

BYLAWS OF FRESNO ART MUSEUM

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**BYLAWS OF
FRESNO ART MUSEUM**
A California Non-profit Corporation

ARTICLE I. Name

The name of this corporation is FRESNO ART MUSEUM.

ARTICLE II. Offices

Section 1. Principal Office

The principal office for the transaction of the business of the corporation (“principal executive office”) is located in Fresno County, California. The Trustees may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices

The Board of Trustees may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III. Objectives and Purpose

Purposes of this corporation shall be:

1. To acquire a permanent collection and to present exhibitions of paintings, sculpture, graphic arts, industrial arts, architecture and design;
2. To encourage, promote and foster activities and presentations which would aim to increase public interest in art, literature, music, dramatics and related arts;
3. To expand the artistic horizons of a growing art public through activities such as lectures, symposia, gallery talks, demonstrations, films and related educational programs designed to further these purposes;
4. To establish, conduct, operate and maintain educational opportunities and any and all artistic and technical educational fine arts courses and other related subjects;
5. To build, erect, maintain, equip, manage, lease and operate a museum in all component parts deemed advisable or necessary to provide space for these activities and exhibitions;
6. To engage in any and all other activities and promote any and all other purposes permitted by law to such public benefit corporation.

ARTICLE IV. Limitation on Corporate Activities

Section 1. Charitable Purposes

This Museum is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Bylaws, the Museum shall not carry on any other activities not permitted to

be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or (2) a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code.

Section 2. Influencing Legislation

No substantial part of the activities of this Museum shall consist of the publication or dissemination of materials for the purpose of attempting to influence legislation, nor shall this corporation participate in, or intervene in any political campaign on behalf of any candidate for public office. However, the corporation may contribute money to influence any legislation or ballot measure the effect of which would be to provide funding for any or all activities of the corporation, so long as such contribution forms no substantial part of its activities or expenditures.

ARTICLE V. Dedication of Assets and Dissolution

Section 1. Dedication of Assets

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation.

Section 2. Dissolution

Upon the winding up or dissolution of this corporation, and after paying adequately for the debts and liabilities of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI. Membership

Section 1. Qualifications

Any person of good character, dedicated to the purposes of this corporation, shall be eligible for membership upon acceptance of his or her application by the Board of Trustees and upon payment of such dues and initiation fees as may from time to time be fixed by the Board of Trustees.

The Board of Trustees may from time to time establish such classes of membership as it shall from time to time determine, provided, however, that the voting rights of members who fall within such other membership classes shall not differ from the voting rights of the members hereinabove referred to.

Section 2. Fees, Dues and Assessments

To be in good standing, each member must pay, within the time and on the conditions set forth by the Board of Trustees, annual dues in the amounts to be fixed from time to time by the Board of Trustees.

Section 3. Termination of Membership

The membership of any members shall terminate upon occurrence of any of the following events:

- a) The resignation of the member.

- b) The failure of a member to pay annual dues within six months after the expiration date of said member's membership date.
- c) The determination by the Board of Trustees or a committee designated to make such determination, that the member has failed to adhere to the purposes of this corporation and/or to the provisions of these Bylaws in a material and serious degree.

Section 4. Procedure for Expulsion

Following the determination that a member should be expelled under Sub-paragraph (c) above, the following procedure shall be implemented:

- a) A notice shall be sent by prepaid, first class or registered mail to the most recent address of the member shown on the corporation's records, setting forth the expulsion and the reason therefore. Such notice shall be sent at least 15 days before the proposed effective date of expulsion.
- b) The member being expelled shall be given an opportunity to be heard, either orally or in writing, the hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special Member Expulsion Committee, composed of not fewer than three Trustees appointed by the President. The notice to the member of his proposed expulsion shall state the date, time and place of the hearing of his proposed expulsion.
- c) Following the hearing, the Expulsion Committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.
- d) Any person expelled from the corporation shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the un-accrued balance remaining for the period of the dues payment.

Section 5. Transfer of Membership

No member may transfer for value a membership or any right arising from it. All rights of membership cease on the member's death, or in the case of a corporate member, its dissolution.

ARTICLE VII Meetings of Members

Section 1. Place of Meetings

Meetings of the membership shall be held at any place within or without the State of California designated by the Board of Trustees. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation.

