

Art Alliance of Idyllwild

Bylaws

Effective January 9, 2016

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ART ALLIANCE OF IDYLLWILD BYLAWS

ARTICLE I. NAME

The name of the organization shall be "The Art Alliance of Idyllwild, Inc.". The Art Alliance of Idyllwild, Inc. (AAI) is a Registered California Non-Profit Public Benefit Corporation operating under section 501(c)(3) of the Internal Revenue Code.

ARTICLE II. GENERAL PURPOSE

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

ARTICLE III. SPECIFIC PURPOSES

The specific purposes of this Corporation are to enhance and expand Idyllwild's reputation as an art community, to support the achievement of artistic excellence, and to support education in the arts.

ARTICLE IV. LIMITATIONS

Political Activities

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

Prohibited Activities

The Corporation shall not carry on any activities or exercise any powers that are not in furtherance of the purposes described in Article III. The Corporation may not carry on any activity for the explicit profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in this Article shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE V. DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE VI. MEMBERSHIPS

Each qualified person or entity shall automatically become a member of the Corporation upon payment-in-full of their then current respective membership level dues and shall remain a member until he/she/it ceases to maintain a fully paid membership. Memberships are effective for one full year commencing on the date that the payment is posted by the Corporation.

There may be various levels of membership with varying dues and varying benefits for each level of membership. The Board of Directors may vote to initiate new categories of membership or remove an existing one as well as make changes to the membership dues structure by a quorum vote of any legal meeting of the Board. Any such change requires a minimum of thirty-days notice to the membership prior to implementation.

Persons deemed worthy may be granted a Lifetime Contribution Membership by the Board of Directors. The Board is empowered to award this membership status to any person for outstanding and meritorious service to the Corporation. Lifetime Contribution Memberships enjoy all the rights and duties of regular members and do not pay annual dues thereafter.

The Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law. The use of the designation "member" within these Corporation Bylaws is not intended to confirm or grant any rights under Section 5056 of the California Nonprofit Corporation Law. The rights of "members" are fully set forth in Article VII of these Bylaws.

ARTICLE VII. MEMBERSHIP RIGHTS

AAI Membership entitles one to:

- a) Participate in all AAI sponsored events for which they are qualified and applicable fees have been paid.
- b) Nominate candidates for the Board of Directors to the Nominating Committee.
- c) Vote to elect members to the Board of Directors.
- d) Vote on Amendments to the Corporate Bylaws.
- e) Attend the Annual Meeting, Regular Board Meetings and other meetings as may be allowed by the Board.

ARTICLE VIII. DIRECTORS

Number

The authorized number of directors of the Corporation shall not be less than seven (7) nor more than nine (9). Effective the first annual election after the passage of these revised bylaws, the number of authorized Directors will be nine (9).

Qualifications

Candidates/Directors must meet the following requirements: (1) must have a current and valid membership, and (2) said membership must have been in effect for at least one calendar year.

Corporate Powers Exercised by the Board

The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors (the "Board") subject to the provisions of the Articles of Incorporation of The Art Alliance of Idyllwild, the California Public Benefit Nonprofit Corporation Code, IRS 501(c)(3) Public Charities Compliance Regulations, and any other applicable laws. All Directors are responsible for implementing and following the best practices as outlined in the California Attorney General's Guide for Charities.

If a situation arises that is not clearly addressed by these Bylaws then the above referenced applicable laws need to be consulted.

Terms

The term of office for each Director shall be two years. The maximum number of consecutive terms that a Director may serve on the Board is two. Directors may be elected to serve additional terms if at least one year has elapsed since completion of a second term. Each Director, including a Director elected to fill a vacancy, shall hold office until the i) expiration of the term for which he or she was elected and until the election and seating of a qualified successor, or ii) the Director's earlier resignation or removal from office in accordance with these Bylaws.

Transition to Staggered Terms

Because the members of the current Board of Directors were seated on May 16th of 2015, it is necessary to establish a process to stagger the terms of the existing Board. This is necessary in order to avoid all Director terms expiring at the same time. This one-time process will be done internally by the current Board of Directors. The Board will determine among themselves during an Executive Session which five of the existing Board Members will serve until December 31st of 2017. The remaining 4 Director positions will expire December 31st of 2016. In September of 2016, in accordance with these Bylaws, the nomination process for replacing these Board positions will begin. In this manner, the future terms of AAI Board Members will be staggered beginning January 1, 2017. Thereafter, the election process stated below in these Bylaws will be followed for all future elections.

Elected Officers

The elected Officers of this Corporation shall be President, Vice President, Treasurer and Secretary. The Officers shall be Board Members and be elected by a majority of the Directors voting, provided a quorum has been met. Spouses, domestic partners, business partners, or family members shall not serve as Officers during the same term. The terms of the Officers are the same as those of any Director. The term served as an Officer counts as the term served as a Director. The maximum consecutive time served on the Board is 4 years. One year off the Board is necessary after consecutive terms before another term can be served. The elected officer's office and terms may be modified by the vote of the Board of Directors.

