BYLAWS

OF

THE EXETER ART GALLERY AND MUSEUM ASSOCIATION

A CALIFONRNIA PUBLIC BENEFIT CORPORTATION

ARTICLE I

OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located at 125 South B Street in the City of Exeter, County of Tulare, State of California.

SECTION 2. OTHER OFFICES

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 II

PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The corporation shall have seven (7) and no more than eleven (11) directors. Collectively, the directors shall be known as the board of directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws. Directors shall not be related to each other in any way: 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.

SECTION 2. POWERS

Subject to the provision of the California Nonprofit Public Benefit /corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the board, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, employees of the corporation;
3. Source and supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly (contact information must be provided by all officers, agents and employees);
4. Meet at such times and places as required by these bylaws;
5. Register their physical and electronic addresses with the secretary of the corporation and notices of meetings mailed or electronical transmitted to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

All board member terms will be renewed annually at the General Meeting.

SECTION 5. COMPENSATION

Directors shall serve without compensation. Directors shall be allowed resealable advancement or reimbursement of expense incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provision of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons for purposes of this section, “interested persons” means either:

1. Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
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.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written notice of the meeting as herein after provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communication equipment. Participation in a meeting through use of conference telephone constitutes presence in person at the meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communication equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

1. Each director participation the meeting can communicate with all of the other directors concurrently;
2. Each director is provided the means of participation in all matters before the board including without limitation the capacity to propose, or to interpose an objection to a specific action to be taken by the corporation.

SECTION 8. REGULAR AND ANNUAL MEETINGS

The annual meeting of directors will normally be held in April. Directors shall be elected by the board of directors in accordance with this section. Cumulative voting of directors for the election of directors shall not be permitted. The candidate receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only.

SECTION 9. SPECIAL MEETINGS

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS

Ample notice of meetings will be delivered via email. Special meetings of the board shall be held upon forty-eight (48) hours’ notice delivered electronically. A notice of time and place of a canceled meeting should be given to all directors. Rescheduled meetings will be notified by email.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a simple majority of the directors serving at the time.

Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, must be present. No action can be taken but other discussion can proceed.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at a meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the board of directors shall be presided over by the chairperson of the board, or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert’s 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 of the corporation, or with provisions of law.

SECTION 14. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, “all members of the board” shall not include any “interested director” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

SECTION 15. VACANCIES

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors unless the notice specifies a later time for the effectiveness of such a resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.

Vacancies on the board may be filled by approval of the board or, if the number of directors, then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at the meeting held pursuant to notice or waiver of notice complying with the Article of these bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by the Section shall hold office until the next annual election of the board of directors or until his or her death, resignation, or removal from office.

SECTION 16. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for debts, liability, or other obligation, of the corporation.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEEES, AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee, or other agent of the corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding through to procure a judgment against any 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 expense 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, judgements, 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 requirement of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

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 the self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity arising out of the agent’s status as such, whether or not the cooperation would have the power to indemnify the agent against such lability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV

OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a president, a vice president, a secretary, a chief financial officer who shall be designated the treasurer, an artist selection director, and a museum director/curator. The corporation may also have, as determined by the board of directors, a chairperson of the board, one of more vice presidents, assistant secretaries, assistant treasurers, or other officers. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as an officer of this corporation. Officers shall be elected by the board of directors, at any time, and each officer shall hold office until the next annual meeting, is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provision of this Section shall be superseded by any conflict in terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in the office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 5. DUTIES OF PRESIDENT

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law by the articles of incorporation of this corporation or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, he or she shall preside at all meetings of the board of directors.

SECTION 6. DUTIES OF VICE PRESIDENT

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president 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 on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

SECTION 7. DUTIES OF SECRETARY

The secretary shall:

1. Certify and keep at the principal office of the cooperation the original, or a copy of these bylaws as amended or otherwise altered to date.
2. Keep electronically a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
3. See that all notices are duly given in accordance with the provision of these bylaws or as required by law.
4. Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the copromotion under its seal is authorized by law or these bylaws.
5. Keep electronically a membership book containing the name and address of each and any member, and, in the case where any membership ahs been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.
6. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, membership book, and the minutes of the proceedings of the directors on the cooperation.
7. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation or this cooperation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 8. DUTIES OF TREASURER

Subject to the provision of these bylaws relating to the “Execution of Instruments, Deposits, and Funds,” the treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
2. Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receptions, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any director of the corporation or to his or her agent or attorney, on request therefor.
6. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws or which may be assigned to him or her from time to time by the board of directors.

