

AMENDED BYLAWS
of
San Dieguito Art Guild
EIN 95-3169585

April 11, 2021

ARTICLE I

NAME, OFFICE, AND DURATION

1. Name. The name of this corporation is San Dieguito Art Guild and is hereafter referred to as the Corporation, or Organization.
2. Duration. The Corporation shall have perpetual existence.

ARTICLE II

PURPOSE

1. Purpose. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE III

MEMBERSHIP

1. Membership. The Corporation shall have voting members who have applied for Membership, have paid and are current on their Membership Fees, and who have been accepted by the Board as Members of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

1. Election. The Corporation shall designate a Board of Directors who shall initially be appointed by a majority of the incorporators to serve as Directors until such Director's death, resignation, or removal as provided in these bylaws. Thereafter Directors shall be elected by the voting Members to serve for a term one year, and may be reelected to successive terms. The President of the Corporation shall be an ex-officio member of the Board with all of the rights and privileges of a Director, including the right to vote as a Director
2. Number. The number of Directors shall be a fifteen (15) and may be increased or decreased upon further amendment of these Bylaws. At no time may the number of Directors be less than three.
3. Qualifications. To serve as a Director, an individual shall have prior experience serving on a not for profit board, general business or entrepreneurial experience.

4. Powers. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the state of California, to conduct the affairs of the Corporation in accordance with these Bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate.

5. Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors.

A) Special Meetings. Special meetings may be called by the President of the Corporation or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

B) Annual Meetings. Directors may meet each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be noticed in writing.

6. Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof. If notification is less than 72 hours prior to the time of the meeting, the President or Directors calling the meeting shall telephone each Director and make a good faith effort to inform them of the meeting.

7. Quorum. A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to absent Directors.

8. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term.

9. Removal. of Directors. Directors may be suspended and/or removed with or without cause for reasons and by procedures consistent with California Corporations Code 5222 and 5223. In addition, removal of a Director for cause shall include: more than three unexcused absences in any twelve-month period (absences approved ahead of time by the Board President are excused absences); multiple repeated non-performance of board duties; material failure to comply with organizational bylaws, contracts or other Guild rules; material disruptive behavior at meetings or other organizational venues; theft; fraud; undisclosed conflict of interest; or non-payment of moneys owed to the Guild. The President may nominate another member to serve out the removed Director's remaining term subject to the approval of the Board.

10. Compensation. Directors shall receive no monetary compensation for their service.

11. Related persons. There must always be a majority vote of Board of Directors who are non-related (family) and non-paid Directors.

ARTICLE V

OFFICERS OF THE BOARD OF DIRECTORS

1. Designation of Officers of the Board of Directors. The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the incorporators. One person may hold more than one office, except no person may hold the office of President and Secretary.
2. Election and Term. Officers of the Corporation shall be reelected at the annual meeting of the Board of Directors, and shall serve for one year or until their replacements are elected or appointed.
3. Removal. At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.
4. Compensation. Officers of the Corporation can receive reasonable compensation as fixed by the Board of Directors. The fact that any officer is also a Director shall not preclude receipt of reasonable compensation for services provided under Article V of these bylaws.
5. Vacancy. Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.
6. Duties of Office.
 - A) President: The President is the Chief Executive Officer of this Corporation and will, affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors. The President shall not serve more than two consecutive terms.
 - B) Vice President: The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.
 - C) Secretary: The Secretary will keep minutes of all meetings of Members and of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.
 - D) Treasurer: The treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business

transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors

ARTICLE VI

RESTRICTIONS ON ACTIONS

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these Bylaws.
2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(0)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.
3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.
2. Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent, such as the Board of Directors, may from time to time designate by general resolution of the Board of Directors.
3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, of other depositories as the Board of Directors may designate.
4. Gifts. The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.

5. Loans. No Director, Officer or agent shall have the authority, on behalf of the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE VIII

DISSOLUTION

1. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities and debts of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (C)(3) or 170 (C)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state laws of California.

ARTICLE IX

STATEMENT of Nondiscrimination

1. Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

ARTICLE X

AMENDMENTS

1. The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote.

ARTICLE XI

RECORDS OF PROCEEDINGS

1. The minutes of the governing board and all committees with board delegated powers shall contain:

A) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

B) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives

to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE XII

COMPENSATION

1. A voting member of the governing board who receives monetary compensation, directly or indirectly, from San Dieguito Art Guild for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from San Dieguito Art Guild for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation directly or indirectly, from San Dieguito Art Guild either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE XIII

ANNUAL STATEMENTS

1. Each director, principal officer and member of a committee with governing board, delegated powers shall annually sign a statement which affirms such person:
 - A) Has received a copy of the conflicts of interest policy,
 - B) Has read and understands the policy,
 - C) Has agreed to comply with the policy, and
 - D) Understands San Dieguito Art Guild is tax exempt and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its exempt purposes.

