

Bylaws of the Art Deco Society of California

[This electronic version of the Bylaws is a true copy of the Bylaws as enacted under the Articles of Incorporation dated July 30, 1984. In the case of errors, the physical Bylaws enacted on or around July 30, 1984 and any resolutions of the Board of Directors are controlling.] [As amended July 7, 2021]

A California Nonprofit Public Benefit Corporation

Article I: Name

The name of this corporation shall be the Art Deco Society of California.

Article II: Offices

Section 1. Principal Office

The principal office for the transaction of the business of the corporation ("principal executive office") is located at City and County of San Francisco, California. The directors may change the principal office from one location to another.

Section 2. Other Offices

The Board of Directors 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 Purposes

The objectives of this corporation shall be:

The public purposes for which the corporation is organized include the promotion of, education about, research in, and preservation of Art Deco architecture and design.

Article IV: 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 or for or against any cause or measure being submitted to the people for a vote.

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

Article V: 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. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

Article VI: Membership

Section 1. Classes

There shall be two classes of members of this corporation. The first class of members shall be known as voting members, and the second class of members shall be known as associate members and shall have no vote.

Section 2. Qualifications of Voting Members

The voting members of this corporation shall be the persons who from time to time are the members of the Board of Directors of this corporation. Death, resignation, or removal of any director as provided in these bylaws automatically terminates his membership as a voting member of this corporation. Membership may also be terminated by procedure substantially in accordance with the California Corporations Code Section 5341, subsections (c) and (d), providing for notice and an opportunity to be heard. Election of a successor director as provided in these bylaws shall operate to elect that director to voting membership in this corporation.

Section 3. Qualification of Associate Members

Any person who contributes funds or other property to this corporation shall be an associate member of this corporation unless he is, or becomes, a voting member of this corporation. Election of a person as a voting member of this corporation shall terminate his membership as an associate member of this corporation.

Section 4. Voting and Other Rights of Members

Each voting member of this corporation shall be entitled to one vote. Associated members of this corporation shall not be entitled to vote, and no notice of any meeting of the membership of the corporation need be given to any associate member.

Section 5. Annual Meeting

The annual meeting of the members of this corporation shall be held on the first Wednesday of January of each year at 7:30 p.m. at the principal office of this corporation or at any other time and at any other place determined by a resolution of the Board of Directors. No notice of any such annual meeting need be given if it is held on the first Wednesday of January at 7:30 p.m. at the principal office of the corporation; otherwise, written notice of the time and place of the annual meeting shall be delivered personally to each voting member or sent each voting member by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown on the records of the corporation, or if it is not shown on the records or is not readily ascertainable, at the place where the meetings of the members are regularly held. Any notice shall be mailed or delivered at least five days before the date of the meeting.

Section 6. Special Meetings

Special meetings of the members of the corporation for any purpose or purposes may be called at any time by the president of the corporation or by any four voting members.

Written notice of the time and place of special meetings of the members shall be given in the same manner as for the annual meetings of the members.

The transactions of any meeting of the members of this organization, however called or noticed, shall be as valid as though made at a meeting held after regular call and notice if a quorum is present, and if, either before or after the meeting, each of the voting members not present signs a written waiver of notice, or a consent to holding this meeting, or an approval of the minutes of the meeting. All the waivers, consents, or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

Section 7. Quorum

A quorum for any meeting of the members shall be one-third plus one of the voting members. 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 members required to constitute a quorum.

Section 8. 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 the majority of the members represented at the meeting, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

Section 9. Liabilities of Members

No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

Section 10. Removal of a Director

- (1) A director may be removed from the Board of Directors by a two-thirds majority vote of the directors present at a meeting duly held at which a quorum is present. A vote for removal takes effect immediately.
- (2) A director who has been removed shall not be qualified to be elected to the Board of Directors for a period of two years commencing as of the termination of their status as a Director.
- (3) The Board of Directors, by a separate resolution after a successful vote of removal, may vote by simple majority to disqualify the removed director from being:
 - (a) A director at any time in the future;
 - (b) An associate member as defined by Section 3 of this Article VI;
 - (c) An officer as defined in Article X;
 - (d) An employee of the Art Deco Society of California; or
 - (e) Any other role with the Art Deco Society of California that the Board of Directors determines."

[Art. VI, Sec. 10 added July 7, 2021, BR 2021-1]

Article VII: Election of Directors

Section 1. Nominations and Solicitations for Votes

- (a) **Nominating Committee.** The Chairman of the Board, or the president if there is no chairman, shall appoint a committee of members to select qualified candidates for election to the Board of Directors at least 60 days before the date of any election of directors. The nomination 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 VI, Section 5, a list of candidates nominated, by office.
- (b) **Nominations from the Floor.** If there is a meeting to elect directors, any member present at the meeting may place names in nomination.
- (c) **Solicitation of Votes.** If more people are nominated for the board than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among nominees. If after the close of nominations the number of people nominated for the board is not more than the number of directors to be elected, the corporation may without further action declare that those nominated and qualified to be elected have been elected.
- (d) **Publications.** Without limiting the generality of the foregoing, if the corporation now or hereafter publishes, owns, or controls a magazine, newsletter, or other publication, and publishes material in the publication soliciting votes for any nominee for director, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.
- (e) **Mailing Election Material.** On written request by any nominee for election to the board and accompanying payment of the reasonable costs of mailing (including postage), a corporation shall, within ten 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 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, on five 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 directors, as of the most recent record date for 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 ten 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.

