By-Laws
Richmond Art Center
Richmond, CA
Incorporated March 11, 1947

(PROPOSED As Revised June 15, 2013)
BY-LAWS
OF
THE RICHMOND ART CENTER,
A California Non-Profit Corporation

ARTICLE I
PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located at the Richmond Art Center in the Richmond Memorial Auditorium Building, Civic Center Plaza, 2540 Barrett Avenue, Richmond, 94804, Contra Costa County, California.

ARTICLE II
MEMBERS

Section 1. Classes of Membership and Rights

The corporation shall have a category of members entitled “Regular” members. The voting and other rights, interests, and privileges of each Regular member shall be equal.

The Board of Directors may establish, by amendment to these By-Laws, such other categories of membership as may be necessary for the purposes of the Corporation. No member shall, however, hold more than one membership in the corporation.

Section 2. Eligibility
To be eligible for any class of membership in this corporation, a person must have paid the dues established for this class of membership.

Section 3. Termination of Membership

Membership shall terminate upon the death or resignation of a member, for nonpayment of dues, or upon his expulsion by a vote of the Board of Directors for good cause shown.

Section 4. No Property Rights

No member shall have any interest or property right in the assets of the corporation.

Section 5. Dues

The classes of membership and corresponding amounts of dues shall be established from time to time by the Board of Directors. Prepaid dues are not transferable if membership is terminated.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. Place of Meetings

Meetings of members shall be held at any place within or outside the State of California designated by the Board of Directors. In the absence of any such designation, meetings of members shall be held at the principal office of the corporation.

Section 2. Annual Meeting

The Board of Directors shall determine the date and time for the annual meeting of the membership, and notice of the meeting shall be
given as provided in these By-Laws. In the event the Board fails to establish the date and time for the annual meeting, an annual meeting of members shall be held at 1:00 pm on the fourth Wednesday of May in each year. In the event that the day selected for an annual meeting falls on a legal holiday, then the meeting shall be held at the same time and place on the next business day. At this meeting, members shall elect new directors. Any other proper business may be transacted at the annual meeting.

Section 3. Special Meetings

A special meeting of the membership may be called at any time by the president, by the Board of Directors, or by the written request of not less than twenty (20) members of the corporation.

Section 4. Notice of Meeting of Members

Notice of the time and place of meetings shall be given at least ten (10) days prior to such meeting to those members of record as of thirty (30) days before such meeting. Notice shall be given either personally or by first-class mail or other written communication such as the class catalog, charges prepaid, addressed to the member at the address of that member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice. If an email address is available for a member, that member may be given notice by email. Members may agree to be given notice in another manner, but such agreement must be explicit and recorded with the members' contact information at the corporation.

Section 5. Contents of Notice

Notice of meetings shall specify the place, the day, and the hour of the meeting and the general nature of the business to be transacted.

Section 6. Voting
Each member shall have one vote which must be cast in person at
the annual meeting. Cumulative voting is not authorized, and no single
vote shall be split into fractional votes.

Section 7. Quorum

The presence in person of twenty (20) members of the corporation
shall constitute a quorum for the transaction of business at any meeting of
members. The members at a duly called or held meeting at which a
quorum is present may continue to do business until adjournment,
notwithstanding the withdrawal of 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.

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ARTICLE IV
DIRECTORS

Section 1. Powers

The directors shall exercise the powers of the corporation, control its
property, and conduct its affairs, except as otherwise provided by law.
These powers shall include, without limitation, the power to:
   a. Control the property and establish policies of the corporation;
   b. Appoint and remove all officers and the Executive Director;
   c. Fix fees and charges for the use of the corporation’s equipment
      and for instruction provided by the Art Center;
d. Cooperate with the City of Richmond in operating the Art Center;
e. Review and approve tax filings and other official documents; and
f. Delegate to the Executive Director all or some of the duties and
   authority such position customarily requires; however, the duties in
   subsections (a) through (e) above shall not be wholly delegated.

Section 2. Number of Directors

   The Board of Directors shall consist of no less than twelve (12)
   members and no more than twenty (20) members of the corporation with
   the exact number for the beginning of the next fiscal year determined by
   the Board of Directors prior to the giving of the notice for the annual
   meeting. The term of office of an incumbent director shall not be reduced
   by the reduction in the number of directors.