Section 2. Annual Meeting

The annual meeting of members shall be held on the fourth Thursday of June of each year, unless the Board of Trustees fixes another date and so notifies the members as provided in Section 4 of this Article VII.

Section 3. Special Meetings

- a) Authorized Persons Who May Call a Meeting: A special meeting of the members may be called at any time by any of the following: The Board of Trustees, the President, or 5% or more of the members.
- b) Meetings Called By Members: If a special meeting is called by members the request shall

by submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered or personally sent by registered mail or by facsimile transmission to the President, Vice President, or the Secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to members entitled to vote, in accordance with the provisions of Section 4 and 5 of this Article VII, which date shall not be less than 10 nor more than 90 days following the receipt of the request. If the notice is not given within the 20 days after receipt of the request, the person or persons requesting the meeting may give notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Trustees.

Section 4. Notice of Member Meetings

- a) Contents of General Notice: All notices of meetings of members shall be sent or otherwise given in accordance with Subsection (c) of this Section 4 not less than 10 nor more than 90 days before the date of the meeting. The Notice shall specify the place, date, and hour of the meeting and
 - (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted,
 - (ii) in the case of the annual meeting, those matters which the Board of Trustees, at the time of giving the notice, intends to present for action by the members.
- b) Agenda Items Requiring Notice: If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):
 - (i) Removing a Trustee without cause;
 - (ii) Filling vacancies on the Board of Trustees by the members;
 - (iii) Amending the Articles of Incorporation;
 - (iv) Voluntarily dissolving the corporation.
- c) Manner of Giving Notice: Notice of any meeting of members shall be given either personally or by first-class mail or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporation's books and no other has been given, notice shall be deemed to have been given if either
 - (i) notice is sent to that member by first-class mail or other written communication to the corporation's principal executive office, or
 - (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail, or sent by other means of written communication.
- d) Affidavit of Mailing Notice: An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the Secretary or any other party of the corporation giving the notice, and if so executed, shall be filed and maintained in the minutes of the book of the corporation.

Section 5. Quorum

- a) Number Required: Twenty (20) members shall constitute a quorum for the transaction of business at a meeting of the members, provided, however, that if a regular meeting is attended by less than one-third (1/3) of the members of the corporation, then the only matters which may be voted upon at such regular meetings are those matters, notice of the general nature of which were given pursuant to the provisions of Section 4.
- b) Loss of Quorum: The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the number of members required to constitute a quorum.

Section 6. Adjourned Meeting

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present at the meeting. In the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

Section 7. Voting

- a) Eligibility to Vote: Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 9 of this Article VII, subject to the provisions of the California Non-Profit Corporation Law.
- b) Manner of Casting Votes: Voting may be by voice or ballot, provided that any election of Trustees must be by ballot if demanded by any member before the voting begins.
- c) Only Majority of Members Represented at Meeting Required, Unless Otherwise Specified: If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by California Non-Profit Corporation Law or by the Articles of Incorporation.

Section 8. Waiver of Notice or Consent by Absent Members

- a) Written Waiver or Consent: The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each person entitled to vote, who was not present signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of the notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting or members, except that if action is taken or proposed to be taken, for approval of any of those matters specified in Section 4 (b) of Article VII, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.
- b) Waiver by Attendance: Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 9. Record Date of Member Notice, Voting and Giving Consents

- a) To be Determined by Board of Trustees: For the purpose of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Trustees may fix, in advance, a “record date,” which shall not be fewer than 10 days before the date of any such meeting, nor more than 60 days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Non-Profit Corporation Law.
- b) Failure of Board to Determine Date:
 - (i) Record Date for Notices or Voting: Unless fixed by the Board of Trustees, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the date on which the meeting is held.
 - (ii) Record Dates for Written Consent to Action Without Meeting: Unless fixed by the Board, the record ballot on corporate action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent was given. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.
 - (iii) “Record Date” Means as of Close of Business: For purposes of this Paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record.

