

SDAG BY-LAWS

Amended May 19, 2008 and May 24, 2010

By-Laws for the regulation, except as otherwise provided by statute or its Articles of Incorporation ("Articles"), of SAN DIEGUITO ART GUILD
(a California 501 C-4 Nonprofit Corporation)

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 mailing address is PO Box 235853. 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 Regular, Junior, Sustaining, Honorary, Lifetime and Patron.

- a. **Regular 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. **Junior Members.** Junior members shall be all persons under 18 years of age and older than 15 years of age.
- c. **Sustaining Members.** Sustaining members shall be individuals, organizations or businesses showing a sincere interest in art.
- d. **Honorary Members.** 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.
- e. **Lifetime Members.** The Board of Directors may give a Lifetime Membership to a member who has shown personal sacrifice and devotion to the organization.
- f. **Patron Members.** Patron Members shall be members contributing a minimum of \$500.00 per year to the Guild. They would be exempt from active duties of the gallery and may enter any event without a fee.

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

A member who fails to pay dues after September 30 will be dropped from the membership rolls. A member may be expelled for conduct, which the Board of Directors shall deem inappropriate for a member. All rights of a member in the Guild and to its facilities and equipment shall cease upon receipt of written termination of membership.

Section 4. DUES

Dues for the various classifications of membership are as follows:

- a. Regular members \$75
Regular members (family) \$85
- b. Junior members \$40
- c. Sustaining members \$75
- d. Honorary members none
- e. Lifetime members none
- f. Patron Members \$500 Initial contribution per annum

Section 5. **RESPONSIBILITIES**

Members will contribute a reasonable amount of time towards the operation of the Guild and Gallery by being active members of a committee or the Board of Directors.

Section 6. **MEETINGS OF MEMBERS**

Annual meetings shall be held on the first Thursday of the month of August at the hour and place designated by the Board of Directors. Special meetings of the members may be held at the call of the Board of Directors or by the President upon petition of 20% of the regular members. Notification of meeting dates and times shall be posted in the Guild's newsletter, The Paint Rag, as well as through electronic communication.

Section 7. **VOTING**

All members shall be entitled to one vote at any official meeting or electronic vote.

Section 8. **QUORUM**

Those members attending the General meeting shall constitute a quorum.

ARTICLE III DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The control and management of this corporation shall be vested in the Board of Directors. The authorized number of Directors shall be fifteen (15) until changed by amendment of the Articles of Incorporation and by amendment to these by-laws. A majority of the Board shall constitute a quorum for the transaction of business.

Section 2. **POWERS OF THE BOARD**

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- a. To select and remove all non-elected officers, agents and employees of the corporation, prescribe such powers and duties for them as may be consistent with the law, with the Articles of Incorporation or the By-laws, and fix their compensation.
- b. To conduct, manage and control the affairs and business of the corporation and to make such rules and regulations therefore consistent with law, with the The Articles of Incorporation or the By-laws, as they may deem best.
- c. To change the principal office for transaction of the business of the corporation from one location to another within the same county; to fix and locate one or more subsidiary offices of the corporation within the County of San Diego; to designate any place within San Diego County for the holding of any members' meetings; and to adopt, make and use a Corporate Seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such changes shall at all times comply with the provisions of law.
- d. To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, and mortgages or other evidences of debt and securities therefore.
- e. To establish the criteria and procedure for admission to the corporation as a member of the corporation and retention of such membership status.

Section 3. **ELECTION AND TERM OF OFFICE**

Directors shall be elected at each annual meeting of members, or by ballot using internet communication or regular mail. If new Directors are not elected by the above procedures, the

directors may be elected at any special meeting of the members held for that purpose. All Directors shall hold office until their respective successors are elected. All Directors must be members.

Section 4. VACANCIES

Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal or otherwise, shall be filled by the remaining Directors or Director then in office even though less than a quorum.

Section 5 PLACE OF MEETING

Regular meetings of the Board of Directors shall be held at any place within the County of San Diego, which has been designated by resolution of the Board, by written consent of all members of the Board or by internet communication. In the absence of such designation, regular meetings shall be held at the location of the monthly meeting of members for that month. Special meetings of the Board may be held either at a place so designated or as designated in the notice of such special meetings.

Section 6. ORGANIZATION MEETING

Immediately following each annual meeting of members, the Board of Directors shall hold a regular Board meeting for the purpose of organization, confirmation of the election of the elected officers, appointment of non-elected officers, and the transaction of other business.

Section 7. SPECIAL MEETINGS

Special meetings of the Board of Directors for any purposes shall be called at any time by the President or by any two Directors. Written notice of the time and place of the special meetings shall be delivered personally to each Director or sent to each Director by mail, internet communication, or by other form of written communication, charges prepaid, addressed to them as shown in the records of the corporation. Such notice shall be mailed at least 72 hours prior to the time of the meeting. 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.

Section 8. PARTICIPATION BY TELEPHONE

Members of the Board may participate in a meeting through use of conference phone, so long as all members participating can hear one another.

Section 9. ADJOURNMENT

In the absence of a quorum at any meeting of the Board of Directors, the majority of the Directors present may adjourn the meeting until the time fixed for the next regular meeting of the Board.

Section 10. REMOVAL

The entire Board of Directors or any individual Director may be removed from office, with or without cause, by the vote of a majority of the total number of members.

Section 11. COMPENSATION

The Directors shall receive no compensation for their services as Directors, although they shall be reimbursed for actual expenses authorized by the Board.

