



**BYLAWS  
OF  
THE RICHMOND ART CENTER  
A California Non-Profit Corporation**

**Incorporated March 11,1947**

As Revised July 1, 1988

As Revised June 15, 2013

As Revised June 13, 2015

As Revised June 8, 2019

## **ARTICLE I** **PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located at the Richmond Art Center, Civic Center Plaza, 2540 Barrett Avenue, Richmond, 94804, Contra Costa County, California.

## **ARTICLE II** **MEMBERS**

### **Section 1. Classes of Membership and Rights**

The Richmond Art Center shall have a category of members (Members) entitled "Regular" members. The voting and other rights, interests, and privileges of each Regular member shall be equal.

The Board of Directors (Directors) may establish, by amendment to these Bylaws, such other categories of membership as may be necessary for the purposes of the Corporation. No Member shall, however, hold more than one membership in the corporation. Dual or Family Members will both be entitled to 2 votes, one for each partner.

### **Section 2. Eligibility**

To be eligible for any class of current membership in this corporation, a person must have paid the dues established for this class of membership.

### **Section 3. Termination of Membership**

Membership shall terminate upon the death or resignation of a member, for nonpayment of dues, or upon his or her expulsion by a vote of the Board of Directors for good cause shown.

### **Section 4. No Property Rights**

No member shall have any interest or property right in the assets of the corporation.

### **Section 5. Dues**

The classes of membership and corresponding dues shall be established from time to time by the Board of Directors. Prepaid dues are neither transferable nor refundable if membership is terminated.

## **ARTICLE III** **MEETINGS OF MEMBERS**

### **Section 1. Place of Meetings**

Meetings of members shall be held at any place within Richmond, California designated by the Board of Directors. In the absence of any such designation, meetings of Members shall be held at the principal office of the corporation.

### **Section 2. Annual Member Meeting**

The Board of Directors shall determine the date and time for the annual meeting of the membership, and notice of the meeting shall be given as provided in these bylaws. In the event the Board fails to establish the date and time for the annual meeting, an annual meeting of members shall be held in June (date and time to be determined). At this meeting, Members shall elect new Directors. Any other proper business that is on the agenda may be transacted at the annual meeting.

### **Section 3. Special Member Meetings**

A special meeting of the membership may be called at any time by the President or four (4) or more members of the Board of Directors, or by the written request of not fewer than twenty (20) Members of the corporation.

### **Section 4. Notice of Meeting of Members**

Notice of the time and place of meetings shall be given at least ten (10) days prior to such meeting to those Members of record as of thirty (30) days before such meeting. Notice shall be given via e-mail, pre-paid first-class mail, or other written communication.

### **Section 5. Contents of Notice**

Notice of meetings shall specify the place, the day, and the hour of the meeting and the agenda to be transacted.

## **Section 6. Voting**

Each Member shall have one vote that must be cast in person at the Members meeting. No single vote shall be split into fractional votes.

## **Section 7. Quorum**

The presence of twenty (20) Members of the corporation shall constitute a quorum for the transaction of business at any meeting of Members. The Members at a duly called meeting at which a quorum is present may continue to do business that is on the agenda until adjournment, notwithstanding the withdrawal of Members to leave less than a quorum. Any action taken may be approved by at least a majority of the remaining Members.

# **ARTICLE IV** **DIRECTORS**

## **Section 1. Powers**

The Directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided by law. These powers shall include, without limitation, the power to:

- a. Control the property and establish policies of the corporation;
- b. Appoint and remove all Board Officers and the Executive Director;
- c. Cooperate with the City of Richmond in operating the Art Center;
- d. Review and approve the annual budget (including the Executive Director's compensation), tax filings and other official documents; and
- e. Delegate to the Executive Director all or some of the duties and authority such position customarily requires; however, the duties in subsections (a) through (d) above shall not be wholly delegated.

## **Section 2. Number of Directors**

The Board of Directors shall consist of no fewer than twelve (12) members and no more than twenty (20) members of the corporation with the exact number for the beginning of the next fiscal year determined by the Board of Directors prior to giving notice for the annual Members Meeting. The term of office of an incumbent Director shall not be reduced by the reduction in the number of Directors. The authorized number of Directors may be changed by an amendment to these Bylaws adopted by the vote of the Members.