Section 10. Voting of Classes

Each membership shall be entitled to cast one vote on all matters submitted to a vote of the members. Members who fall within classes of membership designated by the Board of Trustees pursuant to Section 1 of Article VI shall likewise be entitled to cast one (1) vote on all matters submitted for vote, but,

- a) No member shall have more than one (1) vote regardless of the number of membership classifications held by that member; and
- b) Memberships which involve more than one (1) individual, i.e., family, business, etc., shall have only one (1) vote.

ARTICLE VIII Election of Trustees

Section 1. Nominations and Solicitations for Votes

- a) Nominating Committee: The President shall direct the Nominating Committee to select qualified candidates for election to the Board of Trustees at least 60 days before the date of any election of Trustees. The Nominating Committee shall make its report at least 30 days before the date of the election, and the Secretary shall forward to each member, with the notice of meeting required by Article VII, Section 4, a list of candidates nominated.
- b) Nominations by Members: Members representing two percent of the membership may nominate candidates for trusteeships at any time before the fiftieth day preceding such

election. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the Nominating Committee.

- c) **Mailing Election Materials:** On written request by any nominee for election to the Board and accompanying payment of the reasonable costs of mailing (including postage), the corporation shall, within 10 business days after the request (provided payment has been made), mail to all members, or such portion of them as the nominee may reasonably specify, any material that the nominee may furnish and that is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following:
- (i) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, five (5) business days prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested; or,
 - (ii) Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Trustees, as of the most recent record date or which it has been compiled or as of a date specified by the member subsequent to the date of demand. The membership list shall be made available on or before the later of 10 business days after the demand is received or after the date specified in it as the date by which the list is to be compiled.
- d) **Refusal to Publish or Mail Material:** The corporation may not decline to publish or mail material that it is otherwise required hereby to publish or mail on behalf of any nominee, on the basis of the content of the material, except that the corporation or any of its agents, officers, directors, or the employees may seek and comply with an order of the Superior Court allowing them to delete material that the court finds will expose the moving part to liability.

Section 2. Voting Required to Elect Trustees

Trustees shall be elected at the annual meeting as provided in Section 4 of Article IX. Candidates receiving the highest number of votes shall be elected as Trustees.

ARTICLE IX Trustees

Section 1. Powers

- a) **General Corporate Powers:** Subject to the provisions of the California Non-Profit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Trustees.
- b) **Specific Powers:** Without prejudice to these general powers, and subject to the same limitations, the Trustees shall have the power to:
- (i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.
 - (ii) Change the principal executive office or the principal business office in the

State of California from one location to another, cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

- (iii) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
- (iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. Number and Qualifications of Trustees

The authorized number of Trustees shall be a minimum of twenty-five (25) and a maximum of twenty-nine (29), one of which shall be the President of the Women's Auxiliary of the Fresno Art Museum. A person must be a member of the Fresno Art Museum at the date of election in order to be elected as a Trustee.

Section 3. Removal of Trustees

A Trustee shall cease to be a member of the Board of Trustees upon the occurrence of any of the following events:

- a) The resignation of the Trustee;
- b) The failure of a Trustee to attend six regular meetings of the Board of Trustees, without good cause (any reason for which absence is excused by the President of the Board), during the consecutive twelve-month period; or
- c) The determination by the Board of Trustees that the Trustee has failed to adhere to the purposes of this corporation or that said Trustee has materially failed to carry out his duties as a Trustee. In such cases, the procedure for expulsion of a member specified in Section 4 of Article VI shall apply.

Any Trustee removed by reason of the provisions of Sub-paragraphs (b) and (c) above shall be notified of such removal by the Secretary in writing within fifteen (15) days thereafter. The Secretary shall also report such removal to the Board of Trustees at its next regular meeting.

Section 4. Election and Term of Office of Trustees

Eight (8) Trustees shall be elected at the annual meeting of the members to hold office for three (3) years, provided, however, that if any such annual meeting is not held or the Trustees are not elected at such annual meeting, such Trustees may be elected to fill a vacancy or elected at a special members' meeting, and shall hold office until the expiration of the term for which elected. A Trustee may serve no more than two (2) consecutive terms. A Trustee who has served two (2) consecutive terms may not be elected to another term until there has been a gap in service of one (1) year or more. Any Trustee not elected at an annual meeting may serve two (2) full terms following the term in which he or she is elected, but only if such term has less than two years remaining in it. If such term has two (2) years or more remaining in it, the Trustee, may serve only one (1) full term following the term in which he or she is elected.

