non-Membership Corporation

This corporation is organized as a Non-Membership, Non-Profit Public Benefit Corporation pursuant to section 5310 of the non-profit Corporation laws of the State of California; and therefore, since this Corporation makes no provision for members, pursuant to Section 531DB of the Non-Profit Public Benefit Corporation Law of the State of California, any action which would otherwise, under the law, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

Section 2. Associate Members

This Corporation shall have classes of non-voting associate memberships with privileges and dues as established by the Board of Directors. These individuals shall be called "associates."

This Corporation shall also have a class of Honorary Associates which may be conferred upon such persons as may be elected by a majority vote at any regular meeting.

Honorary members shall have the privileges of associate membership but will not pay dues.

Article 4. Government and Management by the Board of Directors

Section 1. Policies

Subject to the limitations of the Articles of Incorporation of the *Bylaws* of the California Non-Profit Corporation Laws of the State of California, all business affairs and activities of this Corporation and all corporate powers shall be exercised by or under authority of a Board of Directors, pursuant to the Modern Rules of Order which are hereby adopted as parliamentary rules of the corporation.

The President of the Art Center Gallery Volunteer Organization will serve on the Board in an advisory non-voting capacity.

Section 2. Number, Election and Tenure of Office

The members of the Board of Directors of this Corporation shall be no less than 9 and no more than 15. New members of the Board, after a thorough screening by the existing Board, shall be elected by 2/3 vote of the existing Board. The standard term of office is three years. The Board may, from time to time appoint, by appropriate vote, non-voting members who shall have the title "Board Member Emeritus." Such a Board member shall have a lifetime term on the Board.

Section 3. Vacancies, Removal and Resignations of the Board of Directors

Vacancies on the Board shall exist on the expiration of the term for which a member was elected, on the death of a member, on resignation, or on removal of a member.

The Board of Directors shall have the power to remove any member from the Board of Directors for cause. Non-attendance by a member of the Board of Directors at three consecutive Board of Directors regular meetings shall constitute a cause for removal. Additional non-attendance for emergency reasons may also be excused by vote of the Board.

Vacancies on the Board of Directors shall be filled for the unexpired term by the majority vote of the Board at a meeting of the Board.

Section 4. Place of Meetings

Meetings of the Board of Directors shall be held at the office of the Corporation in the State of California; however, any meeting shall be valid wherever held, if held by a quorum of the Board of Directors.

Section 5. Regular and Annual Meetings

The Board of Directors shall set its calendar of regular meetings annually in January. The regular meeting of Directors for the month of January shall be the annual meeting.

Section 6. Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the President, or if he/she is absent or unable or refuses to act, by the Vice President or by any two members of the Board of Directors.

Section 7. Consent of Board Obviating Necessity of Meeting

The Board of Directors may conduct business without a meeting if all members of the Board individually, or collectively consent in writing or by e-mail to such action. Such consent shall be filed with the minutes of the proceedings. Such action shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 8. Notice of Meetings

Meetings of the Board shall be held upon five days notice or forty-eight (48) hours notice if delivered personally, by telephone, or e-mail. If sent by mail, it shall be deemed delivered upon its deposit in the mails.

All such notices shall be given or sent to the Board member's address or telephone number as shown on the corporate records or by-mail.

Notices shall state the time and place of meeting. The purpose of the meeting need not be specified in the notice.

Section 9. Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board of Directors, however called or noticed or wherever held, are as valid as though the meeting had been held after proper call and notice, provided that a quorum is present and provided that either before or after the meeting each Board member not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereto. All such consents, waivers, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 10. Voting

Each member of the Board of Directors is entitled to one vote at all meetings of the Board at which the member is present. A majority of those present shall carry a motion.

In case of a ballot by mail, a simple majority of the duly constituted members of the Board shall carry a motion, but the Secretary shall allow twenty days after mailing for replies before counting the ballots. Ballots received thereafter are null and void.

Every act or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present, is the act of the Board of Directors, unless the Articles or Bylaws of this Corporation, or provisions of the California Non-Profit Public Benefit Corporation Law, require a greater percentage or different voting rules for approval of a matter by the Board.

A majority of duly constituted members of the Board of Directors shall constitute a quorum at any regular or special meetings of the Board of Directors.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of members, provided that any action taken is approved by at least a majority of the required quorum for that meeting.

Members who have resigned and/or whose term has expired shall not be considered duly constituted members of the Board of Directors.