ARTICLE XIV

PERIODIC REVIEWS

1. To ensure San Dieguito Art Guild operates in a manner consistent with tax exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - A) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

B) Whether partnerships, joint ventures, and arrangements with management organizations conform to San Dieguito Art Guild written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax exempt purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE XV

USE OF OUTSIDE EXPERTS

1. When conducting the periodic reviews as provided for in Article XIV or Article VII, San Dieguito Art Guild may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**APPENDIX A:
Conflict of Interest Policy**

ARTICLE I

PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt Organization's (San Dieguito Art Guild) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and tax exempt organizations.

ARTICLE II

DEFINITIONS

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- A) An ownership or investment interest in any entity with which San Dieguito Art Guild has a transaction or arrangement,
- B) A compensation arrangement with San Dieguito Art Guild or with any entity or individual with which San Dieguito Art Guild has a transaction or arrangement, or
- C) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which San Dieguito Art Guild is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III
PROCEDURES

I. Duty to Disclose

In connection with an actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with San Dieguito Art Guild interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- A) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- B) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C) After exercising due diligence, the governing board or committee shall determine whether San Dieguito Art Guild can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- D) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in San Dieguito Art Guild's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- A) If the governing board or committee has reasonable cause to believe a member has basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- B) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

- A) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- B) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

COMPENSATION

- A) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- B) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- C) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from voting on matters pertaining to that member's compensation.

ARTICLE VI

ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A) Has received a copy of the conflicts of interest policy,
- B) Has read and understands the policy,
- C) Has agreed to comply with the policy, and
- D) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII

PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- B) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII

USE OF OUTSIDE EXPERTS

When conducting periodic reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

APPENDIX B

ARTICLE I

PRINCIPAL OFFICE

The Principal Office of the Guild is hereby fixed and located at the Off Track Gallery, 937 South Coast Highway 101, Lumberyard Shopping Center, Suite C-103, Encinitas, California 92024. The Board of Directors is hereby granted full power and authority to change said Principal Office from one location to another in the County of San Diego. Any such change shall be noted by the Secretary which shall not be considered an amendment of these By-Laws.

ARTICLE II

MEMBERS

Section 1. Classification Of Members

Membership in the Guild shall be classified as Adult, Adult Household, Honorary, Lifetime and Patron.

- A) Adult Members. Regular members shall be active participating artists, amateur or professional, in fields of visual art, sculpture, photography, and crafts in the classical sense.
- B) Adult Household: Two adults in the same household.
- C) Honorary: Honorary Membership may be given at the discretion of the Board of Directors to those individuals who are not members and who have devoted service to the organization considered to be special and/or sustained.
- D) Lifetime: The Board of Directors may give a Lifetime Membership to a member who has shown personal sacrifice and devotion to the organization.
- E) Patron: Patron Members shall be members contributing an initial contribution of \$500.00 per year to the Guild.

Section 2. Qualification For Membership

Application for membership shall be in such form as shall be prescribed by the Board of Directors.

Section 3. Termination Of Membership

The Board may suspend and/or terminate any member for good cause. Reasons may include but are not limited to: failure to comply with guild bylaws, contracts, or other guild rules; disruptive behavior at meetings or other guild venues; misrepresenting the originality of one's work; theft; or non-payment of moneys owed to the to the guild. A member will be notified of the suspension and/or termination by either the email or mail address currently on file with the guild within 15 days of the effective date of suspension and/or termination. If the member wishes to dispute the charges, the member must respond within 10 days either orally or in

writing to the board president. The member will then be notified of the final decision before the effective date of suspension and/or termination.

Section 4: Quorum

For those votes that require a quorum of voting Members, and except as otherwise provided in the Bylaws, 15% of the eligible Membership shall constitute a quorum.

ARTICLE III

BOARD OF DIRECTORS

Section 1. President

Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation. She or he shall preside at all meetings of the members and Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

She or he shall set the agenda and preside at all meetings of members and meetings of the Board of Directors.

The President shall, subject to the approval of the Board of Directors, appoint chairs of standing committees and the nominating committee, and shall be ex-officio member of all committees, except the nominating committee, and shall further represent the Guild in all community affairs and activities concerning the Guild, either in person or by a designated agent.

Section 2. Vice President, Membership Chair

The Vice President, in the absence or disability of the President, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to the restrictions upon, the President. The Vice President is the Membership Chair and shall be in charge of all membership drives, for renewing honorary memberships, for Membership Application Form update and availability, and update of the Gallery Roster with new member information and publication in the newsletter of new member information. The Membership Chair shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 3. Gallery Manager

The Gallery Manager shall select and head the Gallery Committee. The Gallery Manager is responsible for recommending policy changes concerning the Gallery to the Board of Directors, for the smooth and efficient operation of the gallery.