The term on the Board of Trustees of the President shall be extended one (1) year if his term as President ends at the time his second full term on the Board of Trustees ends. At the end

of any such extension, a new Trustee shall be nominated to complete the term on the Board.

Section 5. Vacancies

- a) Events Causing Vacancy: A vacancy or vacancies in the Board of Trustees shall be deemed to exist on the occurrence of the following:
- (i) the death, resignation, or removal of any Trustee;
 - (ii) the declaration by resolution of the Board of Trustees of a vacancy of the office of a Trustee who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under sections 5230 (or Section 7230 as the case may be) and following of the California Non-Profit Corporation Law;
 - (iii) the vote of the members to remove a Trustee (vote of a majority of the members in a corporation with fewer than 50 members);
 - (iv) the increase of the authorized number of Trustees; or,
 - (v) the failure of the members, at any meeting of members at which any Trustee or Trustees are to be elected, to elect the number of Trustees to be elected at such meeting.
- b) Resignation: Except as provided in this paragraph, any Trustee may resign, which resignation shall be effective on giving written notice to the President, Secretary, or the Board of Trustees, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Trustee is effective at a future time, the Board of Trustees may elect a successor to take office when the resignation becomes effective. No Trustee may resign when the corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs.
- c) Filling of Vacancies: Vacancies of the Board of Trustees shall be filled by the Board of Trustees, as hereafter provided. As soon as practicable after the creation of a vacancy, the President shall request that the Nominating Committee nominate a successor Trustee. The Nominating Committee shall report at the next regular meeting of the Board of Trustees, at which the nomination shall be acted upon by the Board.
- d) No Vacancy or Reduction of Number of Trustees: No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before that Trustee's term of office expires.
- e) Restriction on Interested Trustees: Not more than 49% of the persons serving on the Board of Trustees 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 Trustee as Trustee, and (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 of any transaction entered into by the corporation.

Section 6. Place of Meeting; Meetings by Telephone

Regular meeting of the Board of Trustees may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or

outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board of Trustees may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Trustees participating in the meeting can hear one another, and all such Trustees shall be deemed to be present in person at such meeting.

Section 7. Annual Meeting

Immediately following each annual meeting of members, the Board of Trustees shall hold a regular meeting for the purpose of the organization, election of officers, and the transaction of other business. Notice of this meeting shall not be required.

Section 8. Other Regular Meetings

Other regular meetings of the Board of Trustees shall be held once each month, except August, at the time and on the date prescribed by the Board of Trustees. Notice of regular monthly meetings shall be given in the manner provided in Section 9 with respect to special meetings. A meeting may be canceled at the discretion of the Board of Trustees.

Section 9. Special Meetings

- a) Authority to Call: Special meetings of the Board of Trustees, for any purpose, may be called at any time by the President, the Vice President, the Secretary, or any two Trustees.
- b) Notice:
 - (i) Manner of Giving: Notice of the time and place of special meetings shall be given to each Trustee by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage paid; (c) by telephone communication; or (d) by other written form of communication. All such notices shall be given or sent to the Trustee's address, telephone number, or other contact number, as shown on the records of the corporation.
 - (ii) Time Requirements: Notices sent by first-class mail shall be deposited into a United States mail box at least five (5) days before the time set for the meeting. Notices by other means of communication shall be given at least 48 hours before the time set for the meeting.
 - (iii) Notice of Contents: The notice shall state the date, the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

Section 10. Quorum

A majority of the currently serving Trustees constitutes a quorum, except to adjourn as provided in Section 13 of this Article IX. Every act or decision done or made by a majority of a quorum of the Trustees shall be regarded as the act of the Board of Trustees, subject to the provisions of the California Non-Profit Corporation Law, especially those provisions relating to:

- a) approval of contracts or transactions in which a Trustee has a direct or indirect material financial interest,

- b) appointment of committees, and
- c) indemnification of Trustees.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for that meeting. Trustees and committee members shall not be entitled to vote by proxy.

Section 11. Waiver of Notice

The transactions of any meeting of the Board of Trustees, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Trustees not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Trustee who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 12. Adjournment

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

Section 13. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment.

