

**THE BYLAWS OF THE
CENTRAL CALIFORNIA ART LEAGUE
A California Nonprofit Public Benefit Corporation**

Article I. Name, Office, and Purposes

The name of the corporation is and shall be CENTRAL CALIFORNIA ART LEAGUE (hereinafter referred to as "the corporation")

The principal office of the corporation shall be located in the County of Stanislaus. The principal office and additional offices may be located in such other places as may be determined from time to time by the Board of Directors.

The purposes of the corporation shall be:

- To promote the appreciation of and participation in the visual arts;
 - To promote and encourage the expression of creativity through the creative arts;
 - To educate the public in the fine arts
 - To provide facilities for an Art Center and Gallery for instruction, creation and display of paintings, statuary, and other such objects of the creative arts.
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Article II. Nonpartisan Activities

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

Article III. Dedication of Assets

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the dissolution or other, shall inure to the benefit of any director, officer, or member of this corporation or to any private person or individual. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

Article IV. Members

The corporation shall have no voting members.

Article V. Board of Directors

Article V. Section 1. General Powers

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of California, the affairs of the corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board of Directors.

Article V. Section 2. Number, Tenure, and Qualifications

The corporation shall have not less than five (5) nor more than eleven (11) Directors, who will be unrelated persons. The exact number within the specified limits shall be fixed by the Board which shall elect or appoint all Directors. Each Director shall hold office until the end of the fiscal year, or until a successor shall have been elected. The Board may accept a resignation prior to filling that vacancy with a successor.

Article V. Section 3. Regular Meeting

Regular meetings of the Board shall be held with notice to each Director, at any place designated from time to time by resolution of the Board.

Article V. Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary, or a majority of the actual directors. Unless approved by the President for an alternative location, the place will be the office of the corporation.

Article V. Section 5. Notice of Special Meetings

Notice of any special meeting of the Board shall be given at least two (2) days prior thereto either personally or by telephone or telegram or four (4) days notice by first-class mail, subject to waiver of notice as provided in Article XI of these Bylaws. All such notices shall be given or sent the director's address or telephone number as shown on the records of the corporation. The attendance of a director at any special meeting shall also constitute a waiver of notice of such meeting.

Article V. Section 6. Quorum

A majority of the directors holding office at any point in time shall constitute a quorum. The directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for that meeting.

Article V. Section 7. Manner of Acting

Action by the Board shall be by a majority of the directors present at the meeting duly held at which a quorum is present unless a greater number is required by law.

Article V. Section 8. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall be the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Article V. Section 9. Participation in Meetings by Means of Conference Telephone.

Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in

person at such meeting.

Article V. Section 10. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by a majority of the remaining directors, though less than a quorum, or a sole remaining director. A director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected.

No reduction of the authorized number of directors shall have the effect of removing any director before director's term of office expires.

No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

Article V. Section 11. Compensation

Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore or from receiving reimbursement for reasonable expenses, as may be fixed or determined by resolution of the Board.

Article V. Section 12. No Interest Assets

No director shall possess any property right in or to the property of the corporation. In the event the corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation and these Bylaws.

Article V. Section 13. Restriction on Interested Directors

Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An "Interested Person" is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transactions entered into by the corporation.

Article VI. Section 1. Officers

The officers of the corporation shall be

- President,
- 1st Vice President,
- 2nd Vice President,
- Secretary,
- Chief Financial Officer (CFO) (also referred to as "Treasurer")
- and such other officers as may be elected to offices created by the Board.

Officers shall have powers and duties as specified herein and as may be additionally prescribed

by the Board. One person may hold two or more offices, except those of President and Secretary, but no officer shall execute, acknowledged, or verified by two or more officers.

Article VI. Section 2. Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors at the end of the fiscal year. If the election of any officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been elected, unless otherwise removed. A maximum of two (2) consecutive terms may be served by each officer. Should the Board of Directors deem it advantageous to retain a given officer beyond two (2) years, their term of office may be extended.

Article VI. Section 3. Removal

Subject to the rights, if any, of an officer under any contract of employment, any officer elected or appointed by the Board may be removed by the Board with or without cause, whenever in its judgment the best interests of the corporation would be served thereby.

Article VI. Section 4. Resignation

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Article VI. Section 5. President

The President shall attend and preside over all meetings of the corporation. He shall have general supervision, direction, and control of the business of the corporation.

Article VI. Section 6. 1st Vice President

The 1st Vice President shall assume the duties and responsibilities of the President in his absence as an interim measure. This office shall be responsible for, or shall supervise, the arrangement for the regular public programs.

Article VI. Section 7. 2nd Vice President

The 2nd Vice President shall be responsible for, or shall supervise the arrangements for all competitive shows.

Article VI. Section 8. Secretary

The Secretary shall be responsible for the mailing of notices and see to the proper recording of proceedings of meetings of the corporation. The Secretary shall automatically become Chief Financial Officer (CFO) if there is a vacancy, if the CFO is unable to perform his or her duties, or until the corporation has elected a new CFO.

