

PROPOSED DRAFT REVISIONS TO
AMENDED BYLAWS OF THE
PASO ROBLES ART ASSOCIATION
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION
[As Approved on October 26, 2024, 2026]

ARTICLE I: NAME

The name of this corporation is PASO ROBLES ART ASSOCIATION, referenced in these bylaws as “the corporation” or “Association.”

ARTICLE II: OFFICE OF THE CORPORATION

The principal office for the transaction of the activities and affairs of the corporation shall be established by the board of directors, subject with advance notice of any changes to approval by be provided to the membership. The primary current location of the Paso Robles Art Association is 1130 Pine Street, Paso Robles, California 93446.

ARTICLE III: PURPOSE

SECTION 3.1. SPECIFIC PURPOSE

The specific purpose of this corporation is to ~~provide a community to~~ raise awareness and appreciation of art, including youth education and community outreach. It is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and ~~within the requirements of~~ California Revenue & Tax Code § 21423701d.

SECTION 3.2. GENERAL PURPOSE

Within the context of the specific purpose stated above, this corporation will promote art classes, lectures, and workshops; provide ways and means of exhibiting art; provide opportunities for the public to enjoy and purchase art; and provide funds to further art education ~~for students.~~

ARTICLE IV: MEMBERSHIP

SECTION 4.1. MEMBERSHIP

Membership in the Paso Robles Art Association shall be open to all persons who are active or interested in the arts upon payment of prescribed dues and fees, as established by the board of directors.

SECTION 4.2. CLASSIFICATION OF MEMBERSHIPS

The board of directors may periodically establish, adjust or eliminate membership classifications.

SECTION 4.3. MEMBER RIGHTS AND RESPONSIBILITIES

Members shall have the right to attend all meetings of the Association, to seek election by the membership to serve on the board of directors, and to participate in all activities of the Association. See Section 5.4 for voting rights.

The Association's gallery is a cooperative venture with The Studios on the Park, Inc. ~~As such,~~ Association members shall conform to The Studios on the Park House Policies and meet its standards and practices. Failure of any member to comply with such policies, standards or practices may result in revocation of membership and denial of access to the Association's workspaces and gallery, as determined by the board of directors.

SECTION 4.4. DUES

~~Dues~~ Dues for membership in the Association shall be determined by the board of directors and may be adjusted periodically, ~~subject to approval by the membership board of directors upon notice to the membership at least 30 days in advance of the date such dues are payable.~~ Dues shall be collected annually and are due on September 1 of each year, ~~unless such date shall be modified by the board of directors.~~ Other fees, such as gallery exhibit fees, may be established or modified by the board of directors prior to the due date for such fees.

ARTICLE V: MEETINGS OF MEMBERS

SECTION 5.1 PLACE OF MEETING

Meetings of the members shall be held at the Association's principal office or at such other place as the board of directors may designate. Notification of meetings can be electronic by email or in written form via the U.S. Postal Service. Any meeting of the Association may be held electronically as determined by the board of directors.

SECTION 5.2. MEETINGS OF THE ASSOCIATION

In addition to meetings of the board of directors as described in Section 7.1, meetings of the Association include:

Annual Membership Meeting: An annual meeting of the Association membership shall be held in October of each year, unless the board of directors fixes another date or time and so notifies the members. The purpose of the annual membership meeting is to elect members to the board of

directors and to conduct any business that may be necessary. The Annual Membership Meeting may be held electronically.

General Meeting of the Membership. A general meeting of the Association membership may be held to conduct any Association business that may be necessary; to provide an opportunity for art education for members and the public; and to provide an occasion for members to share information. General meetings of the membership will be at such time as the board of directors may designate. Members will be notified of the meeting subject, time and location.

Special Meetings: Special meetings of the membership for any lawful purpose may be called at any time by the president, any two or more members of the board of directors, or by five percent or more of the total membership. Any such special meeting shall be noticed, called and conducted in accordance with Section 5511 of the California Corporations Code.

SECTION 5.3. QUORUM

A quorum shall constitute those members present at a meeting.

SECTION 5.4. VOTING

Each ~~membership~~member shall have one vote. Voting may be conducted as determined by the board of directors, which may be by voice, physical ballot, or electronic ballot. At the meeting to elect members to the board of directors, any member physically or electronically present at the meeting may request that the election be held by physical or electronic ballot prior to the beginning of voting. Cumulative voting shall not be permitted. The use of proxies and other voting procedures shall be in accordance with Sections 5610 to 5617, inclusive, of the California Corporations Code. All matters subject to a vote of the membership shall be determined by a majority of votes cast by those present, unless otherwise required by these bylaws or the California Corporations Code.

SECTION 5.5. ELECTION OF THE BOARD OF DIRECTORS

Nominees for the board of directors shall be members of the Association. The names of the nominees proposed by the board of directors shall be communicated to members at least ten days prior to the annual membership meeting. Any member present at the annual meeting may also place names in nomination prior to the beginning of voting. Members nominated for the board of directors shall be elected at the annual membership meeting by a majority vote of the members present at the meeting. Other matters pertaining to the nomination and election of the board of directors shall be governed by Sections 5520 to 5527, inclusive, of the California Corporations Code.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 6.1. GENERAL

Except as provided herein, the management of the Association by its board of directors shall be governed by Sections 5210 to 5260, inclusive, of the California Corporations Code.