Section 14. Action Without Meeting

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

Section 15. Honorary Trustees

Upon nomination by a member of the Board of Trustees and upon approval by three-fourths of the members of the Board of Trustees, the Board may from time to time elect persons to the status of Honorary Trustee in recognition of especially meritorious and exemplary service rendered to the Fresno Art Museum. Honorary Trustees shall receive notices of and be entitled to attend all meetings of the Board of Trustees but shall have no vote. They shall receive invitations to all Museum social events to which the Board of Trustees as a body are invited. Whenever and wherever a list of the Board of Trustees appears in print, a list of the Honorary Trustees shall be included under the title Honorary Trustees.

Honorary Trustees shall not be deemed Trustees or directors of this corporation as those words are used in any article of these Bylaws except for the indemnities contained in Article XII.

Section 16. Trustee Emeritus

Upon nomination by a committee appointed by the President and upon approval by three-

fourths of the members of the Board of Trustees, the Board may from time to time elect persons to the status of Trustee Emeritus in recognition of especially meritorious and extraordinary service rendered to the Fresno Art Museum. Said committee shall consist of the current President and two former Presidents of the Fresno Art Museum. Trustees Emeriti shall receive notice of and be entitled to attend all meetings for the Board of Trustees but shall have no vote. They shall receive the invitations to all Museum social events to which the Board of Trustees as a body are invited. Whenever and wherever a list of the Board of Trustees appears in print, a list of the Trustees Emeriti shall be included under the title Trustees Emeriti.

Trustees Emeriti shall not be deemed Trustees or directors of this corporation as those words are used in any article of these Bylaws except for the indemnities contained in Article XII.

ARTICLE X Committees

Section 1. Committees of Trustees

The Board of Trustees may designate one or more committees, each including one or more Trustees, to serve at the pleasure of the Board. Unless specifically provided to the contrary by resolution adopted by a majority of the Board of Trustees then in office, all committees, including standing committees, shall be advisory only, and all acts and transactions taken by such committees shall become acts and transactions taken by authority of the Board of Trustees. The Board of Trustees may, by special resolution as provided above, delegate the authority of the Board of Trustees for any specified purpose, provided, however, that no committee, regardless of Board resolution, may:

- a) take any final action on matters which, under the Non-Profit Corporation Law of California, also requires members' approval or approval of the outstanding shares;
- b) fill vacancies on the Board of Trustees or in any committee;
- c) fix compensation of the Trustees for serving on the Board or on any committee;
- d) amend or repeal Bylaws or adopt new Bylaws;
- e) amend or repeal any resolution of the Board of Trustees which by its express terms is not so amendable or repealable;
- f) appoint any other committees of the Board of Trustees or the members of these committees;
- g) expend corporate funds to support a nominee for Trustee;
- h) approve any transaction (1) to which the corporation is a party and one or more Trustees have a material financial interest; or (2) between the corporation or any person in which one or more of its Trustees have a material financial interest.

Section 2. Meetings and Action of Committees

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article IX of these Bylaws, concerning meetings of Trustees, which such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Trustees or by resolution of the committee. Special meetings of the committees may also be called by resolution of the Board of Trustees. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the

committee. The Board of Trustees may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

Section 3. Standing Committees

Unless and until changed by a resolution of the Board of Trustees amending these Bylaws, the Board of Trustees shall have the standing committees hereinafter provided in this Section 3. The members of all standing committees shall be appointed by the respective chairman of such committees. The chairmen of such committees shall be appointed by the President, with the approval of the Board of Trustees, as soon as practicable after the President takes office. In addition to the standing committees, the President may appoint one or more ad hoc committees to carry out specified functions. The functions of all ad hoc committees shall be approved in advance by the Board of Trustees, provided, however, that all such ad hoc committees appointed during any given fiscal year shall automatically expire and cease to exist at the end of such fiscal year.

a) Executive Committee:

- (i) Composition: The Executive Committee shall consist of eight (8) members including the President, the Vice President, the Treasurer, the Secretary, the immediate Past President, and three other Trustees who shall be appointed by the President.
- (ii) Presiding Officer: The President shall preside at all meetings of the Executive Committee. In the absence of the President, the Vice President shall preside. The Executive Committee shall not meet unless one of the above-mentioned members is presiding.
- (iii) Meetings: All regular meetings of the Executive Committee shall be held at least four (4) days prior to the next regular meetings of the Board of Trustees. Any member of the Board of Trustees may attend any of the Executive Committee meetings and present his view on any issue, but may not vote. A majority of the members of the Executive Committee shall constitute a quorum. Special meetings may be called by any officer mentioned in Sub-section (ii) above after notice is given as provided in Section 9(b) of Article IX.
- (iv) Functions: In addition to any other powers or duties granted to the Executive Committee by the Board of Trustees, the Executive Committee shall have the following powers and duties:
 - a. Long-Range Planning: The Executive Committee shall assist the Board in defining the Museum's long-term goals on a systematic basis and in creating and supervising its strategic and financial plans. It shall report its recommendations and findings to the Board on an annual basis.
 - b. Personnel Policies, Compensation, and Review: The Executive Committee shall advise the Board on personnel policies, compensation, benefits and evaluation. The Committee shall make recommendations to the Board concerning the appointment and removal of the Director. A subcommittee of the Executive Committee, appointed by the President, shall conduct an annual review of the performance of the Director.
 - c. Liaison to the Director: The Executive Committee shall provide

counsel, feedback, and support to the Executive Director when needed.

- d. The Executive Committee shall handle any urgent issues that arise between Board meetings. Actions taken shall be reported to the Board for its approval at its next regularly scheduled Board meeting.
- e. The Executive Committee shall keep a complete record of all its acts and proceedings and the President shall include a copy of the minutes of its meetings with the notice of the next succeeding meeting of the Board of Trustees.

b) Finance Committee

- (i) Composition: The Finance Committee shall include the Treasurer, who shall serve as the Committee's chair, and two other Trustees. The Finance Committee may be combined with the Executive Committee and meetings held on a combined basis.
- (i) Functions: The Finance Committee shall oversee the Museum's finance, budget, investment matters, and the auditing of the financial statements. The Committee's approval shall be required to use funds held in a restricted account for a purpose other than that for which they were designated. The Committee shall consult with staff on annual budget preparation and present the draft to the Board for its approval. Significant changes to the budget during the year shall be made only with the recommendation of the Finance Committee.

c) Nominating Committee

- (i) Composition: The Nominating Committee shall consist of three (3) Trustees. No member shall be appointed to the Nominating Committee more than twice in any consecutive three-year period.
- (ii) Functions: The Nominating Committee shall:
 - a. Identify, recruit, nominate, and orient new Trustees in accordance with these Bylaws;
 - b. Nominate a slate of officers to be submitted at the first meeting of the Board of Trustees elected for the ensuing year, pursuant to Section 2 of Article XI hereof; and
 - c. Nominate candidates for all other positions as shall be from time to time specified by the Board of Trustees.

d) Curatorial Committee

The Curatorial Committee shall review the recommendations of the Director and Curator(s) regarding the purchase, sale, exchange, or acceptance of gifts or bequests of works of art or the loan of works of art owned by the Museum. The committee shall make recommendations to the Board of Trustees for its approval. Subject to the approval of the Board of Trustees, the Committee shall oversee and review the Museum's Collection Management Policy, which establishes the Museum's collections philosophy, accessions procedures, and standards for collection care, conservation, loans, and access.

e) Development Committee

The Development Committee shall consist of five (5) members and shall be responsible for recommending policy and for formulating and implementing strategic plans for the cultivation, solicitation and stewardship of the organization's donors. The committee shall work with the Development Director and other staff members to create detailed short-term and long-term development plans through an ongoing review of the Fresno Art Museum's annual giving, planned giving, major gifts, corporate sponsorships, and other fundraising programs.

f) Audit Committee

The Audit Committee shall be established when required according to the provisions of the Sarbanes-Oxley Act and of the California Non-Profit Corporation Law. This committee shall consist of three members, one of whom shall be the Treasurer. It shall recommend the outside auditors, assess the overall audit scope, review the adequacy of internal control systems, including internal audit activities, review the annual financial statements and audit report thereon, review security and the inventory of all assets, and direct any special investigations for the Board. When an Audit Committee is not required, the Finance Committee shall perform the functions of this committee.