### **Section 3. Election and Terms of Office**

Directors shall be elected at annual meetings of the Members. If there are more candidates for the Board than the number of positions open to be filled, the candidates

receiving the highest number of votes, up to the number of Directors to be elected, are elected. The term of office of each Director, shall be three (3) years, terminating on June 30 of the third year after his or her election by the Members or his or her resignation or removal. The terms of Directors shall be staggered, as possible, so that approximately 1/3 of the Directors are elected at each annual meeting of the members.

No person shall be elected to serve on the Board of Directors for longer than two (2) three (3)-year terms or six (6) consecutive years, and no person who was appointed to the Board prior to his or her first election shall serve longer than 6 years 11 months and 29 days consecutively. No person shall be elected or appointed to serve on the Board of Directors sooner than one (1) year after the termination of his or her membership on the Board of Directors.

The Board of Directors annually shall appoint a Nominating Committee of not fewer than three (3) members that shall submit a roster of Board nominees for Board acceptance and Membership vote. At the annual meeting of the Members, the Board of Directors shall submit nominations sufficient to ensure that there will be at least twelve (12) elected Directors in the ensuing year, specifically the number between twelve (12) and twenty (20) selected by the Board.

### **Section 4. Removal and Resignation of Directors**

The absence of any Director from five (5) regular meetings of the Board within any twelve (12) month period may result in the removal of that Director from the Board, by a vote of the Board.

A Director may be removed from office by a majority of the Members present at the annual meeting of the Members or at any special meeting of the Members called for that purpose.

Any Director may resign effective upon giving written notice to the President. If the President wishes to resign, notice shall be given to the Secretary of the Board. However, no Director may resign if the corporation would then be left without a duly elected or appointed Director in charge of its affairs, except upon notice of the California Attorney General.

### **Section 5. Vacancies**

Any vacancy occurring on the Board of Directors by reason of death, resignation, or removal of a Director shall be filled by the appointment of a successor by the majority of the remaining Directors. Such successors shall hold office until the next annual meeting of the members at which time Section 3 procedures shall apply.

### **Section 6. Regular Board Meetings**

Regular monthly meetings of the Board of Directors may be held at any place in Richmond, California that has been designated by resolution of the Board. In the

absence of such a designation, regular meetings shall be held at the principal office of the corporation. Meetings will be held on the third (3<sup>rd</sup>) Thursday of each month at 5:45 pm. Written notice of each regular meeting and a tentative agenda for the meeting shall be emailed to each Director no later than five (5) days prior to the date of such meeting.

Directors may agree to be notified in a different manner but such agreement must be explicit and recorded with the Director's contact information at the corporation.

### **Section 7. Special Board Meetings**

Special meetings of the Board of Directors for any purpose may be called at any time by the President or four (4) or more Directors. Notice of the time,

place, and purpose of special meetings shall be communicated by email or phone call. It shall be delivered at least 24 hours before the time of the meeting.

Any meeting, regular or special, may be held by telephone or electronic conference, or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present at the meeting.

### **Section 8. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 10 of this Article IV. The Directors at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of Directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

### **Section 9. 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 the business had occurred at a meeting duly held after regular notice, if a quorum is present and if, 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. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement, the lack of notice to that Director.

### **Section 10. Adjournment**

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the recommenced meeting to the Directors who were not present at the time of the adjournment.

### **Section 11. Action Without Meeting**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of the Directors consent in advance in writing, including by email, to that action. Such action shall have the same force and effect as a vote of the Board of Directors at a meeting duly held after regular notice with a quorum present. Written consent shall be reported by the President of the Board at the next Board meeting and confirmed by majority vote or the writings indicating consent filed with the minutes of that meeting.

### **Section 12. Fees and Compensation of Directors**

Directors shall receive no compensation for their services as such but may be reimbursed for their actual and necessary expenses in transacting the business of the corporation with the authorization and approval of the Executive Director.

### **Section 13. Special Limitations**

No transaction or contract shall be entered into between the corporation and one or more of its Directors, or between the corporation and any corporation, firm, or association in which one or more of its Directors has a material financial interest unless the procedures of Section 310 of the Corporation Code of California shall have been followed.