Section 12. Adjournment and Notice of Adjournment

A majority of the members of the Board of Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the members of the Board of Directors who were not present at the time of the adjournment.

Section 13. Non-liability of Members of the Board of Directors

Members of the Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 14. Standard of Care

Pursuant to Section 5231 of the Non-Profit Corporation Laws, a member of the Board of Directors shall perform his duty in good faith, in a manner such member believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a member of the Board of Directors, a member 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 matter which the Director believes to be within such person's professional or expert competence;
- or
- c. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the member believes to merit confidence.

Section 12. Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including the members of the Board of Directors, officers, employees, or other agents of the Corporation) against any liability other than for Violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provision of Section 5238 of the California Non-Profit Corporation Law.

Section 16. Restriction Regarding interested Members of the Board of Directors

Paid part-time or full-time persons may not serve as voting members of the Board of Directors, and, pursuant to Corporation Code Section 5227, not more than 49% of the persons serving on the Board of Directors at any time may be interested persons.

An interested person includes (1) any person being compensated by the Corporation for services rendered to it within the previous 12 months whether as an independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law, or any such person.

However, any violation of the provision of the paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Except as provided in Section 18 below, the board shall not approve a self-dealing transaction. A "self-dealing transaction" is one in which the Mendocino Art Center is a party and in which one or more of the directors has a material direct or indirect financial interest.

Section 17. Self Dealing Transactions

The Board may approve a self-dealing transaction if the Board determines that the transaction is in the best interest of, and is fair and reasonable to, the Mendocino Art Center, and after reasonable investigation under the circumstances, determines that the Mendocino Art Center could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such a determination must be made by the Board, in good faith, with knowledge of an material facts concerning the transaction and the interest of the director of the transaction, and by a vote of the majority of the directors then in office, without counting the vote of the interested director.

Article V. Committees

Section 1. Executive Committee

The Board of Directors by majority vote may designate such members of the Board including its officers as from time to time it deems appropriate to serve as an Executive Committee.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease (but not below two) the number of its members, and fill vacancies therein from the members of the Board.

The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

The Board may delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- a. The approval of any action which, under law or the provisions of these Bylaws, required the approval of the members or of a majority of all of the members.

- b. The filling of vacancies on the Board or on any committee which has the authority of the Board.
- c. The fixing of compensation of the Directors for serving on the Board or on any committee.
- d. The amendment or repeal of any resolution of the Board, which by its terms is not so amendable or repeal able.
- e. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- f. The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Non-Profit Public Benefit Corporation Law.

Section 2. Other Committees

The Corporation shall have such other committees as may from time to time be designed and appointed by the President. Such other committees may consist of persons who are not also members of the Board. The Chair of ~ committee which reports directly to the Board shall be a member of the Board.

These additional committees, With the exception of the Investment Committee, shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees. The Investment Committee is invested with the authority to make investment decisions within the policies set by the Board of Directors.

Article VI. Officers and Executive Officers

Section 1. Non-Paid and Paid Corporate Officers

The non-paid officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. The officers shall be elected from among the members of the Board.

Section 2. Election of Non-Paid Officers

At the Annual Meeting of the Board of Directors, the Board shall elect from among its members a President and one or more Vice Presidents, a Secretary, and a Treasurer from a slate of officers presented by the Nominating Committee. These officers plus one additional board member ejected by the Board shall comprise the Executive Committee of the Board of Directors.

Any two or more of such offices, except those of President and Secretary or President and Vice-President, may be held by the same person.

Section 3. Removal and Resignation of Non-Paid Officers

Any officer may be removed for cause, by a majority vote, at any regular or special meeting of the Board of Directors.

Any officer may resign, at any time, by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation.

Any such resignation shall take effect at the date of receipt of such notice, or at any later time specified therein and the acceptance of the resignation is not necessary to make it effective.

Such resignation shall be accepted at the next meeting of the Board of Directors.

Section 4. Tenure

Officers of the Corporation shall serve one-year terms. Officers may be re-elected to office.

Section 5. Vacancies in ~Joi1-Paid Positions

Any vacancy in any office because of death, resignation, or removal shall be filled by election by the Directors at the next meeting of the Board of Directors.

Section 6. Duties of Non-Paid Officers

President. The President shall preside at meetings of the Board of Directors of the Corporation. He/She shall be ex-officio member of all committees, set agenda, and be responsible for follow-up on actions taken by the Board of Directors. In addition, the President, with Board of Directors approval, may appoint from the associates a Director of Investments.