ARTICLE XI. Officers of the Corporation

Section 1. Offices Held

The officers of the corporation shall be a President, a Vice President, a Secretary, and Chief Financial Officer (who shall be known as the Treasurer).

Section 2. Election and Term

The officers of the corporation shall be elected by the Board of Trustees annually at the first Board meeting of the year, which normally occurs immediately following the annual meeting of the previous year. Officers shall serve at the pleasure of the Board. The officers of the corporation shall each be elected for a one-year term, commencing on July 1 and ending the following June 30.

Section 3. Vacancies in Offices

A vacancy in any office shall be filled by the Board of Trustees.

Section 4. Responsibilities of Officers

a) President

Subject to the control of the Board of Trustees, the President shall serve as the chief elected officer of the Museum. Working in cooperation with the Director, the President shall have general supervision, direction, and control of the business and affairs of the corporation. The President shall coordinate corporation activities and shall preside at all meetings of the members, the Trustees, and the Executive Committee. The President shall appoint the chairs of all committees, with the exception of the Finance Committee, and shall have such other powers and duties as may be prescribed, from time to time, by

the Board of Trustees. The President shall be an ex-officio member, with the right to vote, of all committees except the Nominating Committee and shall be notified of all meetings of such committees.

b) Vice President

In the absence or disability of the President, the Vice President shall perform all the duties of the President and, in so acting, shall have all the powers of the President. The Vice President shall coordinate all board development activities, including nominations, orientation, ongoing education, and performance evaluation. The Vice President shall also have such other powers and duties as may be prescribed, from time to time, by the Board of Trustees.

c) Secretary

- (i) Book of Minutes: The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Trustees may direct, a book of minutes of all meetings and actions of Trustees, committees of Trustees, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.
- (ii) Membership Records: The Secretary shall keep, or cause to be kept, at the principal executive office, a record of members, showing the names of all members, their addresses, and the class of membership held by each.
- (iii) Notices, Seal and Other Duties: The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Trustees required by the Bylaws to be given and shall keep the seal of the corporation. The Secretary shall also have such other powers and perform such other duties as may be prescribed by the Board of Trustees or the Bylaws.
- (iv) To the extent that the Museum has paid staff, staff member(s) may be required to assist the Secretary in carrying out the Secretary's duties and responsibilities, provided that the Secretary shall remain at all times obligated with respect to such duties and responsibilities.

d) Chief Financial Officer (Treasurer)

- (i) Books of Account: The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Trustee at all reasonable times.
- (ii) Deposit and Disbursement of Money and Valuables: The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Trustees; shall disburse the funds of the corporation as may be ordered by the Board of Trustees; shall render to the President and Trustees, whenever they request it, an account of all of these transactions as Chief Financial Officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the

Board of Trustees or the Bylaws.

- (iii) **Bond:** If required by the Board of Trustees, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in its possession or under his control on his death, resignation, retirement, or removal from office.
- (iv) To the extent that the Museum has paid staff, staff member(s) may be required to assist the Treasurer in carrying out the Treasurer's duties and responsibilities, provided that the Treasurer shall remain at all times obligated with respect to such duties and responsibilities.

e) **The Director**

The Board shall employ an individual to act as Director (or other title designated by the Board) of the Museum. The Director shall have the authority and responsibility to run the day-to-day business and operations of the museum and the duty and responsibility to carry into effect such policies, programs, and activities consistent with the annual budget of the Museum, as have been approved by the Board of Trustees. Additional responsibilities may be assigned to the Director, from time to time, by the Board of Trustees. The Director shall have whatever power and authority may reasonably be required to permit the Director to properly discharge those duties and responsibilities.

ARTICLE XII Indemnification of Trustees, Officers, Employees and Other Agents

Section 1. Definition

For the purpose of this Article:

- a) **"Agent"** means any person who is or was a Trustee, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Trustee, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Trustee, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;
- b) **"Proceeding"** means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- c) **"Expenses"** includes, without limitation, all attorney's fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as an agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article XII.

Section 2. Successful Defense by Agent

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article XII, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgement rendered against him, then the provisions of Sections 3 through 5

shall determine whether the agent is entitled to indemnification.

