

**BY-LAWS OF HEALDSBURG ARTS COUNCIL
dba HEALDSBURG LITERARY GUILD**

ARTICLE I. OFFICES

Section 1.01 Principal Office.

The principal office of the Corporation for its transaction of business is located in the City of Healdsburg, and County of Sonoma, California.

Section 1.02 Change of Address.

The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Sonoma, California. Any such change shall be noted by the Secretary in these By-Laws, but shall not be considered an amendment of these By-Laws.

ARTICLE II. PURPOSES

Section 2.01 Objectives and Purpose.

The Healdsburg Arts Council is a nonprofit organization whose mission is to enrich the cultural environment of our community through the literary arts. Our goals are to advocate and promote the literary arts in Healdsburg and Geyserville by developing literary salons and other literary events that educate, entertain and enliven our area.

ARTICLE III. MEMBERS

Section 3.01 Non-Voting Membership.

The Corporation shall offer non-voting memberships to the community for a nominal annual fee.

Section 3.02 Effect of Non-Voting Prohibition.

Any action, which would otherwise require approval by a majority of all members or approval by the members, shall require only approval of the Board of Directors. All rights, which would otherwise vest under the Nonprofit Public Benefit Corporation Law in, the members shall vest in the Directors.

ARTICLE IV. DIRECTORS

Section 4.01 Number.

The Corporation shall have at least five (5) but no more than fifteen (15) Directors. The Directors shall be known as the Board of Directors.

Section 4.02 Term of Office.

The Directors shall serve an indeterminate term of office.

Section 4.03 Nomination.

Nominations for the board may be made at any time.

Section 4.04 Election.

When necessary or appropriate, the Directors shall be elected at regular or special meetings of the Board of Directors as prescribed by Section 4.06 of these By-Laws. Any such election shall require a 2/3 vote by the Board of Directors.

Section 4.05 Compensation.

The Directors shall serve without compensation.

Section 4.06 Meetings.

a. Call of Meetings. The President or any Vice-President or the Secretary or any two (2) directors may call meetings of the board.

b. Place of Meetings. All meetings of the board shall be held at the principal office of the Corporation as specified in Section 1.01 of these By-Laws or as arranged from time to time as provided in Section 1.02 of these By-Laws.

c. Regular Meetings. The board shall meet monthly; however, the board may, on occasion, elect to forego a monthly meeting based on a majority vote of the Board of Directors. One board meeting a year shall be designated the Annual Meeting on a date determined by the board.

d. Special Meetings. The President or any Vice President or the Secretary or any two (2) Directors may call special meetings of the Board. Special meetings shall be held on four (4) days notice by first-class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally or by telephone or by e-mail. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

e. Quorum. A majority of the actual number of Directors then in office constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

f. Transaction of Board. Except as otherwise provided in the articles, in these By-Laws, or by law, every act or decision done or made by a 2/3 vote of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a 2/3 vote of the required quorum for such meeting, or such greater number as is required by law, the Articles, or these By-Laws.

g. Conduct of Meetings. In the absence of the President, the Vice President shall preside at meetings, and if the President and Vice President are absent, the Secretary shall preside at meetings. In the absence of all officers, a majority of Directors present shall select the presiding Director.

h. Adjournment. Two-thirds (2/3) of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.07 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 of Directors individually or collectively consent in writing or by email to such action.

Section 4.08 Removal of Directors.

Removal, for or without cause, requires a 2/3 vote of those duly elected Directors currently in office.

Section 4.09 Resignation of Director.

Any Director may resign effective on giving notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 4.10 Vacancies on the Board.

a. **Causes.** Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director and whenever the number of Directors falls below five (5).

b. **Filling Vacancies.** Vacancies on the Board of Directors may be filled by approval of the Board of Directors in any manner provided in these By-Laws for the election of Directors.

Section 4.11 Committees of the Board

From time to time the Board of Directors may establish various committees to further the Council's objectives and purposes. The Chairperson of a Board committee shall be appointed by the Board of Directors; may be a current Board member; shall serve in such position at the pleasure of the Board; and will be expected to report regularly to the Board as to the committee's activities and accomplishments. Such Board committees shall have no other officers.

ARTICLE V. OFFICERS

Section 5.01 Number and Titles.

The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer (CFO), and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Corporation. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer shall serve concurrently as the President.

Section 5.02 Election.

At the Board of Directors' Annual Meeting, by a 2/3 vote of those duly elected Directors currently in office, the officers of the Corporation shall be elected by and serve at the pleasure of the Board of Directors.

Section 5.03 Term of Office.

Each officer elected shall serve an initial term of not more than 2 years, unless re-elected by a 2/3 vote of those duly elected Directors currently in office.

Section 5.04 Resignation and Removal of Officers.

Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of 2/3 of the duly elected Directors currently in office.

ARTICLE VI. CORPORATE RECORDS, REPORTS, AND SEALS

Section 6.01 Keeping Records.

The Corporation shall keep adequate and correct Records of Account and Minutes of the Proceedings of the Board. The Minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

