

Bylaws For Rocklin Fine Arts

ARTICLE I. NAME

Section 1. Name: This organization is named Rocklin Fine Arts herein referred to as RFA.

Section 2. Purpose and Objectives: The purpose of this organization is to promote the arts within the city of Rocklin by supporting local artists with venues for exhibits, demonstrations, lecturers, and workshops and encouraging youth and schools to participate, while supporting the display of art in public places for the enjoyment of the residents of Rocklin.

ARTICLE II. MEMBERSHIP

Section 1. Membership: This Corporation shall have no voting members, but the Board may, by resolution, establish classes of nonvoting members and provide for eligibility and rights and duties, including the obligation to pay dues. No reference to persons or entities associated with the Corporation as “members” shall constitute anyone being a member within the meaning of Section 5056 of the California Nonprofit Corporation Law.

Section 2. Qualifications: Membership in this organization is open to anyone with an interest in visual arts. The Board of Directors has established the following levels of membership and annual dues will be assessed based on these categories:

- a. **Adult**-through age 49
- b. **Senior**-age 50 or older
- c. **Family**-live in the same household and be an eligible member.
- d. **Visitors and Guests**-will be allowed to attend a general membership meeting before being required to apply for membership.

Section 3. Governance: The governance of RFA shall be the Board of Directors.

ARTICLE III. MEETINGS

Section 1. Annual Meeting: The date of the regular annual meeting, time and place shall be set by the Board of Directors.

Section 2. Special Meetings: Special meetings may be called by the Chair or any two directors, and announced by e-mail or phone, to assess organization demands, or review of grant applications, grant submittals, or review of proposed fund raising events.

Section 3. General Meetings: Shall be voted upon by the Board of Directors and a set date/time fixed, and held a minimum of twice a year unless a Special Meeting is requested.

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ARTICLE IV. ORDER OF BUSINESS

1. Roll Call.
2. Approval of the agenda.
3. Reading/approval of the Minutes of the preceding meeting.
4. Reports of Committees.
5. Reports of Officers.
6. Old and Unfinished Business.
7. New Business.
8. Date and time of next meeting.
9. Adjournment.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Powers: Subject to limitation of the Articles of Incorporation, and these bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees, however composed, 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. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the board shall have the following powers. In addition to the other powers enumerated in these bylaws:

- (a) To select and remove, and advise the officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with the law, the Articles of Incorporation, or these bylaws; and fix their compensation, and require from them security for faithful service.
- (b) To conduct, manage, and control the affairs and activities of the Corporation, and to make such rules and regulations therefore, not inconsistent with law, the Articles of Incorporation or these bylaws, as they may deem necessary and prudent.
- (c) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, and the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

Section 2. Number of Directors: The authorized number of directors shall be a minimum of five (5) and a maximum of seven (7) until changed by amendment of these bylaws. The directors to be chosen for the ensuing two (2) years must be members in good standing and shall be elected at the annual meeting of this organization by the general membership.

Section 3. Selection and Term of Office: Officers shall be elected at each annual meeting of the board. Each Officer shall serve until the next annual meeting of the board and until a successor has been elected and qualified.

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Section 4. Vacancies: Subject to the provision of section Corp C §5226 of the California Nonprofit Public Benefit Law, any director may resign effective immediately upon giving written notice to the Chairman of the Board, the President, the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office as of the date when the resignation becomes effective. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 4.1 Vacancies on the board shall be filled in the same manner as the director, (see Article V, Section 2) whose office is vacant was selected, provided that vacancy to be filled through election by directors may be filled by a majority of the remaining directors, even if less than a quorum is available or appointed by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and/or until a successor has been selected, and qualified.

Section 4.2 A vacancy or vacancies on the board may be deemed to exist in case of death, resignation, or removal of any director, or if the authorized number of directors is increased.

Section 4.3 The board may declare vacant the office of a director who has (a) been declared of unsound mind by a final order of court, (b) convicted of a felony, (c) be found by a final order or judgment of any court to have breached any duty arising under article 3 of the California Nonprofit Public Benefit Corporation Law, or (d) missed more than three successive regularly scheduled Board meetings.

Section 4.4 No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Place of Meeting: Meetings of the board shall be held at any place within or without the State of California, which has been designated from time to time by the board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 6. Annual Meetings: The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Unless otherwise determined by the Board pursuant to the provisions of this article, annual meetings of the board shall be held in January with call and notice of time and place given each director no later than close of business on the 15th day of the previous month.