Section 3. Actions Brought by Persons Other Than the Corporation:

Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, Trustee, or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Trustee was or is engaging in self-dealing within the meaning of California Corporations Code 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Action Brought by or on Behalf of the Corporation

- a) **Claims Settled Out of Court:** If an agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless approved by the Attorney General.
- b) **Claims and Suits Awarded Against Agent:** This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
 - (i) The determination of good faith conduct required by Section 5 below must be made in the manner provided for in that section; and
 - (ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

- a) **Required Standard of Conduct:** The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner believed by the agent to be in the best interests of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

- b) Manner of Determination of Good Faith Conduct: The determination that the agent did act in a manner complying with Paragraph (a) above all shall be made by:
- (i) The Board of Trustees by a majority vote of a quorum consisting of Trustees who are not parties to the proceedings; or
 - (ii) The affirmative vote (or written ballot in accord with Article VII, Section 9) of a majority of the votes represented and voting at a duly held meeting of the members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or
 - (iii) The Court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 6. Limitations

No indemnification or advance shall be made under this Article XII, except as provided in Sections 2 and 5 (b) (iii), in any circumstance when it appears

- a) That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were paid, which prohibits or otherwise limits indemnification; or
- b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of Expenses

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

Section 8. Contractual Rights of Non-Trustees and Non-Officers

Nothing contained in this Article XII shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. Insurance

The Board of Trustees may adopt a resolution authorizing the purchase and maintenance of 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 this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

Section 10. Fiduciaries of Corporate Employee Benefit Plan

This Article XII does not apply to any proceeding against any Trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article XII. Nothing contained in this Article shall limit any right to indemnification to which such a

Trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XIII Records and Reports

Section 1. Inspection Rights

Any member of the corporation may:

- a) Inspect and copy the records of members' names and addresses and voting rights during usual business hours on five (5) days prior written demand on the corporation, stating the purpose for which the inspection rights are requested; and
- b) Obtain from the Secretary of the corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of Trustees, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled.

Any inspection and copying under this section may be made in person, or by an agent or attorney of the member. The right of inspection includes the right to copy and make extracts.

Section 2. Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in this state, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws as amended to date.

Section 3. Maintenance and Inspection of Other Corporate Records

The accounting books, records, and minutes of proceedings of the members and the Board of Trustees and any committee(s) of the Board of Trustees shall be kept at such place or places designated by the Board of Trustees, or in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

Section 4. Inspection by Trustees

Every Trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a Trustee may be made in person or by an agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 5. Annual Report to Members

Within 120 days after the close of the corporation's fiscal year, the Board of Trustees shall cause an annual report to be made available to all members of the corporation, which report shall contain in appropriate detail the following:

- a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- e) Any information required by Section 6322 of the California Corporation Code.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of the Chief Financial Officer of the corporation that such statements will be prepared without audit from the books and records of the corporation.

ARTICLE XIV Affiliate Organizations

Affiliate organizations in support of the Museum may include the Women's Auxiliary, Council of 100, docents, and such other organizations as may be established by the Board of Trustees. These organizations may establish their own Bylaws, which shall be consistent with the mission and Bylaws of the corporation and shall be approved by the Board of Trustees. Affiliate organizations shall operate under the guidelines adopted by the Board and under the supervision of the President.

ARTICLE XV Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-Profit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XVI Amendments

Section 1. Amendment by Members

New Bylaws may be adopted or these Bylaws may be amended, restated or repealed, in whole or in part, by the members.

Section 2. Amendment by Trustees

Subject to the right of members under Section 1 of this Article XVII, Bylaws other than a Bylaw fixing or changing the authorized number of Trustees may be adopted, amended, restated or repealed, in whole or in part, by the Board of Trustees. Any addition to and/or

deletion from these Bylaws must be stated in writing with particularity, and must be set forth in written notice to each member of the Board of Trustees, mailed first-class, postage prepaid, at or before the ten (10) days prior to the date on which a vote is to occur with respect to such addition and/or deletion.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of FRESNO ART MUSEUM, a California non-profit corporation, and the above Bylaws, consisting of 22 pages, are the Bylaws of this corporation as adopted at a meeting of the members of FRESNO ART MUSEUM held on June 26, 2014.

Dated: _____

Executed at Fresno, California.

Christy V. Hicks, Secretary