Vice Presidents. The First Vice President shall perform the duties of the President in his/her absence and other duties as determined from time to time by the Board of Directors. Other Vice Presidents shall perform duties as determined from time to time by the Board of Directors.

Secretary. The Secretary shall keep a record of all business conducted at regular or special meetings of the Board of Directors and shall carry on such correspondence as shall be required, and shall perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Treasurer. The Treasurer may report the general financial condition of the Corporation to the Board of Directors not less frequently than quarterly.

Section 7. Paid Officers of the Corporation

An Executive Director and Chief Financial Officer may be employed by the Board of Directors to administer the affairs of the Corporation. The extent of the Executive Director's powers and duties shall be delineated from time to time by the Board of Directors.

The Paid Officers cannot serve as voting members of the Board of Directors. The Executive Director will serve as an ex-officio member of the Board of Directors.

The Chief Financial Officer may serve as an ex-officio member of the Board of Directors at the discretion of the majority of its voting members.

Section 8. Tenure of Paid Officers

Paid officers shall be reviewed periodically by the Board. Continuation of employment shall be based on the results of the Board review.

Section 9. Selection of Paid Officers

The Executive Committee will serve as a Personnel Committee for the purpose of recommending applicants for the positions to the Board of Directors.

- a. Executive Director/Chief Artistic Officer: At the direction of the Board and on behalf of the Executive Committee, the President is to negotiate and enter into a contract with the prospective paid officer, with final approval of the terms of the contracts required from the Board of Directors.
- b. Chief Financial Officer: At the direction of the Board and on behalf of the Executive Committee, the President and the Executive Director are to negotiate and enter into a contract with the prospective paid officer, with final approval of the terms of the contract required from the Board of Directors.

Section 10. Removal and Resignation of Paid Officers

Officers may be removed for cause, by a majority vote, at any regular or special meeting of the Board of Directors in accordance with the terms of the employment contract.

Any paid officer may resign by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation in accordance with the employment contract. Such resignation shall be announced at the next meeting of the Board of Directors.

Article VII. Corporate Records and Reports-Inspection

Section 1. Records

The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties including accounts of its assets, liabilities, receipts, disbursements, capital, and other matters customarily kept in financial statements. All such books, records, and accounts shall be kept at its principal place of business in the State of California.

Section 2. Inspection of Books and Records

All books and records may be inspected by the Board of Directors.

Section 3. Certification and Inspection of Bylaws

The original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the Board of Directors.

Section 4. Checks, Drafts, Etc.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 5. Contracts, etc.

The Board of Directors may authorize any officer to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority is confined to the specific instances.

Unless so authorized by the Board of Directors, no officer, agent, or employee shall have power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable for any amount or any purpose.

The Executive Director may be given authorization, within specified limits, to enter into contracts or engagements, or to pledge credit, on behalf of the Corporation.

Section 6. Annual Report

The Board shall cause an annual report to be furnished no later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation and, if this Corporation has members, to any member who requests it in writing.

The report shall contain the following information in appropriate detail:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- b. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- c. The expense or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- d. Any information required by Section 7 of the Article.

The annual report shall be accompanied by any report thereon of independent accountants, Of, 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.

Article VII. Non-Discrimination Policy

This organization shall not discriminate on the basis of race, color, national origin, sex, age, or disability.

Article IX. Corporate Seal

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "California."

Article X. Property of Corporation

The property of this Corporation is irrevocably dedicated by charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and no part of the net income or assets of this organization shall inure to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provide by section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Section 501 (c){3) of the Internal Revenue Code.

Article XI. Amendments to Bylaws

Section 1. Amendments or New Bylaws

Whenever an amendment or new Bylaw is adopted, it shall be kept in the Book of Bylaws with the original Bylaws.

If any Bylaw is repealed, the date of the meeting at which the repeal was enacted shall be stated in such Book.

Certificate of President and Secretary

We, the undersigned, certify that we are the presently elected President and Secretary of the Mendocino Art Center, a California Non-Profit Corporation, and the above Bylaws consisting of 12 pages (including a Table of Contents) are the Bylaws of this Corporation as amended at a meeting of the Board of Directors held on July 24. 2003.

Signed: _____

Signed: _____

Dick Bilas, President

Karen Bowers, Secretary