Election

By September 15th of each year, the Board of Directors will appoint a Nominating Committee. This committee will consist of one Board Member and two people from the general membership who are not AAI Board Members. This committee will solicit nominations from the general membership for each of the Director positions being filled. The opening of nominations from the membership shall be announced by October 1st with a closing date of October 15th. Nominees must be members in good standing with AAI as of October 1st of that year. If the Committee does not receive the required number of applicants by October 15th, the Nominating Committee may then solicit additional applicants from the general membership.

At the sole discretion of the Nominating Committee, it will present to the current Board of Directors a final slate of candidates by November 1st. Number of candidates to be no more than twice the current number of openings. Only individuals identified on the slate of candidates forwarded to the Board are eligible for the election. The Nominating Committee shall arrange for a vote by the general membership to select the new members of the Board. Each membership will be entitled to one vote for each of the positions to be elected. Members may not cast multiple votes for any one candidate. The general membership will have a minimum of fourteen (14) days notice to cast their votes. The announcement of the new Directors and Officers will be posted on the AAI website by December 1st with their terms going into effect January 1st of the following year.

Vacancies

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (1) the death, resignation, removal or failure to meet the qualifications required for Directors; (2) whenever the number of authorized Directors is increased; or (3) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors. Vacancies shall be filled by a full Board quorum vote of the remaining Directors. The term of any such election shall be made to coincide with the term of the vacated seat.

Removal

The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law. Other causes for removal include a Director no longer meeting the qualifications required of Directors, or failing to attend three (3) consecutive Board meetings, or not disclosing a conflict of interest to the Board about a transaction brought before the Board for a vote, or failure to fulfill the agreed upon responsibilities of his/her elected or appointed office, or engaging in behavior that is flagrantly disrespectful and/or embarrassing to the officers and general membership of AAI.

Resignations

Any Director may resign by giving a 30-day written notice of their intent to resign to the President or Secretary of AAI. The Board of Directors will determine the effective date of the resignation - but in no case shall the effective date be later than 30 days from receipt of the original letter.

Meetings

Each year the Board shall hold not less than quarterly Board meetings at a time and place fixed by the Board. The meeting may or may not be combined with the annual membership meeting. In addition, special meetings of the Board for any purpose may be called by the President, or the Vice President, or the Secretary, or any two Directors.

Quorum

A majority of Directors then in office shall constitute a quorum for the transaction of business. Directors may not attend Board meetings by proxy and may not vote by proxy. However, Directors can attend and/or vote by other means allowed by technology, the California Nonprofit Corporation Law, or approved by the Board. A majority of Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Conflict of Interest

All behavior of the individual Directors of the Board will be governed by California Non-Profit Corporation Law Sections 5230-5239, Standards of Conduct for Directors and Management.

Insurance Policies

The Corporation shall keep in effect during the life of the corporation general liability insurance and Officers and Directors liability insurance policies with limits approved by the Board.

Indemnification and Liability

All actions of the individual members of the Board will be governed by the California Nonprofit Corporation Law Sections 5230-5239, Standards of Conduct for Directors and Management. The Board may by appropriate resolution indemnify Officers and Directors from any and all liability, costs and expenses which may be incurred by such Officers and Directors in the course of their reasonable and faithful services for the Corporation.

Transactions Corporation and Directors or Officers

Any transactions of this nature must conform to California Nonprofit Corporations Law Sections 5230-5239, Standards of Conduct for Directors and Management.

ARTICLE IX. RESPONSIBILITIES OF OFFICERS

President

The President shall be the Executive Director of the Corporation, and subject to the control of the Board, shall supervise, direct and control the Corporation's day-to-day activities, business and affairs. The President shall preside at meetings of the Board and perform such other powers and duties as may from time to time be assigned to him/her by the Board or prescribed by these Bylaws.

Vice President

The Vice President of the Corporation shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.

Secretary

The Secretary of the Corporation shall attend to the following:

- a) Bylaws: shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.
- b) Meeting Minutes: keep or cause to be kept an electronic and/or written Minutes Record. Once Minutes and the Treasurer's report are approved by the Board of Directors they are to be posted on the AAI official website.
- c) Notices: give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.
- d) Corporate Records: exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the Minutes Record.
- e) Other Duties: shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

Treasurer

The Treasurer of the Corporation shall attend to the following:

- a) Financial Records and Documentation: keep and maintain, or cause to be maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.
- b) Financial Reports: prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- c) Deposit and Disbursement of Money and Valuables: deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.
- d) Annual Tax Returns: State and Federal Tax Returns shall be prepared by an independent and qualified third party. The Treasurer shall present these documents to the Board of Directors prior to filing. Once filed, access to the Form 990 shall be posted on the official AAI website.
- e) Financial Review: prior to turning AAI financial records over to a newly appointed Treasurer, or at a minimum every two years, there shall be conducted a financial review of those records by an independent third party selected by the Board of Directors.
- f) Financial Practices: shall follow best practices for financial tracking and transparency as outlined in the California Attorney General's Guide for Charities.

Additional Officers

The Board may empower the President to appoint or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

ARTICLE X. MEETINGS

Place

All meetings of the Corporation shall be held in Idyllwild, CA.

