

BYLAWS OF BUENAVENTURA ART ASSOCIATION

A California Nonprofit Corporation

ARTICLE I. OFFICES

Principal Office

Section 1.01. The principal office of the Corporation for its transaction of business is located in the City of Ventura, County of Ventura, California.

Change of Address

Section 1.02. 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 Ventura, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS

Eligibility for Membership

Section 2.01. Any person, whether an artist or one who appreciates art, is eligible to be a member of the Corporation.

Classification of Members

Section 2.02. The corporation shall have *six* classes of members. No person shall hold more than one membership in the Corporation. The qualifications, dues, voting privileges and other rights and privileges of members according to their respective types of membership shall be as hereinafter set forth.

(A) *Supporting Members (SM)* shall have the privilege of the floor, the privilege of holding office in the Corporation and shall have the right to vote on all questions coming before meetings of the Corporation requiring a vote; active members are expected to take an interest in Corporation activities, and to perform such duties as may be asked of them. Supporting members shall not have the privilege of submitting works for jury, do not have volunteer obligations, but shall be responsible for paying dues.

Exhibiting members are divided into distinct classifications. All Exhibiting members shall have the privilege of submitting, for jury, works for exhibition in such galleries as the Corporation shall sponsor. Rights and responsibilities of these members shall vary by classification.

(B) *Exhibiting Contributor (EC)* who chose no volunteer obligation shall have the privilege of the floor, the privilege of holding office in the Corporation and shall have the right to vote on all questions coming before the Corporation requiring a vote. These members shall be responsible for paying full-pay dues.

(C) *Exhibiting Members (EM)* with volunteer obligations shall have the privilege of the floor, the privilege of holding office in the Corporation and shall have the right to vote on all questions coming before the Corporation requiring a vote. These members shall be responsible for paying dues at a reduced rate.

(D) *Honorary Lifetime* Exhibiting members shall have no volunteer obligations, shall pay no dues; but shall have the privilege of the floor, the privilege of holding office in the Corporation and shall have the right to vote on all questions coming before the Corporation requiring a vote.

The following classifications of membership shall not have the right to vote or hold office, but shall have the privilege of the floor at all meetings of the Corporation:

(E) *Honorary Student Exhibiting Members* must be full time registered students in Ventura County but they need not be a resident of the county. Honorary Student Exhibiting members have no dues or volunteer obligation.

(F) *Summer Exhibiting Members* are eligible for membership June 1 through September 1 at a rate of dues to be determined by the Board. Summer Exhibiting members do not have volunteer obligations.

Admission to Membership

Section 2.03. Any person eligible for membership shall be admitted on an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors and on the payment of the first annual dues as specified in Section 2.04 of these Bylaws.

Section 2.04. The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership.

Assessments

Section 2.05. Memberships shall be non-assessable.

Transferability of Membership

Section 2.06. Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Membership Book

Section 2.07. The Corporation shall keep in written form or in any form, capable of being converted into written form, a membership book containing the name, address, and class of each member. Such information shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law and as set forth in Section 2.08 of these Bylaws.

Inspection Rights of Members Demand

Section 2.08.

(A) Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 2.08 (c) of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation which demand shall state the purpose for which the inspection rights are requested; or

(2) 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 the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

Members Permitted to Exercise Rights of Inspection

(B) The rights of inspection set forth in Section 2.08 of these Bylaws may be exercised by any member, for a purpose reasonably related to such person's interest as a member.

Alternative Method of Achieving Purpose

(C) The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 2.08 (A) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made shall be deemed a reasonable alternative, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.08 (A) of these Bylaws.

Non-liability of Members

Section 2.09. A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations or liabilities of the Corporation.

Termination of Membership

Causes

Section 2.10

(A) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member;
- (2) The death of a member; and
- (3) The nonpayment of dues.

Nonpayment of Dues

(B) The membership of any member who fails to pay his or her dues when due and within thirty (30) days thereafter shall automatically terminate unless alternate arrangements for payment have been made. A person whose membership has terminated may not be permitted to exhibit in BAA sponsored exhibitions or to participate in other BAA membership activities.

Effect of Termination

(C) All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Artwork left 10 days after membership termination shall become the property of BAA.

ARTICLE III. MEETINGS OF MEMBERS

Place

Section 3.01. Meetings of members shall be held at the principal office of the corporation or at such location within Ventura County, State of California as may be designated from time to time by resolution of the Board of Directors.