SECTION 9. DUTIES OF THE ARTIST SELECTION DIRECTOR

The artist selection director shall:

1. Maintain an annual calendar of upcoming art exhibits and events.
2. Secure suitable artwork from artists for the purpose of displaying and selling art based upon a commission for shows deemed by the board of directors.
3. Display or otherwise oversee the display and removal of art to facilitate the transition between art shows.
4. Obtain and maintain a list of artist contacts and types of art
5. Work with artists to provide articles for the newsletter, social media, and other forms of communication in a timely manner to allow publication and distribution prior to, and during shows.
6. Coordinate the artist receptions, including obtaining the food and drinks, setting up the reception and clean up after the reception.

SECTION 10. DUTIES OF THE MUSEUM DIRECTOR/CURATOR

The museum directors/curator shall:

1. Be responsible for and manage the archives and collections following normal museum practices.
2. Cause or oversee the display and removal of artifacts and electronic displays in the museum
3. Following the Collections policy, obtain artifacts suitable for the museum collection;
4. Provide material for the newsletter, social media and other forms of communication in a timely manner to allow publication and distribution to the public.

ARTICLE V

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The board of directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officer of the corporation) to constitute an executive committee of the board and 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:

1. The filling of vacancies on the board or on any committee that has the authority of the board.
2. The amendment or repeal of bylaws or the adoption of new bylaws
3. The amendment or repeal or any resolution of the board which by its express terms is not amendable or repealable.
4. The appointment of committees of the board or members.
5. 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 Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in force, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) 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.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be delegated by resolution of the board of directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as “advisory” committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provision of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE VI

EXECUTION OF INTSTURMENT, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize an officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the cooperation in any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by any two of the following officers: president, vice president, secretary or treasurer.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the cooperation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. GIFTS

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE VII

CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPPORATE RECORDS

The corporation shall keep at its principal office in the State of California;

1. Minutes of all meetings of directors, committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. A record of its members, indicating their names and addresses and, if applicable the class of membership held by each member and the termination date of any membership;
4. A copy of the corporation’s articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

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

SECTION 3. DIRECTORS’ INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. MEMBERS’ INSPECTION RIGHTS

Each and every member shall have the right, for a purpose reasonable related to such person’s interest as a member to inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person’s interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provision of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation’s fiscal year to all directors of the corporation and, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
2. The principal changes in assets and liabliies, including trust funds, during the fiscal year;
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
4. The expenses or disbursements of the corporation, of both general and restricted purposes during the fiscal year;
5. Any information required by Section 7 of this article.

The annual report shall be accompanied by any report theron 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.

SECTION 7. ANNUAL STATEMENT OF ACTIVITY

The annual statement of activity will include:

1. A record of all visitors to the gallery and/or museum during the fiscal year;
2. An artist report that includes but not limited to:
   1. The names of all artists exhibiting in the gallery during the prior fiscal year
   2. Number of all guests at the art show openings
   3. Acquisitions
3. A list and description of all events held at throughout the year.
4. All outside rental contracts and their nature, whether a recurring meeting or a single event.

ARTICLE VIII

FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on April 1st and end on March 31st in each year.

ARTICLE IX

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of bylaws of public benefits nonprofit corporation, these bylaws or any of them, may be altered, amended, or repealed and new bylaws adopted by a vote of the board of directors.

SECTION 2. CERTAIN AMENDMENTS

This corporation shall not amend its article of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement nor to delete such statement after the corporation has filed a “Statement by a Domestic Nonprofit Corporation” pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE X

MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

The corporation shall not have voting members. Pursuant to Section 5310 (b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the articles of incorporation or the bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the board of directors.

WRITTEN CONSENT OF THE DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all the persons named as directors in the action by the incorporation of THE EXETER ART GALLERY AND MUSEUM ASSOCIATION, a California public benefit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent herby do, adopt the foregoing bylaws, consisting of thirteen (13) pages, including this page, as the bylaws of this corporation.

Dated November 15, 2022

Dwight M Miller Robyn Stearns

President Vice President

Laurie Hamilton Patty Spott

Treasurer Secretary

Joanie Constable Kelsey Gilles

Arts Selection Director Director

James Tyler

Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth below:

November 15, 2022

Patty Spott

Secretary