Section 4. Floor Art Chair

The Floor Art Chair is a member of the Gallery Committee and has the ultimate determination on Floor Art gallery display. All forms and instructions pertaining to Floor Art are the responsibility of the Chair. Implementation of policy and recommendation in policy changes

concerning Floor Art to the Gallery Committee and the Board of Directors are the responsibility of the Chair. The Floor Art Chair shall discharge all the duties as pertaining to the office or as prescribed by the Board of Directors.

Section 5. Monthly Show Chair

The Monthly Show Chair shall arrange and direct all Monthly Art Shows, shall be responsible for monitoring quality and for implementing all policies of the Board of Directors in regard to Monthly Art Shows. The Monthly Show Chair is a member of the Gallery Committee. The Monthly Show Chair shall discharge such duties as pertain to the office or as prescribed by the Board of Directors from time to time.

Section 6. Newsletter Editor

The Newsletter Editor shall be responsible for publishing and distribution of the "Paint Rag", the Guild's newsletter. The Editor may arrange the newsletter as required to get it published on a regular basis. The Newsletter Editor shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 7. Treasurer

The Treasurer shall receive and safely keep all funds of the Corporation and deposit same in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the Corporation signed by the President, Gallery Chair, Recording Secretary, Vice President, or other such officers as may be designated by the Board of Directors as authorized to sign the same. The Treasurer is responsible for submitting the proper paperwork to an accountant for computing federal taxes and for submission of the proper paperwork to the state and federal governments. The Treasurer is responsible for producing for the members an annual financial statement within 90 days after the close of each fiscal year, which accurately reflects the current financial position and financial transactions of the Corporation. The Treasurer shall keep and maintain adequate and corrects books of the accounts showing the receipts, and disbursements of the Guild, an account of its cash and other assets, if any, provide a monthly financial update for the Board and an annual budget. Such books of accounts shall, at reasonable times, be open to inspection by any member or Director. The Treasurer will have online banking authority with the exception of signing bank drafts, through the term of the Treasurer.

The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 8. Calendar Chair

Shall be responsible for the staffing calendar used for scheduling the staffing of the gallery. The Calendar Chair. is a member of the Gallery Committee and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 9. Publicity Chair

The Publicity Chair shall arrange for all publicity for the Guild, write press releases, write public Service Announcements for free publicity, arrange for paid ads previously approved by the Board of Directors, recommend additional paid ads to the Board of Directors, shall coordinate publicity with the artists, Floor Art Chair, Wall Art Chair and the Gallery Manager, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 10. Social Media Chair

The Social Media Chair shall maintain and monitor posts on all Social Media sites, including the Guild's Facebook page and Instagram accounts, as well as update, post and maintain the Guild's Web Site, domain names, "http://www.sandieguitoartguild.com" and "http://offtrackgallery.com", and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 11. Recording Secretary/Parliamentarian

The Recording Secretary shall keep and maintain at the principal office of the Guild, a book of minutes of all meetings of the Board of Directors with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at Board of Directors meeting and at Annual Membership Meetings. The Recording Secretary shall have custody of the Seal of the Corporation and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

The Parliamentarian shall call the first meeting of the Nominating Committee and shall preside at the meeting until a Chair is elected. He or she shall assist the President in parliamentary procedure, shall keep a record of all motions, seconds to motions and outcome of votes taken by the Board of Directors and at the Annual General Meeting of Members for future use and reference. The Parliamentarian shall be the outgoing President, unless the outgoing President is nominated to another job. In such instance, the nominating committee shall nominate another member of the Guild for this position. The Parliamentarian shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 12. Job Coordinator Chair

Handles management and coordination of the Volunteer Program for the gallery. Implements job assignments designated by the SDAG Board and various subcommittees for gallery and special events. Procures volunteers, distributes assignments, communicates event details, and provides direction to volunteers regarding projects. Provides report that quantifies the level of participation and coordinating efforts, along with the ability to alter the program at any time to obtain maximum volunteer effort and participation. Maintains the logs, and records for the Volunteer Program. The Volunteer Job Program Coordinator shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 13. Hospitality Chair

The Hospitality Chair is responsible for refreshments at all gallery receptions and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 14. Wall Art Chair

The Wall Art Chair is a member of the Gallery Committee and has the ultimate determination on Wall Art display. All forms and instructions pertaining to Wall Art are the responsibility of the Chair. Implementation of policy, and recommendation of policy changes concerning Wall Art to the Board of Directors are the responsibility of the Chair.

The Wall Art Chair shall discharge all the duties as pertaining to the office or as prescribed by the Board of Directors.