Regular Meetings

Section 3.02. The members shall meet annually on the first Monday in April in each year at 8:00 P.M. or at such other date and time fixed by notice to the members as provided in Section 3.04 of these Bylaws. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.

Special Meetings

Section 3.03. Special meetings of members shall be called by the President, Board of Directors or one-fifth (1/5) of the voting membership and held at such place as is fixed in Section 3.01 of these Bylaws. Special meetings may be called for any lawful purpose. Special meetings will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days or more than ninety (90) days after receipt of the written request from such person or persons by the President of the corporation.

Notice of Meetings

Section 3.04. Written notice of every meeting of members shall be either electronically delivered, mailed by first-class United States mail, postage prepaid, or personally delivered, fifteen (15) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote there at.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. In the case of a specially called meeting of members, notice that a meeting will be held shall be sent to the members forthwith and in any event within twenty (20) days after the request was received by the President.

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Contents of Notice

Section 3.05. The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Quorum

Section 3.06. A quorum at any meeting of members shall consist of twenty (20) percent of the voting power, represented in person or by proxy. For purposes of the Bylaws, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Loss of Quorum

Section 3.07. The members present at a duly called or 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 such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

Section 3.08. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.07 of these Bylaws.

Voting of Membership One Vote Per Member

Section 3.09.

(A) Each member is entitled to one vote on each matter submitted to a vote of the members.

Record Date of Membership

(B) The record date for the purpose of determining the members entitled to notice of any meeting of members is sixty (60) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is twenty (20) days prior to such other action.

Proxy Voting

(C) Members entitled to vote shall be permitted to vote or act by proxy.

Action without Meeting by Written Ballot

Ballot Requirements

Section 3.10.

(A) Any action which may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting which the total number of votes cast was the same as the number of votes cast by ballot.

Solicitation of Ballots

(B) Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.04 of these Bylaws and of voting by written ballot set forth in Section 3.10 (C) of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

Voting by Written Ballot

(C) The form of written ballots shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Revocation of Ballot

(D) Unless otherwise provided in the Articles of Incorporation of the Corporation or these Bylaws, any member casting a ballot may revoke the ballot, or substitute another, by a writing received by the Corporation prior to the time specified on the Ballot for its receipt by the Corporation, but may not do so thereafter. Such revocation shall be effective on its receipt by the Secretary of the Corporation.

Conduct of Meetings

Chair

Section 3.11

(A) The President of the Corporation or, in the absence of said President, the Vice-President or any other person chosen by a majority of the voting members present in person or by proxy shall be Chair of and shall preside over the meetings of the members.

Secretary of Meetings

(B) The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in the absence of said Secretary, the Chair of the meetings of members shall appoint another person to act as secretary of the meetings.

Rules of Order

(C) The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation.

Inspectors of Election

Appointment

Section 3.12

(A) In advance of any meeting of members, the Board may appoint inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any person so appointed fails to appear or refuses to act, the chair of any meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3).

Duties

(B) The inspectors of election shall perform the following duties:

- (1) Determine the number of voting memberships outstanding, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
- (2) Receive votes;
- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (4) Count and tabulate all votes and consents;
- (5) Determine when the polls shall close;
- (6) Determine the result; and
- (7) Do such acts as may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

ARTICLE IV. DIRECTORS

Number

Section 4.01. The Corporation shall have fifteen (15) Directors. Collectively, the Directors shall be known as the Board of Directors.

Qualification

Section 4.02. The Directors of the Corporation shall be residents of the State of California and members of the Corporation eligible to vote or hold office.

Terms of Office

Section 4.03. Each Director shall hold office until the next annual meeting of members as prescribed by Section 3.02 of these Bylaws or for a term of one year from the date of such Director's election, and until such Director's successor is elected. In the event a Director is removed at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws, such Director shall hold office only until removed. To insure continuity in policy and action, the outgoing officers, unless removed for cause, may serve in an advisory capacity during the ensuing year as a nonvoting member of the Board.

Nomination

Section 4.04. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Election

Section 4.05. The Directors shall be elected at each annual meeting as prescribed by Section 3.02 of these Bylaws or by written ballot as authorized by Section 3.10 of these Bylaws.

The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number to terms they may serve.

Compensation

Section 4.06. The Directors shall serve without compensation.

Meetings

Call of Meetings

Section 4.07.

(A) Meetings of the Board may be called by the President or any four (4) Directors.

Place of Meetings

(B) All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.