SECTION 6.2. POWERS

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed by and all corporate powers shall be exercised by or under the direction of the board of directors. The board of directors will strive to ensure that the policies and guidelines of the Association, as well as those of its current host, The Studios on the Park, are met by its members and invitees.

SECTION 6.3. COMPOSITION AND DUTIES OF THE BOARD

The board of directors shall consist of at least 3 and no more than 11 directors, some of whom may also serve as officers of the corporation. At a minimum, the board of directors will include the following:

President: The president is a director and an officer of the corporation. The president shall preside at all meetings of the Association; appoint standing and ad hoc committees, as needed; and serve as an ex-officio member of all committees. The president has the right to name another member of the board of directors to preside at a meeting in absence of the president.

Treasurer: The treasurer is a director and an officer of the corporation. The treasurer shall receive and account for all funds of the Association; oversee the activities of a bookkeeping service, if used; ensure timely payment of all authorized bills; and make reports at membership meetings and meetings of the board of directors. The board of directors shall designate a member or members who of the board of directors who also have the authority to write checks in the absence of the treasurer.

Secretary: The secretary is a director and an officer of the corporation. The secretary shall record and maintain minutes of the Annual Membership Meeting of the Association and all meetings of the board of directors and shall keep a record of all motions and resolutions passed at meetings.

In addition, the board of directors will strive to identify and nominate to the board of directors, directors who would fulfill the following duties:

Gallery Director: The gallery director shall be responsible for all duties required to operate the Association gallery. The gallery director will also oversee Association participation in exhibits through the Art Beyond Our Walls program.

Membership Director: The membership director shall be responsible for the membership renewal process and shall report on numbers of members of the ~~association.~~ Association. The membership director will also facilitate the welcome and orientation of new members.

Volunteer Director: The volunteer director shall be responsible for training and scheduling members to serve as gallery docents and identifying members to assist with Association activities or to serve on committees.

Communication Director: The communication director is responsible for disseminating information on Association activities, meetings, demonstrations, classes, and shows, both to members and the public, via print and electronic media.

Additional Positions: Depending on activities that may be required to fulfill the functions of the Association, the board of directors may add positions to the board and create standing and ad hoc committees. The board of directors may also appoint persons who are not board members to fulfill officer roles, committee chair roles and other leadership positions defined by the board of directors, and may remove such persons from such positions.

SECTION 6.4. ELECTION AND TERM OF OFFICE

The term for each board position is one year beginning in January and ending in December of a calendar year. Directors shall be elected at ~~the~~ annual meeting of the Association members in October of each calendar year; unless the board of directors fixes another date or time and so notifies the members. They shall assume office at the January meeting of the next calendar year to allow adequate time for transition of position duties. ~~The term for each board position is one year beginning in January and ending in December of a calendar year.~~

Directors may not hold the same board position for more than two consecutive terms. After serving for two consecutive terms in one position, any member of the board may be elected to a different position; on the board of directors for additional terms. Total consecutive service on the board is limited to six consecutive terms with the following exception: a board member may continue in the same board position beyond previously stated term limits if agreed to by the other members of the board, and if elected by the members at the annual meeting to continue in that position.

Members of the board of directors may be removed from their positions for cause (such as failure to perform the assigned role or failure to attend meetings) by a majority vote of the board present at a board meeting (excluding the member(s) subject to the vote).

SECTION 6.5. VACANCIES

If a vacancy on the board of directors occurs, the vacant position may be filled at a meeting of the board of directors by a majority vote of the remaining directors to complete the unexpired term or, at the discretion of the directors, the position may remain vacant until the next regular election of directors.

ARTICLE VII: BOARD MEETINGS

SECTION 7.1. CALL AS NEEDED

~~Board meetings~~Meeting of the board of directors shall be held as necessary and may be called by the president, by any two members of the board of directors, or by any two members of the Association. ~~Board meetings~~Meeting of the board of directors may be held electronically.

SECTION 7.2. ACTION WITHOUT MEETING

Discussion of any action that the board of directors is required or permitted to take may be held without a meeting if all members of the board agree to ~~consideration of~~ the action by other means, such as electronically by email. Decisions relating to the action shall have the same force and effect as any other validly approved action of the board. ~~Decisions~~Decisions made by a vote of the board of directors, including those reached by unanimous consent, shall be recorded in the minutes of the proceedings of the board.

SECTION 7.3. QUORUM

A quorum shall constitute a majority of the members of the board of directors.

SECTION 7.4. CONFLICT OF INTEREST

The consent of any officer or director who has a material financial interest in a transaction to which the ~~association~~Association is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction.

SECTION 7.5. COMPENSATION

Members of the board of directors and the Association shall not receive any compensation for performing any service deemed voluntary in the normal scope of Association activities. Services that may be performed by members ~~as part of general operations and maintenance~~, such as gallery installations, painting, carpentry or cleaning, ~~could~~may be compensated ~~after Board approval~~if such compensation is approved by the board of directors. Directors ~~may~~, Officers and members shall be reimbursed for expenses incurred on behalf of the Association ~~only~~ upon compliance with any requirements and procedures for reimbursement duly adopted by the board.