Annual General Membership Meeting

The Annual General Membership Meeting shall be called by the President of the Board of Directors and shall be held in February of each calendar year and shall be open to the general membership. The business at said meeting shall include, but not be limited to, reading the reports of outgoing officers and committees on actions and activities of the past year; a report submitted by the incoming President on plans and programs for the coming

year and, any other appropriate business. By a majority vote of the Directors the Board may call a special General Membership Meeting for a specific purpose. The Board shall provide reasonable notice of such a meeting to the general members by resolution.

Regular Board Meetings

Each year, the Board shall hold no less than Quarterly Board Meetings, at a time and place fixed by the Board, for the purposes of the review and approval of the corporate budget, the transaction of other business, the appointment of Officers, etc. Other Regular Meetings of the Board may be held at such time and place as the Board may fix by resolution. These meetings shall be open to the general membership. Agenda items requested from non-Board Members are to be submitted in writing to the President or the Secretary for approval a minimum of one week prior to the scheduled meeting.

Executive Sessions

An Executive Session may be called by the Board of Directors at any time. Such sessions are not open to the general membership and minutes of those meetings are not published. Any motions that are passed during an Executive Session will be called out in the subsequent Regular Board Meeting minutes.

Special Board Meetings

Special meetings of the Board for any purpose may be called at any time by the President, the Vice President, the Secretary or any two Directors. Such meetings require a minimum of forty-eight (48) hours notification.

Notice of Meetings

Notice of the time and place of all Board meetings shall be given to each Director by one of the following methods:

- a) Personal delivery or oral or written notice at least 48 hours before the time set for the meeting.
- b) First-class mail, postage paid, deposited into a United States mail box at least four days before the time set for the meeting.
- c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages if the recipient has consented to accept notices in this manner at least seven (7) days before the time set for the meeting.
- d) Facsimile electronic mail (e-mail) or other means of electronic transmission if the recipient has consented to accept notices in this manner at least 48 hours before the time set for the meeting.

All such notices shall be given or sent to the Director's address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one Regular Meeting. Unless otherwise provided each Director consents to any and all notices delivered to such indicated address and email designations.

Meetings by Telephone or Similar Communication Methods

Any meeting may be held by conference telephone or other communications methods permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meetings.

Quorum

A majority of Directors then in office shall constitute a quorum for the transaction of business. Directors may not attend Board meetings by proxy and may not vote by proxy.

Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting. If decisions can no longer be

made keeping the original quorum requirement the remaining Directors may adjourn and reschedule the meeting.

When a Greater Vote is Required for Valid Board Action

The following actions shall require a vote by two thirds (2/3) of all Directors then in office in order to be effective:

- a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in the California Nonprofit Corporations Code [provided that the vote of any interested Director(s) is/are not counted].
- b) Removal of a Director and/or Officer
- c) Indemnification of Directors.

Non-Liability of Directors

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

Adjournment

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

Conduct of Meetings

The Board may establish rules for the orderly conduct of its meetings. Board meetings shall be conducted by the Corporation's President or, in the President's absence, an Officer or Director designated by the Board. Meetings shall be governed by rules of procedure as may be determined 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 the California Nonprofit Law. The Board shall keep minutes of their meetings and make sure minutes are available for the Members. Minutes not yet approved by the Board shall be clearly marked as "DRAFT" so a requesting member understands they are not yet approved or in a final form.

Line of Chairs

In the absence of the President, then the Vice President, then the Treasurer, then the Secretary in that order shall be authorized to conduct business at the Annual Membership Meeting, any Regular Meeting or Special Meeting of the Board of Directors.

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, individually or collectively, consent in writing to the specific action to be considered. 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 Corporation Law. Such written consents shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.

ARTICLE XI. DISSOLUTION

In the event of the dissolution of the Corporation, after paying or providing adequately for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which shall be selected by the Board. The selected fund, foundation or corporation shall be operating in the County of Riverside, California for charitable or educational purposes and which has established its 501(c)(3) tax exempt status.

ARTICLE XII. AMENDMENTS

These Bylaws may be modified, amended, or replaced with new Bylaws as follows:

- a) Amendment by Active General Membership. These Bylaws may be modified, amended, or replaced with

new Bylaws by the vote or written consent of a two-thirds (2/3) majority vote of the members present at a meeting called for that purpose.

- b) Amendment by Board of Directors. If at any time a provision in these Bylaws contradicts current law, according to a written opinion of the Corporation's legal counsel, the Board of Directors will have the authority, on the unanimous approval of the Directors and without approval of the Members, to amend that provision, but only to the extent necessary to render the provision compliant with applicable law.

ARTICLE XIII. CERTIFICATE OF ADOPTION

The undersigned Secretary of the Art Alliance of Idyllwild, Inc. does hereby certify that the above and foregoing Bylaws of such Corporation were duly adopted by the Board of Directors as the bylaws of such Corporation and that the same do now constitute the bylaws of such Corporation.

DATED this 12 day of January, 2016.

Certificate of Adoption - Bylaws of the Art Alliance of Idyllwild

VEDA ROUBIDEAUX
Name (Printed)

Veda Roubideaux
Signature