Time of regular meetings

(C) Regular meetings of the Board shall be held, without call or notice, at 4:00P.M. on the third Tuesday of every month at the principal office of the Corporation, and following each (annual) meeting of the members of the Corporation as set forth in Section 3.02 of these Bylaws.

Special Meetings

(D) Special meetings of the Board may be called by the President or any four (4) Directors. 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 or facsimile transmission. 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, or 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.

Quorum

(E) One-third (1/3) of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

Transactions of Board

(F) Except as otherwise provided in the Articles, in these Bylaws, or by law, 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 is the act of the Board 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 is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

Conduct of Meetings

(G) The President or, in the absence of said President, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Adjournment

(H) A majority 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 must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

Section 4.08. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same fore and effect as the unanimous vote of such Directors.

Removal of Directors

Section 4.09. The Board may declare vacant the office of a Director who has failed to attend three (3) consecutive Board meetings without notification of inability to attend.

Powers and Duties

Section 4.10.

(A) The Board of Directors shall have the power to accept or reject applications for membership in the Corporation as per Article 3.

(B) The Board of Directors shall have the power to act upon resignations of members and to expel members as per Robert's Rules of Order.

(C) The Board of Directors shall be empowered to manage assets, fundraising, donations, grants, galleries, exhibitions, contests, competitions and performances necessary to meet the purposes and objectives of the Corporation, setting such rules, regulations, and fees required, provided such rules and fees are clearly published to the membership and the general public. The Board of Directors shall employ such personnel as required to operate the Corporation's facilities and shall set the wages and contracts thereof, provided that no employee shall serve as an elected member of the Board of Directors.

(D) The Board of Directors shall have the power to fill any vacancy, however occurring, among the officers and directors of the Corporation during anytime between the annual meeting of members.

(E) The Board of Directors shall have the power to generally do and perform or cause to be performed any and every act and thing whatsoever which the Corporation may lawfully do and perform.

Nominating Committee

Section 4.11. The Board of Directors shall appoint a nominating committee of at least five (5) members not less than sixty (60) days prior to the annual meeting. The nominating committee shall:

(A) Select candidates for the offices of President, Vice President, Secretary, Treasurer and ten (11) Directors at Large assuring that such candidates are members of the Corporation in good standing.

(B) Prepare a ballot and present nominations to the voting membership at the annual meeting for election.

(C) The chair of the nominating committee shall be appointed by the President with ratification by a majority of the Board of Directors.

ARTICLE V. OFFICERS

Number and Titles

Section 5.01. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, 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. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Appointment and Resignation

Section 5.02. The officers and directors at large shall be chosen by the members at the annual membership meeting. Any officer or director at large may resign at any time on written notice to the Corporation. An officer or director at large who has resigned may be replaced as provided for in Section 4.10(D). The officers shall constitute the Executive Committee of the Board of Directors.

Duties of Officers

Section 5.03.

(A) The President shall serve as presiding officer and spokesperson; shall be responsible for appointing, advising and guiding the chair persons of all standing committees with the Board's approval.

(B) The Vice-President will assist the President, serve as Parliamentarian, and in the absence of the President, preside and perform the duties of the President. Additionally, the Vice-President will chair at least one committee.

(C) The Secretary shall keep minutes of the meetings; take the roll call and mark absences at Board meetings; provide the minutes of previous meetings; and in the absence of President and Vice President, call meetings to order and preside until the election of a chair pro tem, which should take place immediately. The Secretary shall conduct correspondence as directed; read or summarize important correspondence at meetings and is responsible for written notice of meetings as provided in Section 3.04.

(D) The Treasurer shall prepare an annual budget and give statements of finances as often as required and give a complete annual financial report which has been audited.

(F) The Directors at Large serve on the Board of Directors as standing committee chairs and/or perform other duties as directed.

ARTICLE VI. CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

Section 6.01. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. 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.

Annual Report

Section 6.02. The Board shall cause an annual report to be sent to the members not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321 (A) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Annual Statement of Certain Transactions and Indemnifications

Section 6.03. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Section 6322 (D) and (E) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

Corporate Seal

Section 6.04. The Board of Directors shall adopt a corporate seal which shall be in the following form and design:

The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

Amendments

Section 7.01. These Bylaws may be amended or repealed by a written assent of a majority of all members entitled to vote, or by a two-thirds(2/3) vote at a meeting duly called from that purpose according to the requirements of Article 3.0 of these Bylaws, a quorum being present.

CERTIFICATE OF SECRETARY OF BUENAVENTURA ART ASSOCIATION A California Non-Profit Corporation