- (f) **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 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 party to liability.
- (g) **Use of Corporate Funds to Support Nominee.** Without authorization of the board, no corporate funds may be expended to support a nominee for director after there are more people nominated for director than can be elected.

Section 2. Vote Required to Elect Directors

Candidates receiving the highest number of votes shall be elected as directors.

Article VIII: Directors

Section 1. Powers

- (a) **General Corporate Powers.** Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation, 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 Directors.
- (b) **Specific Powers.** Without prejudice to these general powers, and subject to the same limitations, the directors 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.
 - (v) Fill vacancies on the Board of Directors by the majority of the directors then in office, whether or not less than a quorum.

Section 2. Number and Qualification of Directors

The authorized number of directors shall be between eight (8) and twelve (12).

Section 3. Election and Term of Office of Directors

The term of office for a director shall be two years; one-half the number of directors being elected each year. However, if any annual meeting is not held, or the directors are not elected at any annual meeting, they may be elected at any special members' meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. A director whose term has expired may be elected for a succeeding term.

Section 4. Vacancies

- (a) **Events Causing Vacancy.** A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:
 - (i) the death, resignation, or removal of any director;
 - (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has had a conservator appointed by an order of court or who has been convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the California Nonprofit Corporation Law;
 - (iii) the vote of the members as provided in Article VI, Section 10 herein to remove a director;
 - (iv) the increase of the authorized number of directors; or
 - (v) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors elected at such meeting.
- (b) **Resignations.** Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.
- (c) **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.
- (d) **Restriction on Interested Directors.** Not more than 49 percent of the persons serving on the Board of Directors at any time may be interested persons. An interested person is:
 - (i) 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; and
 - (ii) any brother, sister, ancestor, descendant, spouse, sister-in-law, 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 transaction entered into by the corporation.

[Art. VIII, Sec. 4 amended July 7, 2021, BR 2021-1]

Section 5. Place of Meetings; Meetings by Telephone

Regular meetings of the Board of Directors 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 5, a regular or special meeting of the Board of Directors 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 directors participating in the meeting can hear on another, and all such directors shall be deemed to be present in person at such a meeting.

Section 6. Annual Meeting

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

Section 7. Other Regular Meetings

Other regular meetings of the Board of Directors shall be held without call at such times as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 8. Special Meetings

- (a) **Authority to Call.** Special meetings of the Board of Directors for any purpose may be called at any time by the chairman of the board or the president, or any vice president, the secretary, or any two directors.
- (b) **Notice.**
 - (i) **Manner of Giving.** Notice of the time and place of special meetings shall be given to each director by one of the following methods:
 - (1) by personal delivery of written notice;
 - (2) by first class mail, postage paid;
 - (3) by telephone communications, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or
 - (4) by telegram, charges prepaid.All such notices shall be given or sent to the director's address or telephone 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 four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.
 - (iii) **Notice Contents.** The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting or the place of the meeting, if it is to be held at the principal executive office of the corporation.

Section 9. Quorum

One-third plus one of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VIII. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to

- (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest;
- (ii) appointment of committees; and
- (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10. Waiver of Notice

The transactions of any meeting of the Board of Directors, 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 directors 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 filled 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 director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11. Adjournment

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

Section 12. 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 directors who were not present at the time of the adjournment.

Section 13. Action Without 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, 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 Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

Section 14. Fees and Compensation of Directors

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

Section 15. Standard of Care

- (a) **General.** A director shall perform the duties of a director, including duties as a member of any committee of the board on which the director may service, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements. Including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- (ii) counsel, independent accountants or other persons as to matters which the director believes to be within each person's professional or expert competence; or
- (iii) a committee of the board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director including, without limiting the generality of the foregoing, and actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

- (b) **Investments.** Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this corporation's investments, the board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probably income as well as the probably safety of this corporation's capital. The provisions of subsection (a) above shall apply to this subsection.

[Art. VIII, Sec. 15 amended July 7, 2021, BR 2021-1]

Article IX: Committees

Section 1. Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have the authority of the board except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval or approval of a majority of all the members;
- (b) fill vacancies on the Board of Directors or on any committee which has the authority of the board;
- (c) fix compensation of the directors 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 Directors which by its express terms is not so amendable or repealable;
- (f) appoint any other committees of the Board of Directors or the members of those committees;
- (g) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (h) approve any transaction
 - (i) to which the corporation is a party and one or more directors have a material financial interest;
 - (ii) between the corporation and any corporation or person in which one or more of the directors have a material 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 VIII of these bylaws concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. 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. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

Article X: Officers

Section 1. Officers

The officers of the corporation shall be a president, a vice president, a secretary, and a chief financial officer, all of whom shall be from the voting membership. The corporation may also have, at the discretion of the Board of Directors, a chairman of the board, more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article X. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

Section 2. Election of Officers

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article X, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Subordinate Officers

The Board of Directors may appoint, and may authorize the chairman of the board or the president or another officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board of Directors.