Article VI. Section 9. Chief Financial Officer (CFO)

The CFO shall be responsible for the corporation's funds and financial records. The CFO shall collect and report, or supervise collection and reporting, of all income and expenditures, shall establish proper accounting procedures for the handling of the corporation's funds, and shall be responsible for the keeping of the funds in such banks as approved by the Board. The CFO

shall report on the financial condition of the corporation at meetings of the Board and at other times when called upon by the President.

At the end of each fiscal year, the CFO shall prepare, or cause to be prepared, an annual report which shall, if required by the Board, be reviewed by a certified public accountant. At the expiration of the CFO's term of office, or upon removal, the CFO shall immediately deliver over to the person designated by the President all books, money, and other property in his or her charge.

Article VII. Advisory Committee

Article VII. Section 1. General Powers

The work of the corporation shall be overseen by an Advisory Committee which may make written recommendations on any subject pertinent to the affairs of the corporation as necessary. The Board of Directors shall vote on any recommendations referred by the Advisory Committee within sixty (60) days.

Article VII. Section 2. Selection

The members of the Advisory Committee shall be nominated by the Board of Directors, who shall vote on each nominee at the next regularly scheduled meeting of the Board.

Article VII. Section 3. Number, Tenure, and Qualifications

The Advisory Committee shall have not less than seven (7) but no more than fifteen (15) members. The exact number, within the specified limits, shall be fixed by the Board. Each member of the Advisory Committee shall serve a one-year term, or until a successor shall have been elected, and may serve successive terms. The Advisory Committee shall be composed of at least a majority of persons who are artists by training.

Article VII. Section 4. Meetings and Committees

The Advisory Committee shall meet on a regular basis. The Advisory Committee shall establish as many standing committees as are necessary to conduct the operations of the corporation. The chairman of each committee shall be appointed by the President of the corporation.

Article VIII. Fiscal Year

The fiscal year of this corporation shall be July 1 to June 30.

Article IX. Indemnification of Directors, Officers, and Other Corporate Agents

Article IX. Section 1. Definitions

For the purposes of the Article IX, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is a or was serving a the request of the corporation as a director, officer, employee, or agent of another trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or

proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or 5b of this Article IX.

Article IX. Section 2. Indemnification in Actions by Third Parties

The corporation shall have power to indemnify any person who was or is a part or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure judgment in its favor, an action brought under section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for a breach of duty relating to assets held in charitable trust) by reason of the fact that such a person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that he person had reasonable cause to believe that the persons conduct was unlawful.

Article IX. Section 3. Indemnification of Actions by or in the Right of the Corporation

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or complete action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this:

Section 3 (a): With respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extend that the court in which such proceeding is or was pending shall determine upon application, that in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

Section 3 (b): Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

Section 3 (c): Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Article IX. Section 4. Indemnification Against Expenses

To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article IX, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably

incurred by the agent in connection therewith.

Article IX. Section 5. Required Determinations

Except as provided in Section 4 of this Article IX, any indemnification under this Article IX shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article IX by:

Section 5 (a): A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

Section 5 (b): The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Article IX. Section 6. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article IX.

Article IX. Section 7. Other Indemnification

No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the directors, an agreement, or otherwise, shall be valid unless consistent with this Article IX.

Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Article IX. Section 8. Forms of Indemnification Not Permitted

No indemnification or advance shall be made under this Article IX, except as provided in Section 4 or 5b, in any circumstances where it appears:

Section 8 (a): That it would be inconsistent with the provisions of the Articles, they Bylaws, a resolution of the directors, or an agreement in effect at the time of accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnifications; or

Section 8 (b): That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Article IX. Section 9. Insurance

This corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article IX.

Article X. Books and Records

The corporation shall keep at its principle office correct and complete books and records of account, written minutes or the proceedings of its meetings, the original or a copy of the Articles and Bylaws as amended to date, and a record giving the name and addresses of all contributors.

Article XI. Waiver of Notice

Whenever any notice is required to be given under the provisions of the California Nonprofit Corporation Law or under the provisions of the Articles of Incorporation or by the Bylaws of the corporation, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, which is made a part of the minutes, shall be deemed equivalent to the giving of such notice.

Article XII Annual Reports

Not later than one hundred twenty (120) days after the close of the corporation's fiscal year, the Board shall cause to be made available to the members for review, an annual report and an annual statement of transactions and indemnifications in accordance with applicable state law.

Article XIII. Rules of Order

The rules contained in Robert's Rules of Order Newly Revised or as may be amended from time to time, shall govern the corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or then existing law.

Article XIV. Amendments to Bylaws

New bylaws may be adopted, or these bylaws may be amended or repealed, by an affirmative majority vote by the Board of Directors at which a quorum is present. A copy of any amendments or new bylaws shall be made available to the contributors for review at the corporate offices.

Article XV. Non-Discrimination Clause

This corporation shall not discriminate on the basis of race, religion, sex, or age, or disabilities of person or persons.