Section 7. Regular Meetings: Regular meetings shall be held without call or notice on such dates and at such times as may be fixed by the board.

Section 8. Special Meetings: Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board/President, and any Vice President, the Secretary or any two directors.

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Section 8.1 Special meetings of the Board shall be held upon four days notice by first-class mail or 48 hours notice given personally or by telephone, telegraph, telex, e-mail or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as is shown on the record of the Corporation or as may have been given to the Corporation by the director, for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Section 8.2 Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at that time it is communicated, in person or by telephone or e-mail, to the recipient or to a person at the director's office who would be reasonably expected to promptly communicate the notice to the director.

Section 9. Quorum: A majority (50% +1) of directors shall constitute a quorum of the board for the transaction of business, except adjournment. Every act or decision done or 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, unless a greater number is required by law or by the Articles of Incorporation. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved at least by a majority of the required quorum for such meeting.

Section 10. Participation in Meetings by Conference Telephone: Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 11. Waiver of Notice: Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to hold the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Adjournment: A majority of the directors present, whether or not a quorum is present, may adjourn any director's meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 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.

Section 13. Conduct of Meeting: You shall be governed by "Roberts Rules of Order," as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the Articles of Incorporation, or with provisions of law.

Section 14. Action Without Meeting: Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing of such action. However, the consent of any director who has a material financial interest in

a transaction to which the Corporation is a party and who is an "interested director" as defined in California Corporations Code Section §5233. Such action or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings called the Board.

Section 15. Rights of Inspection: Every director shall have the absolute right, at any reasonable time, to inspect and copy all books, records, documents of every kind and to inspect the physical properties of the Corporation of which such person is a director.

Section 16. Committees: The Board may appoint one or more committees, each consisting of one or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) The filing of vacancies on the board or in any committee;
- (c) The fixing of compensation of the directors for serving all in the board or on any committee;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the board, which by its express terms is not so amenable or repealable;
- (f) The appointment of other committees of the board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or.
- (h) The approval of any self-dealing transaction, as such transactions are defined in California Code Section §5233 (a), of the Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be documented. Minutes shall be kept of each meeting of each committee.

Section 17. Fees and Compensation: Directors and members of committees shall not be compensated for their services to the Corporation; however, they may be reimbursed for their reasonable out-of-pocket expenses in connection with such services upon the Board's approval. They may also be advanced funds when it can be reasonably anticipated that these funds would be reimbursed to the officer, director or employee for such expenses absent that advance. The Board of Directors shall hire and/or establish compensation of any and all employees for services which they, in their discretion, may determine to be necessary for the conduct of the business of the organization.

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The following payments by members and non-members would qualify as Charitable Donations; they include:

1. Cash Donations – This would include any portion of proceeds from sold artwork.
2. Art Donations – President would issue receipt letter with suggested fair market value.
3. Equipment Donations – President would issue receipt letter with suggested fair market value.

The following payments by members and non-members would not qualify as donations as they are paid for a service:

1. Entry Fees for exhibits.
2. Lecture or Workshop fees.

Section 18. Restriction Regarding Interested Directors: Notwithstanding any other provisions of these bylaws, not more than 49% of the persons serving on the board may be interested persons. For the purposes of this section, "interested persons," is defined as either:

- (a) Any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or.
- (b) Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any person described in subparagraph (a) of this section.

However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transactions entered into by the Corporation.

Section 19. Self-Dealing: The Corporation shall not engage in any transaction in which a director has a material financial interest, unless all of the following occurs:

- (a) The Corporation enters into the transaction for its own benefit;
- (b) The transaction is fair and reasonable as to the Corporation at the time it enters into the transaction;
- (c) Before consummating the transaction or any part thereof, the board authorizes a transaction in good faith by a vote of a majority of directors then in office (without counting the vote of the interested director) and with knowledge of the material facts concerning the transaction and the directors interest in the transaction; and
- (d) Before approving the transaction or any part thereof, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

Section 20. Non-Liability of Director: The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

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Section 21. Voting: Each director shall have one vote and such voting may not be done by proxy. The Board of Directors may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.