   The authorized number of directors may be changed, or honorary
   positions on the Board added, by a duly adopted amendment to the
   Articles of Incorporation or by an amendment to these By-Laws adopted by
   the vote or written consent of a majority of the members entitled to vote.

Section 3. Election, and Terms of Office
Directors shall be elected at annual meetings of the members. If there are more candidates for the Board than the number of positions open to be filled, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected. The term of office of each director, shall be three (3) years, terminating on June 30 of the third year after his or her election by the members or his or her resignation or removal. The terms of directors shall be staggered, as possible, so that approximately 1/3 of the directors are elected at each annual meeting of the members. No person shall be elected to serve on the Board of Directors for longer than six (6) consecutive years, and no person who was appointed to the Board prior to his or her first election shall serve longer than 6 years 11 months and 29 days consecutively. No person shall be elected or appointed to serve on the Board of Directors sooner than one (1) year after the termination of his or her membership on the Board of Directors.

The Board of Directors annually shall appoint a nominating committee of not less than three (3) members which shall submit at the annual meeting of the members nominations sufficient to ensure that there will be at least twelve (12) elected directors in the ensuing year, specifically the number between twelve (12) and twenty (20) selected by the board for the ensuing year.

Section 4. Removal and Resignation of Directors

The absence of any director from five (5) regular meetings of the Board within any twelve (12) month period, regardless of the cause of the absence, shall automatically result in the removal of that director from the Board without any further action of the Board or of the membership.

A director may be removed from office by a majority of the members present at the annual meeting of the members or at any special meeting of the members called for that purpose.

Any director may resign effective upon giving written notice to the president if the president wishes to resign, notice shall be given to the secretary of the Board. However, except upon notice to the Attorney
General, no director may resign if this corporation would then be left without a duly elected director in charge of its affairs.

Section 5. Vacancies

Any vacancy occurring on the Board of Directors by reason of death, resignation, or removal of a director shall be filled by the appointment of a successor by the majority of the remaining directors, even if less than a quorum for the minimum number of directors. Such successors shall hold office until the next annual meeting of the members at which time Section 3 procedures shall apply.

Section 6. Regular Meetings

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such a designation, regular meetings shall be held at the principal office of the corporation, at 5:30 pm on the fourth Thursday of each month. Written notice of each regular meeting and a tentative agenda for the meeting shall be mailed or emailed to each director, at the email or street address provided by the director for notice of meetings, no later than five (5) days prior to the date of such meeting. Board directors may agree to be notified in a different manner but such agreement must be explicit and recorded with the director’s contact information at the corporation.

Section 7. Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the president or any two (2) directors.

Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, at the principal office of the
corporation.

Any meeting, regular or special, may be held by telephone or electronic conference, or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at the meeting.

Notice of the time and place of special meetings shall be delivered personally or by telephone to each director or sent by email, first-class mail or telegram, charges prepaid, addressed to each director, at the email address, street address or telephone number provided by the director for notice pursuant to this Article IV. In case the notice is mailed, it shall be deposited in the United States mail at least five (5) days before the time of the holding of the meeting. In case the notice is delivered personally or by telephone or email or to the telegraph company, it shall be so delivered at least twenty-four (24) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office or home of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal office of the corporation.

Section 8. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 10 of this Article IV. The directors at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 9. Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though the
business had occurred at a meeting duly held after regular notice, if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement, the lack of notice to that director.

Section 10. Adjournment

A majority of the directors present, whether or not constituting a quorum, 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 recommenced meeting to the directors who were not present at the time of the adjournment.

Section 11. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of the directors consent in advance in writing, including by email, to that action. Such action shall have the same force and effect as a vote of the Board of Directors at a meeting duly held after regular notice with a quorum present. Written consent shall be reported by the president of the Board at the next Board meeting and confirmed by majority vote or the writings indicating consent filed with the minutes of that meeting.