Section 12. APPROVAL OF ACTIONS

The transactions of any meeting of the Board of Directors, however called and wherever held, shall be as valid as though occurring at a meeting duly held after regular call and notice, if a quorum is present and if either before or after the meeting, each of the Director not present signs a written waiver of notice or a consent to holding such meeting.

Section 13. **ACTION WITHOUT MEETING**

Any action by the Board of Directors may be taken without a meeting if all members of the Board consent in writing or by internet communication to this action.

ARTICLE IV OFFICERS

SECTION 1. **OFFICERS**

The officers of this corporation shall consist of 15 officers elected as Director-Officers by the members and such other officers as may be appointed by the Board of Directors. The 15 officers elected as Director-Officers by the members shall be a President; 1st Vice President, Information Systems; 2nd Vice President, Programs; Gallery Manager; Floor Art Chair; Monthly Show Chair; Newsletter Editor; Treasurer; Membership Chair; Publicity Chair; Web Site Chair; Recording Secretary; Parliamentarian; Hospitality Chair and Wall Art Chair. When the duties do not conflict, one person may hold more than one of these offices, except President and Recording Secretary. Officers elected by the members must also have been elected as Directors; other officers as the Board of Directors may appoint, need not be members of the Board of Directors but must be members of the Corporation.

Director-Officers shall serve no more than three (3) consecutive terms in the same office except the President. A term of office shall be defined as one fiscal year.

Section 2. **ELECTION**

All 15 Officers elected by the members as Director-Officers shall be so elected at the annual meeting of members, or other approved form of ballot, for a term of one year. The President shall not serve more than two consecutive terms.

Section 3. **VACANCIES**

A vacancy in any elected office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

Section 4. **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 5. **1st VICE PRESIDENT, INFORMATION SYSTEMS**

The 1st 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 1st Vice President shall be responsible for all databases, forms and publications requiring the use of a computer, and for scheduling the staffing of the gallery. The 1st VP shall maintain all databases for customers and membership if the chairs for these programs do not have access to a computer. The 1st V P. 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 6. **2nd VICE PRESIDENT, PROGRAMS**

The 2nd Vice President shall act as Program Chair for the monthly membership meetings and shall have such other powers to perform such other duties as may be prescribed from time to time by the Board of Directors. Specific duties include, but are not limited to, selecting the

guest artist demonstrator, making arrangements for such demonstrations, and arranging the Annual Holiday Party.

Section 7. 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, for expenditures of funds not to exceed \$100 per calendar month for purchase of gallery supplies and for recommending to the Board of Directors for expenditures exceeding his or her authority, for training gallery staff in gallery operations, for selection and training of the Gallery Chair of the month, for overseeing all special art shows, and for such other duties as pertain to the office or as prescribed by the Board of Directors from time to time.

Section 8. FLOOR ART CHAIR

The Floor Art Chair is a member of the Gallery Committee and has the ultimate determination on Floor Art selection. 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 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 9. 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 work with all Special Show Coordinators, i.e. in providing advice on the hanging of the show, awards, selecting judges for all shows (except special shows), and assisting the judge with placing ribbons and recording his or her choices. 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 10. NEWSLETTER EDITOR

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

Section 11. 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, 1st Vice President, Treasurer 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 shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 12. MEMBERSHIP CHAIR

The Membership Chair shall be in charge of all membership drives, for renewing honorary memberships, signing Membership cards, for publication, with assistance of the 1st Vice

President, of the Membership Directory on an annual basis, for supplying mailing labels as needed, 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. If the Membership Chair does not have access to a computer, she or he will coordinate requirements for same with the 1st. Vice President. The Membership Chair shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 13. 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 14. WEB SITE CHAIR

The Web Site Chair shall maintain and update the Guild's Web Site, maintain the domain names, "sandieguitoartguild.com" and "offtrackgallery.com", and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 15. RECORDING SECRETARY

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 the proceedings thereof. 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.

Section 16. PARLIAMENTARIAN

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 an 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 17. HOSPITALITY CHAIR

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

Section 18. WALL ART CHAIR

The Wall Art Chair is a member of the Gallery Committee and has the ultimate determination on Wall Art selection. 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.

ARTICLE V NOMINATING COMMITTEE AND ELECTION PROCEDURES

Section 1. APPOINTMENT OF 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 a slate of at least one candidate for each of the 15 Directors for election at the annual meeting

of members. The members of the Nominating Committee shall not nominate themselves for such positions. In addition, any member of the Nominating Committee may make nominations for the positions of the 15 Directors.

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. Members shall be entitled to vote for one person for each of the 15 elected positions. 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 VI 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 By-Law 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 VII AUDIT

Section 1.

The Board of Directors shall ensure an independent audit of the financial transactions, cash accounts and tax filings have been completed annually. The purpose of this audit is to confirm the accuracy of the financial statements produced by the Treasurer. The selection of the auditor shall be made by the Board of Directors. This audit requirement may be satisfied, at the discretion of the Board of Directors, by a financial statement compiled independently and in accordance with standards established by the American Institute of Certified Public Accountants.

Section 2.

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

ARTICLE VIII 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 vote of the membership on January 12, 1970, January 8, 1973, July 11, 1977, May 11, 1996, August 19, 1999, December 7, 2000, September 25, 2006, May 19, 2008, May 24, 2010 and _____.

This document constitutes a complete revision to the By-laws.
In WITNESS THEREOF, I here unto subscribed my name this

24th day of 2010.

Cindy Gary
Secretary

NOTE: Please see copy in Gallery Office Front Desk for signed copy of By-laws, and the SDAG website for an electronic copy.