No agent, employee, Member, or Director of the corporation shall be Indemnified by the corporation unless the procedures and provisions of Section 317 of the Corporation Code of California shall have been followed.

## **Section 14. Committees**

The Board of Directors may form, at its convenience, committees of two kinds: those with legal authority to act for the corporation and those with authority only to advise the Board of Directors. The former are provided for in paragraph (a) below and the latter are provided in paragraph (b) below. The Board may instruct the Nominating Committee, as established by and constituted under Article IV, Section 3, to nominate members for these committees. All committee members must be Members of the Richmond Art Center.

- (a) The Board may, by resolution adopted by a majority of the Board of Directors, designate one or more committees with legal authority to act for the corporation to the extent specified in the resolution creating such committee, each such committee consisting of two (2) or more Directors, to serve at the pleasure of the Board. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee.

Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to:

- (i) the approval of any action, which, under the law of California, also requires the approval of the Members;
  - (ii) the filling of vacancies on the Board of Directors or on any committee;
  - (iii) the amendment or repeal of bylaws or the adoption of new bylaws;
  - (iv) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; or
  - (v) the appointment of any other committee of the Board of Directors or the members of such committee.
- (b) Advisory committees may be appointed to consist of two or more Directors or other Members of the Art Center. Advisory committees shall have no legal authority to act for the corporation, but shall undertake those duties designated by the Board of Directors.
- (c) The Chair of each Advisory Committee or Committee with Legal Authority shall be a member of the Board of Directors.

## **Section 15. Meetings and Actions of Committees with Legal Authorization to Act**

Meetings and actions of committees with legal authorization to act on behalf of the Board shall be governed by, and held and taken in accordance with, the provisions of Article IV of these bylaws, Section 6 (regular meetings), 7 (special meetings), 8 (quorum), 9 (waiver of notice), 10 (adjournment), and 11 (action without meeting), 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 of 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. The Board of Directors may adopt rules for the governing of any committee not inconsistent with the provisions of these bylaws.

## **Section 16. Indemnification**

The Richmond Art Center shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or member of the RAC Board of Directors against all expenses and liabilities including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the RAC; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding. The Officers and Executive Director of the Richmond Art Center shall purchase Directors' and Officers' Insurance to insure that funds are available for this purpose.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified officers and Directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or Director under this Article shall apply to such officer or Director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **ARTICLE V** **OFFICERS**

### **Section 1. Number and Titles**

The officers of this corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time establish. One person may hold two (2) or more offices except those of President and Vice-President and President and Secretary. All officers shall be

selected from the Board of Directors. The officers may meet together with or without the Executive Director as an Executive Committee.

## **Section 2. Election and Term of Officers**

The officers shall be nominated by the Nominating Committee and elected by or at the Board of Director's June meeting. Each officer shall take office following election upon July 1<sup>st</sup>, and serve until he or she shall resign, be removed, or reaches the end of his or her term.

## **Section 3. Removal and Resignation**

Any officer may resign in writing to the President or if the President wishes to resign, in writing to the Secretary. Any officer may be removed by a vote of two-thirds of the Directors present at any regular or special meeting of the Board. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors or by the President until such appointment is made by the Board of Directors.

## **Section 4. President**

The President shall have general supervision, direction, and control of the affairs of the corporation. The President shall have authority to sign all contracts and other legal instruments on behalf of the Corporation, except as otherwise provided by the Board of Directors. The President shall preside at all meetings of Members and of the Board of Directors. With the Board of Directors' approval, the President can delegate duties to an Executive Director by contract.

## **Section 5. Vice-President**

The Vice-President shall, in the absence or disability of the President, perform all of the duties of the President and when so acting shall have the powers of and be subject to the restrictions upon the President.

## **Section 6. Secretary**

The Secretary shall keep minutes of all meetings of Members and of the Directors, shall be the custodian of the corporate records, shall give all notices as are required by law or by these bylaws, and generally, shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

An assistant Secretary may be named to assist the Secretary in his or her other duties. The assistant Secretary need not be a member of the Board.

