

RICHMOND ART CENTER  
 AMENDED AND RESTATED BYLAWS  
 SUMMARY OF SIGNIFICANT CHANGES

NOTE: the following chart only attempts to list the significant, substantive changes to the Bylaws. Members are advised, therefore, to review carefully the Bylaws in their entirety.

ARTICLE	SECTION	CHANGE
I	-	Permits Board to change principal office and establish additional offices
III	1	Permits meetings of members to be held in any manner permitted by law and designated by the Board
III	6	No longer requires members to vote in-person; voting by proxy is allowed
IV	2	Changes the number of Directors to 9, but Board is authorized to increase the size
IV	5	Directors appointed to fill vacant Board seats hold office for the remainder of the term of the vacant directorship
	6	Board meetings are held on the last Thursday of each month unless the Board sets another date; Board meetings can be held by electronic means (e.g. conference calls)
IV	16	Updated indemnification provision based on current CA Nonprofit Public Benefit Corporation law
V	1	Removed requirement that all officers be directors; only the President must be a director