Section 15. Fund Raising Chair

Specific duties include, but are not limited to all fundraising activities. including the planning and coordinating the annual Mother's Day Weekend Art, Garden & Studio. The chair will recruit, train and guide subcommittee leaders as is necessary, to be sure that all planning stays on task and in a timely manner. The chair makes the final decisions relating to the events, oversees all facets including monitoring income and expenses to ensure correct financial reporting The Fundraising Chair shall perform such other duties as may be prescribed from time to time by the Board of Directors

Section 16. Executive Committee

The Board shall establish an Executive Committee of the Board. The members of the Executive Committee shall be the President, Vice President, Treasurer, Secretary, and immediate past President. If the immediate past President is currently the Vice President, Treasurer or Secretary, the President may invite another board member in order to maintain a non-even number. The President shall be excused from meetings where the subject is the evaluation of the President. The Executive Committee's primary responsibilities shall be oversight of business and operations of the Corporation. Additionally, the Executive Committee shall address sensitive issues regarding personnel, finance, and other items needing attention as identified by the President. Providing all of its members are voting Directors, all rights, privileges and powers conferred by law or by these Bylaws upon the Board of Directors shall be vested in the Executive Committee (and any other committee to which the Board shall have delegated its authority); provided that the Executive Committee shall not exercise such rights, privileges and powers unless immediate action is required or it is infeasible to hold a meeting of the Board of Directors. The President shall be the chair of the Executive Committee, who shall have the power to call meetings of the Executive Committee and who shall preside at all meetings of the Executive Committee. A majority of the voting members of the Executive Committee shall constitute a quorum. Notice of meetings of the Executive Committee, if any, shall be given and such meetings shall be called and conducted in the same manner as in these Bylaws provided for notice of meetings of the Board and the call and conduct of such meetings. If the Executive Committee is compelled to assume its obligation to act on behalf of the Board, minutes of the meeting at which such action is taken shall be made and kept in the same manner as in these Bylaws provided for the keeping of minutes of the meetings of the Board of Directors except that they are not open to the public, and copies thereof shall be made available to each member of the Board of Directors upon request within one (1) month after the holding of any such meeting. An Executive Committee decision can be overturned by a majority vote of the Board.

ARTICLE IV

NOMINATING COMMITTEE AND ELECTION PROCEDURES

Section 1. Nominating Committee

The President shall appoint a Nominating Committee of three individuals who must be members but only one shall be an elected Director. The Nominating Committee shall propose and vet a slate of at least one candidate for each of the 15 Directors positions for election.

Section 2. Voting By General Membership

Voting shall be by voice, show of hands, written ballot or by internet communication as determined by the Board of Directors. The Nominating Committee shall cause to be prepared an official ballot upon which shall appear the 15 elective positions on the Board of Directors and the names of all persons nominated under each. Only members shall be entitled to vote. The person receiving the highest number of votes cast shall be elected to each of the 15 positions being filled. In the event a majority is not received by any one person for a position on the first ballot, a second vote shall be conducted in a run-off election between the two persons who received the greatest number of votes on the first ballot, and the one receiving a majority shall be elected to the position. Tie votes shall be determined by the outgoing Board of Directors.

ARTICLE V

AMENDMENTS OF BY-LAWS

These By-Laws may be amended or repealed and new By-Laws adopted by the vote of a majority of the members of the Board of Directors at any Directors' meeting (except a Bylaw fixing or changing the number of Directors may be adopted, amended or repealed only by the vote or written consent of a majority of a quorum at a meeting of members duly called for that purpose and which is the vote of the majority of those present and voting.

ARTICLE VI

FISCAL YEAR

Section 1. The fiscal year shall begin on September 1 and end on August 31.

ARTICLE VII

DISSOLUTION

Upon dissolution of the San Dieguito Art Guild, all membership dues shall be prorated and returned to the membership. The remainder of funds shall be donated to a nonprofit organization.

Certification of Secretary

I, the undersigned do hereby certify that I am the duly elected and acting Secretary of the San Dieguito Art Guild, a California nonprofit Corporation, and that the foregoing by- laws constitute the by-laws of said Corporation as duly adopted originally by the Board of Directors on January 12, 1967, and incorporating changes and amendment made by votes on January 12, 1970; January 8, 1973; July 11, 1977; May 11, 1996; August 19, 1999; December 7, 2000; September 2006; May 19, 2008; May 24, 2010; January 28, 2011; October 21, 2011; November 14, 2012; February 25, 2013; August 26, 2013; March 22, 2016; February 25, 2019, July 22, 2019, July 26, 2019, April 24, 2020, June 9, 2020, September 5, 2020, March 22, 2021, April 1, 2021

Nancy Atherton West, Secretary