SECTION 7.6. ~~INDEMNIFICATION~~INDEMNIFICATION

Every board ~~or committee~~ member ~~may~~, officer and volunteer chair (“Indemnitees”) shall be indemnified by the ~~corporation~~Association to the extent authorized under Section 5238 of the California Corporations Code against all expenses and liabilities, including reasonable counsel fees, imposed upon or reasonably incurred ~~or imposed upon such board or committee members~~by an Indemnitee in connection with any threatened, pending or completed action, suit, or proceeding ~~to which the board or~~

~~committee member may become involved by reason of being or having been a member of the board or committee, or, including any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in (“Claim”) brought or asserted by a third party, and arising from the Indemnatee’s performance of the Indemnatee’s duties. In the event of a settlement as board member, officer, or volunteer, provided that the Indemnatee acted in good faith and in a manner the Indemnatee reasonably believed to be in the best interests of the Association. This indemnification herein shall does not apply only when to Claims arising from the Indemnatee’s gross negligence, recklessness or intentional misconduct. All settlements of Claims are subject to board approves such approval following a finding by the board that the settlement and reimbursement as being is in the best interestinterests of the corporationAssociation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the board or committee memberIndemnatee is entitled. The corporationAssociation shall maintain indemnification insurance against claims of liability for its officersand, directors and volunteers and such other insurance as the board of directors may determine.~~

ARTICLE VIII: RECORDS AND REPORTS

SECTION 8.1. MAINTENANCE OF ASSOCIATION RECORDS

The Association shall keep:

- (a) Adequate and correct books and records of its financial accounts;
- (b) Minutes of the proceedings of meetings of the board and annual meetings
- (c) A record of its members including their names, addresses, and the class of membership held by each.

Records can be a physical document or an electronic record that can be converted to printed form. Financial records and minutes shall be maintained for seven years. Membership records shall be maintained for three years.

SECTION 8.2. MINUTES

Minutes shall be kept in printed and electronic form. At the completion of each fiscal year and its financial reporting, minutes for that year can be kept available solely as an electronic record that is capable of being converted into printed form. Minutes shall be kept for seven years to coincide with financial records.

SECTION 8.3. ANNUAL FINANCIAL REPORT

The fiscal year of the Association shall be the twelve-month period ending August 31. The Association shall prepare an annual report and annual statement and provide for inspection and dissemination of all such records and reports as required by Section 6210 to 6338, inclusive, of the California Corporations Code.

SECTION 8.4. FINANCIAL INSPECTION

The board of directors may conduct at such times and places as the board may determine, and shall ensure that an annualconduct upon receiving a written request signed by at least 5 members, a financial review or audit of the Association's financial records and accounts ~~is conducted~~ by an independent accountant.

ARTICLE IX: AVOIDANCE OF ENDORSEMENTS OR PARTISAN POLICIES

No member of the Association shall use his or her position in the organization to endorse enterprises or receive remuneration for the use of his or her name or official title, nor shall any member exploit the Association in furthering partisan policies or circularize the members of the Association for anything other than Association business without the express written consent of the majority of the board of directors.

ARTICLE X: CONSTRUCTION AND DEFINITION

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine, feminine, and neuter gender, the singular and plural number, and the past, present and future tenses shall each be deemed to include the others as the context requires.

ARTICLE XI: AMENDMENTS

These bylaws may be amended at any meeting of the general membership of the Association by a majority vote of the members present. The Amendments proposed amendments by the board of directors shall be available to the membership one month (30 days) in advance of the vote on the proposed amendment. -Amendments offered at the meeting, whether by members or board members, may be ~~made available, and voted on, electronically in lieu~~adopted by majority vote of a meeting-members present.

ARTICLE XII: SPECIAL DEFINITIONS

As used in these bylaws, the term "member" of the corporation or Association shall mean any member that has paid dues by the date on which a vote or other action is taken with or by a person who seeks recognition as a member. The term "present at a meeting" shall mean physical presence or presence through electronic means permitting immediate communications, such as by telephone or internet connection, and shall count as present anyone granting proxy voting rights permitted under these bylaws. Any notice or communication required or permitted under these bylaws may be conducted electronically, by email or other written electronic communication using the last known electronic address supplied by the member. All references to votes or voting in these bylaws shall include such methods of voting as are approved or specified by the board, which may include voting by show of hands, voice vote, or physical or electronic ballots. "Electronic voting" or "electronic ballot" shall refer to a vote submitted by any

electronic means specified or permitted by the board of directors or allowed by the majority of participants in any meeting by the consent of the majority of those present.

THIS IS TO CERTIFY:

That I am the duly elected, qualified, and acting secretary of the Paso Robles Art Association and that the above and foregoing amended bylaws were adopted as the bylaws of the Association on _____ by the officers and directors of said Association following a vote of the membership.

Executed on _____ (date) at Paso Robles, California

_____ (signature) Secretary