Section 12. Fees and Compensation of Directors

Directors shall receive no compensation for their services as such but may be reimbursed for their actual and necessary expenses in transacting the business of the corporation with the authorization and approval of the Executive Director.
Section 13. Special Limitations

No transaction or contract shall be entered into between the corporation and one or more of its directors, or between the corporation and any corporation, firm, or association in which one or more of its directors has a material financial interest unless the procedures of Section 310 of the Corporation Code of California shall have been followed.

No agent, employee, member, or director of the corporation shall be indemnified by the corporation unless the procedures and provisions of Section 317 of the Corporation Code of California shall have been followed.

Section 14. Committees

The Board of Directors may form, at its convenience, committees of two kinds: those with legal authority to act for the corporation and those with authority only to advise the Board of Directors. The former are provided for in paragraph (a) below and the latter are provided in paragraph (b) below. The Board may instruct the nominating committee, as established by and constituted under Article IV, Section 3, to nominate members for these committees.

(a) The Board may, by resolution adopted by a majority of the Board of Directors, designate one or more committees with legal authority to act for the corporation to the extent specified in the resolution creating such committee, each such committee consisting of two or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the board, except with respect to: (i) the approval of any action, which, under the law of California, also requires the approval of the members; (ii) the filling of vacancies on the Board of Directors or on any committee; (iii) the amendment or repeal
of bylaws or the adoption of new bylaws; (iv) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; or (v) the appointment of any other committee of the Board of Directors or the members of such committees.

(b) Advisory committees may be appointed to consist of two or more directors or other persons. Advisory committee membership may be comprised of any person, whether or not a member of the corporation and whether or not a director. Advisory committees shall have no legal authority to act for the corporation but shall undertake those duties designated by the Board of Directors.

Section 15. Meetings and Actions of Committees with Legal Authorization to Act

Meetings and actions of committees with legal authorization to act on behalf of the Board shall be governed by, and held and taken in accordance with, the provisions of Article IV of these bylaws, Section 6 (regular meetings), 7 (special meetings), 8 (quorum), 9 (waiver of notice), 10 (adjournment), and 11 (action without meeting), with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. The Board of Directors may adopt rules for the governing of any committee not inconsistent with the provisions of these bylaws.

Section 16. Indemnification

The Richmond Art Center shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the RAC Board of Directors against all
expenses and liabilities including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the RAC; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The officers and Executive Director of the Richmond Art Center shall purchase Directors’ and Officers’ Insurance to insure that funds are available for this purpose.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or director under this Article shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

**ARTICLE V**
OFFICERS

Section 1. Number and Titles

The officers of this corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as the Board of Directors may from time to time establish. One person may hold two (2) or more offices except those of president and secretary. All officers shall be selected from the Board of Directors. The officers may meet together with or without the Executive Director as an executive committee.

Section 2. Election and Term of Officers

The officers shall be nominated by the nominating committee and elected by or at the Board of Director’s June meeting. Each officer shall take office following election upon July 1st, and serve until he or she shall resign, be removed, or his or her successor shall be elected.

Section 3. Removal and Resignation

Any officer may resign in writing to the president or if the president wishes to resign, in writing to the secretary. Any officer may be removed by a vote of two-thirds of the directors present at any regular meeting of the Board called for that purpose. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors or by the president until such appointment is made by the Board of Directors.

Section 4. President

The president shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the affairs of the corporation, including the budget. The president shall have authority to sign all contracts and
other legal instruments on behalf of the Corporation, except as otherwise provided by the Board of Directors. He or she shall preside at all meetings of members and of the Board of Directors.

Section 5. Vice-President

The vice-president shall in the absence or disability of the president perform all of the duties of the president and when so acting shall have the powers of and be subject to the restrictions upon the president.

Section 6. Secretary

The secretary shall keep minutes of all meetings of members and of the Directors, shall be the custodian of the corporate records, shall give all notices as are required by law or by these bylaws, and generally, shall 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 by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

An assistant secretary may be named to assist the secretary in his or her other duties. The assistant secretary need not be a member of the Board.