ARTICLE VI. OFFICERS

The initial officers of the organization shall be as follows:

President:

Vice President/Communications Director:

Secretary:

Treasurer:

Director of Membership:

Section 1. President: Subject to such power, the President is General Manager and Chief Executive Officer of the Corporation and has, subject to the control of the Board, general supervision, direction, and conducting the day to day business of the Corporation. The President shall preside at all meetings of the board. The President has a general power and duties called management usually vested in the office of the president and general manager of a Corporation and such other powers and duties as may be prescribed by the Board.

The President, individual, shall preside at all membership meetings. Individual shall by virtue of his/her office be Chairman of the Board of Directors. Individual shall appoint all committees, temporary or permanent. Individual shall see all books, reports and certificates required by law are properly kept or filed. Individual shall be one of the officers who may sign the checks or drafts of the organization. Individual shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Section 2. Vice President/Director of Communication: In the absence or disability of the President, the Vice President/ Director of Communication, if present, shall perform all the duties of the President and, when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President/Communications Director shall have such other powers and perform such other duties as from time to time may be prescribed by the Board.

The Vice President/Director of Communication shall in the event of the absence or inability of the President to exercise his office, become Acting President of the organization with all the rights, privileges and powers as if he had been the duly elected President.

In addition, the Vice President/ Director of Communication shall be responsible for all communications sent out to the general membership including notice of all meetings of the Board and any committees thereof required by these bylaws or by law to be given, minutes, newsletters or any such information pertaining to the activities of the general membership, i.e. shows, tours, etc.

Section 3. Secretary: The Secretary shall keep or cause to be kept the minutes of all proceedings at the principal office or such other place as the Board may order. These minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the Board and committee meetings, and the proceedings thereof shall be filed in the book of minutes. The Secretary

shall keep, or cause to be kept, at the principal office in the state of California, the original or a copy of the Corporation's Articles of Incorporation and bylaws, as amended to date.

The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board.

The Secretary, person, shall keep the minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificate required by any statute, federal or state. Person shall be the official custodian of the records and seal of this organization. Person may be one of the officers who shall sign checks or drafts of the organization. Person shall present to the Vice President/Communications Director, at any meeting, any communication addressed to him/her as Secretary of the organization. Person shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Section 4. Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall, at all reasonable times during normal work hours, be open to inspection by any director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

The Treasurer shall have over-site of the incomes and expenses of the organization. He/She shall determine the method of record keeping and oversee records on a quarterly basis. Monthly bank statements shall be delivered to the treasurer for review. He/She may be one of the officers who shall sign checks or drafts of the organization. He/She shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He/She shall exercise all duties incident to the office of Treasurer. Officers shall by virtue of their office be members of the Board of Directors. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

Section 5: Director of Membership: The Director of Membership shall be responsible to collect all dues, new membership forms, send out welcome letter/email, payments, and update the membership list for distribution to the Board by the Director of Communications. He/She shall also respond to any membership queries and shall forward all funds collected to the Treasurer.

Section 6: Resignation, Termination and Absences: Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

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ARTICLE VIII INDEMNIFICATION

Section 1. Definitions: For the purposes of this Article, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another enterprise whether civil, criminal, administrative, or investigative, and "expenses" includes without limitation attorney's fees and any expenses of establishing a right to indemnification under section 3 or 4 of this Article.

Section 2. Indemnification in Actions by Third Parties: The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the corporation, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceedings if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Other Indemnification: To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 4. 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 a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 5. Nonapplicability to Fiduciaries of Employee Benefit Plans: This section does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in section 1 of this Article. The corporation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of section 207 of the California General Corporation Law.

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ARTICLE IX DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to public and charitable purposes and no part of the net income or assets of the corporation shall ever in the war to the benefit of any director, officer, or member of their of or to the benefit of any private person. 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 public and/or charitable purposes and which has established its tax exempt status under Internal Revenue Code 501 (c) 3.

ARTICLE X COMMITTEES

Section 1: Committees: The Board may create committees as needed, such as fundraising, grant seeking, etc. The Board Chair appoints all committee chairs.

Section 2: Executive Committee: The five officers shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the entire Board of Directors.

ARTICLE XI FISCAL YEAR

Section 1: Fiscal Year: The fiscal year of the corporation shall begin on the Jan 1st and end on the Dec. 31st each year.

ARTICLE XII AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of on _____.

Date Signed

Printed Name of Incorporator

Signature of Incorporator