Section 4. Removal of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed from office, with or without cause, by the Board of Directors, at any regular or special meeting of the board, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 5. Resignation of Officers

Any officer may resign from office 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.

Section 6. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

Section 7. Responsibilities of Officers

- (a) **Chairman of the Board.** If such an officer be elected, the chairman of the board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the bylaws. If there is no president, chairman of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in paragraph (b) below.
- (b) **President.** Subject to such supervisory powers as may be given by the Board of Directors to the chairman of the board, if any, the president shall, subject to the control of the board of directors, generally supervise, direct, and control the business and the officers of the corporation. She shall preside at all meetings of the members and, in the absence of the chairman of the board, or if there be none, at all meetings of the Board of Directors. She shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.
- (c) **Vice Presidents.** In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the Board of Directors, shall perform all the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the chairman of the board.
- (d) **Secretary.** The secretary shall attend to the following:
 - (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 Directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, 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, as determined by resolution of the Board of Directors, a record of the corporation's 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 Directors required by the bylaws to be given. He shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.
- (e) **Chief Financial Officer.** The chief financial officer shall attend to the following:
 - (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 accounts 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 director 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 Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the president and directors, whenever they request it, an account of all of his 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 Directors or the bylaws.
 - (iii) **Bond.** If required by the Board of Directors, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties 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 his possession or under his control on his death, resignation, retirement, or removal from office.

[Art. X, Sec. 7 amended July 7, 2021, BR 2021-1]

Article XI: Indemnification of Directors, Officers, Employees, and Other Agents

Section 1. Definitions

For the purpose of this Article:

- (a) **"Agent"** means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, 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 attorneys' 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 agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

[Art. XI, Sec. 1 amended July 7, 2021, BR 2021-1]

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, 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 judgment rendered against him, then the provisions of Section 3 through 5 of this Article XI 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, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 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 any 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 proceedings, unless it is settled with the approval of 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~~ agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

[Art. XI, Sec. 4 amended July 7, 2021, BR 2021-1]

Section 5. Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 3 and 4 above is conducted 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 he believed to be in the best interest 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 the 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 shall be made by:
- (i) the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding;
 - (ii) 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.

[Art. XI, Sec. 5 amended July 7, 2021, BR 2021-1]

Section 6. Limitations

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(ii), 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 incurred or other amounts 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.

[Art. XI, Sec. 6 amended July 7, 2021, BR 2021-1]

Section 7. Advance of Expenses

Expenses incurred in defending any proceedings 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.

Section 8. Contractual Rights of Nondirectors and Nonofficers

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

[Art. XI, Sec. 8 amended July 7, 2021, BR 2021-1]

Section 9. Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing 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 Article.

Article XII: Records and Reports

Section 1. Maintenance of Corporate Records

The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its members, board, and committees of the board;
- (c) A record of its members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the corporation's principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state.

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. Inspection by Directors

Every director 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 director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4. Annual Report

- (a) Not later than 120 days after the close of the corporation's fiscal year, the president shall cause an annual report to be sent to the directors. Such report shall contain the following information in reasonable detail:
 - (i) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
 - (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - (iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, during the fiscal year.
 - (iv) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
 - (v) Any information required by Section 6 of this Article.
- (b) The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 5. Annual Statement of Certain Transactions and Indemnifications

No later than the time the corporation gives its annual report to the directors, and in any event no later than 120 days after the close of the corporation's fiscal year, the president shall prepare and mail or deliver to each director a statement of the amount and circumstances of any transaction or indemnification, if any, of the following kind:

- (a) Any transaction(s) in which the corporation, its parent or its subsidiary was a party, and in which either of the following had a direct or indirect financial interest:
 - (i) any director or officer of the corporation, its parent or subsidiary (a mere common directorship shall not be considered such an interest); or
 - (ii) any holder of more than 10 percent of the voting power of the corporation, its parent or its subsidiary; if such transaction involved over \$40,000, or was one of a number of transactions with the same person involving in the aggregate, over \$40,000.
- (b) Any indemnification or advances aggregating for that \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to Article XI hereof, unless such indemnification has already been approved by the board pursuant to Section 5(b) of Article XI.

Article XIII: Construction and Definitions

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

Article XIV: Amendment By Directors

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the directors as members. Proposed amendments to these bylaws must be submitted in writing to the directors at least 30 days in advance of the board meeting at which they will be considered for adoption. The vote of two-thirds of the directors present at a duly called and noticed meeting shall be required to adopt a bylaw repeal, amendment, or addition.

Certificate of Secretary

I, the undersigned, certify that I am the presently elected and acting secretary of the ART DECO SOCIETY OF CALIFORNIA, a California nonprofit corporation, and the above bylaws, consisting of 17 pages [NB: as written in original], are the bylaws of this corporation as adopted at a meeting of the Board of Directors held on _____.

Secretary: _____

Dated: _____