## **Section 7. Treasurer**

The Treasurer shall oversee the financial activities of the corporation as outlined in RAC's *Accounting Manual* and shall submit to the Board of Directors at each regular meeting thereof and whenever the Board may require, an account of all financial transactions and a financial statement of the corporation in a form satisfactory to the Board of Directors. The Treasurer shall have other powers and perform such other duties as may be from time to time prescribed by the Board of Directors.

With the approval of the Board of Directors, the Treasurer may assign administrative duties to a non-board professional. This includes keeping and maintaining accurate books of accounting showing the properties and business transactions of the corporation, which books of account shall at all reasonable times be open to inspection by any Member of the corporation or as otherwise provided by law. The Treasurer shall have custody of the funds and accounts of the corporation and shall deposit and disburse the same as ordered by the Board of Directors.

One or more Assistant Treasurers may be named to help the Treasurer in his or her duties. The Assistant Treasurers need not be members of the Board.

## **Section 8. Execution of Instruments**

Any and all instruments executed in the name of the corporation shall be executed by any one or more officers, employees or agents of the corporation as authorized from time to time by the Board of Directors. Such authorization may be general or confined to specific instances. The respective offices and duties as established in this Article V and by resolution of the Board of Directors include, except as otherwise provided, the authority to execute instruments in the name of the corporation when the execution of the instrument is incident to carrying out the duties of the office.

# **ARTICLE VI** **MISCELLANEOUS PROVISIONS**

## **Section 1. Records Retention and Disposal Policy**

The corporation shall adhere to the Records Retention and Disposal Policy. See complete list in **Addendum A** to the **Bylaws: The Records Retention and Disposal Policy for the Richmond Art Center**.

In addition, these and the following records shall be kept permanently at its principal office or other systematic records:

- (a) The record of all meetings of the Board of Directors including date, place, those attending, and the proceedings had; written approvals of minutes of meeting; and written consents to action of the Board of Directors without a

meeting that was not confirmed by a majority vote at the next meeting shall be kept in an electric file and a hard copy and posted on the RAC website.

- (b) The record of all Members meetings, including date, place; the proceedings had; written consents of Members of corporate actions approved by Members without a meeting by less than unanimous written consent.
- (c) A copy of the Articles of Incorporation and all amendments thereof and a copy of all certificates filed with the Secretary of State.
- (d) A copy of the Bylaws, as amended, duly certified by the Secretary of the State.
- (e) A list of the Directors of the corporation.

## **Section 2. Fiscal Year**

The fiscal year of the corporation shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.

## **Section 3. Open Meeting**

All meetings of the corporation (with the exception of Executive sessions) shall be open and public, and all persons shall be permitted to attend such meetings.

## **Section 4. Transition**

The enactments of these bylaws shall not nullify any action previously taken by the corporation or its entities and shall not repeal any resolution of the membership or previous Board of Directors, except to the extent that such resolution is in conflict with the provisions of these bylaws.

Neither shall the enactments of these bylaws curtail the terms of office of any Director, officer, or committee member who is serving in such capacity on the effective date of these bylaws.

## **Section 5. Interpretation**

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

## **Section 6. Parliamentary Authority**

Except in those matters where state law, these bylaws, or the Articles of Incorporation of this corporation provide differing or contrary procedures, all

proceedings of this corporation shall be governed by the parliamentary treatise known as: *Rosenberg's Rules of Order*.

## **ARTICLE VII** **AMENDMENTS**

### **Section 1. Proposed Amendment by Directors**

The Board of Directors may propose amendments to the Bylaws to be approved by the Members.

### **Section 2. Official Amendment by Members**

New bylaws may be adopted, or these bylaws may be amended or repealed by the vote or written consent of a majority of the Members at the annual Members Meeting thereof, or at any special meeting called for such purpose.

### **Section 3. Record of Amendments**

Whenever an amendment or new bylaw is adopted, it shall be inserted in the original bylaws in the appropriate place. If any bylaw is repealed, it shall be deleted. The Secretary of the corporation shall record amendments to the bylaws, and records of amendments shall be maintained permanently in the RAC archives. See Addendum A Records and Retention and Disposal Policy on page 86.