Section 7. Treasurer

The treasurer shall be the chief financial officer of the corporation and shall keep and maintain accurate and correct books of account showing the properties and business transactions of the corporation, which books of account shall at all reasonable times be open to inspection by any member of the corporation or as otherwise provided by law. The treasurer shall have custody of the funds and accounts of the corporation and shall deposit and disburse the same as ordered by the Board of Directors. The treasurer shall submit to the Board of Directors at each regular meeting thereof and whenever the Board may require, an account of his or her
transactions as treasurer and a financial statement of the corporation in a form satisfactory to the Board of Directors. The treasurer shall have other powers and perform such other duties as may be from time to time prescribed by the Board of Directors.

One or more treasurers may be named to assist the treasurer in his or her duties. The treasurers need not be members of the Board.

///// Section 8. Execution of Instruments

Any and all instruments executed in the name of the corporation shall be executed by any one or more officers, employees or agents of the corporation as authorized from time to time by the Board of Directors. Such authorization may be general or confined to specific instances. The respective offices and duties as established in this Article V and by resolution of the Board of Directors include, except as otherwise provided, the authority to execute instruments in the name of the corporation when the execution of the instrument is incident to carrying out the duties of the office.

ARTICLE VI
MISCELLANEOUS PROVISIONS

Section 1. Minute Book

The corporation shall keep or cause to be kept at its principal office a minute book or other systematic records which shall contain:
(a) The record of all meetings of the Board of Directors including date, place, those attending, and the proceedings had; a copy of the notice of meeting and when and how given; written waivers of notice of meeting; written consents to holding of meeting; written approvals of minutes of meeting; and written consents to action of
the Board of Directors without a meeting that was not confirmed by a majority vote at the next meeting.

(b) The record of all meetings of the members, including date, place, members present in person; the proceedings had; a copy of the notice of meeting and when and how given; any affidavit as to the mailing or giving of notice; written waivers of notice of meeting; written consents to the holding of the meeting; written approvals of the minutes of the meeting; written consents of members of corporate actions approved by members without a meeting by less than unanimous written consent.

(c) A copy of the Articles of Incorporation and all amendments thereof and a copy of all certificates filed with the Secretary of State.

(d) A copy of the bylaws, as amended, duly certified by the secretary.

(e) A list of the directors of the corporation with most recent address.

Section 2. Corporate Seal

The corporation shall have a seal, circular in form, inscribed with the words “Richmond Art Center, Richmond, California, Incorporated March 11, 1947.”

The seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

Section 3. Fiscal Year

The fiscal year of the corporation shall be from July 1st to June 30th.

Section 4. Open Meeting

All meetings of the corporation or any subdivision thereof shall be open and public, and all persons shall be permitted to attend such meetings except as otherwise provided by the Ralph M. Brown Act, California Government Code Section 54950 et seq., or its statutory successor.
Section 5. Transition

The enactments of these bylaws shall not nullify any action previously taken by the corporation or its entities and shall not repeal any resolution of the membership or previous Board of Directors, except to the extent that such resolution is in conflict with the provisions of these bylaws.

Neither shall the enactments of these bylaws curtail the terms of office of any director, officer, or committee member who is serving in such capacity on the effective date of these bylaws.

Section 6. Interpretation

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California General Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person.

Section 7. Parliamentary Authority

Except in those matters where state law, these bylaws, or the Articles of Incorporation of this corporation provide differing or contrary procedures, all proceedings of this corporation shall be governed by the parliamentary treatise known as: Robert, Evans, Honemann & Balch, Robert's Rules of Order Newly Revised, In Brief, Da Capo Press, (2004) or the latest edition thereof.

ARTICLE VII
AMENDMENTS

Section 1. Amendment by Members
New bylaws may be adopted or these bylaws may be amended or repealed by the vote or written consent of a majority of the members at any regular meeting thereof, or at any special meeting called for such purpose.

Section 2. Amendment by Directors

Subject to the right of the members as provided in Section 1 of this Article VII, bylaws, other than a bylaw or an amendment of a bylaw changing the authorized number of directors, may be adopted, amended, or repealed by the Board of Directors, at any regular meeting thereof, or at any special meeting called for such purpose.

Section 3. Record of Amendments

Whenever an amendment or new bylaw is adopted, it shall be inserted in the original bylaws in the appropriate place. If any bylaw is repealed, it shall be deleted. The secretary of the corporation shall record amendments to the bylaws, and records of amendments shall be maintained for 5 years.