

BYLAWS OF MOTHER LODE ART ASSOCIATION, INC.

Adopted by a majority vote of the Directors in attendance at a meeting this 16th day of September, 2024. These bylaws amend and replace any prior bylaws of this corporation.

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of California and the Articles of Incorporation of Mother Lode Art Association, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of California, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Mother Lode Art Association, Inc., it shall then be these Bylaws which shall be controlling.

ARTICLE 1 -NAME AND LEGAL ENTITY BACKGROUND

The legal name of the nonprofit corporation shall be known as "Mother Lode Art Association, Inc.", and shall hereinafter be referred to as MLAA or the Corporation.

MLAA was incorporated on January 12, 1953, with the filing of Articles of Incorporation with the California Secretary of State, as an entity type: Nonprofit Corporation – CA – Public Benefit, and with entity number 0270193.

MLAA was granted an exemption from certain state taxes by the California Franchise Tax Board on January 13, 1953, under entity ID 0270193.

MLAA was added to the State of California Registry of Charitable Trusts with the California Department of Justice with State Charity Registration number CT0280300, effective January 1, 2016.

MLAA is assigned Employer Identification Number (EIN) 98-0715424 with the Internal Revenue Service.

MLAA is established within the meaning of IRS Publication 557 Section 501(c) (3) of the Internal Revenue Code, of 1986, as amended (the "Code") or the corresponding section of any future federal tax code (application pending at this time).

ARTICLE 2 - PURPOSE

MLAA shall be operated exclusively to foster interest in the fine arts, to encourage the membership and the public to participate in creating art work, and to support education and appreciation of fine arts in all of its manifestations in Tuolumne County and the State of California.

In support of these purposes, MLAA may enter into all activities, as are properly within the scope of a nonprofit corporation of this type for the educational and cultural benefit of the community, as are authorized under the laws of the State of California and under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In addition, the Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an

insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary nonprofit purposes.

At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c)(3) of the Internal Revenue Code, such as certain political and legislative activities.

ARTICLE 3 -OFFICES

The mailing address of MLAA is P. O, Box 5140, Sonora, California, 95370.

The Corporation may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 -DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to a/an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5 -MEMBERSHIP

Any individual or organization who is interested in the purpose of this organization may become a member of MLAA. There is only one class of membership, and each member shall be entitled to one vote.

Membership annual dues shall be due January 1 of each year. Dues will be considered lapsed if not received by March 1 of each year. Membership is reinstated by payment of the dues.

ARTICLE 6 -BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of California.

The Board shall consist of the Officers (Article 8) as well as up to five at-large directors, one being the past president if he/she is willing and able to serve. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to the Officers and Corporation staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number

The number of Directors shall be between five and nine (including Officers and at-large directors) and may be

increased beyond nine by adding at-large board members by the affirmative vote of a simple majority of the then-serving Board of Directors. A Board member need not be a resident of the State of California.

Board Compensation

The Board shall receive no compensation other than reimbursement for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation for services rendered.

Officer and Director Elections

The Nominating Committee shall be comprised of the Nominating Chairperson, appointed by the President, and two MLAA members at large appointed in September. In October, the Nominating Committee shall report to the Board with their proposed slate of officers and directors. Recommendations from the Nominating Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by simple majority of those Board members at a Board meeting at which a quorum is present. If no Nominating Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Board of Directors.

Term of Board Members

All appointments to the Board shall be for a term of one (1) year. No person shall serve more than two consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to one additional year. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 1 year has passed since the conclusion of such Board member's service.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been: 1) declared of unsound mind by a final order of court, 2) convicted of a felony, 3) found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or 4) has missed 3 unexcused consecutive meetings of the Board of Directors, or a total of 4 unexcused meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 7 - Special Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the President of Corporation, the secretary of Corporation, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of California is first notified, no director may resign when the Corporation would then be left without at least one duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by simple majority of the directors then in office, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any Director before that Director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.

ARTICLE 7 - MEETINGS

Regular Board Meetings

The Board's regular meetings shall be held the 3rd Monday of every month except July, August, and December, at the Tuolumne County Library Conference Room, in Sonora, unless an alternate location is otherwise designated. All MLAA members are welcome to attend any regular board meeting.

Special Board Meetings

Special board meetings may be called at any time and any place by the President or three or more board members. Board members shall be notified of such meeting at least five days in advance, and such notice shall state the meeting's purpose. The Special board meeting shall be limited to the purpose which was included in the advance notice. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Annual General Meeting

An Annual General Meeting, to which all MLAA members are welcome, will be held in November in place of the regular board meeting. MLAA members will be notified of the date, time and location of this meeting. At such meeting, election of new officers will be held.

Non-Member Guests

Attendees at meetings who are neither Directors nor MLAA members shall be given voice only when called upon to speak at MLAA meetings.

Minutes

The Secretary shall be responsible for the recording of minutes of each meeting of the Board. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books or on the Corporation's website. A copy of the minutes shall be delivered to each Board member via either mail, or hand delivered, or emailed, or posted on the MLAA website, within 10 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of a majority of then-serving Directors shall constitute a quorum for the transaction of business. The act of the majority of the then-serving Board members serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote.

Proxy

Members of the Board shall not be allowed to vote by proxy.

Board Member Attendance

An elected Board Member who is absent from three consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President his/her commitment to the Corporation. The Board may deem a Board member who has missed three consecutive meetings without such a reevaluation to have resigned from the Board (per Article 6 - Vacancies (b)).

ARTICLE 8 - OFFICERS

Officers and Duties

The Board shall elect officers of the Corporation which shall include a President, a Vice President, a Secretary, and a Treasurer. Elected officers shall serve a one-year term. Officers are automatically also directors. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. In addition to the duties in accordance with this Article, officers shall conduct all

other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors. and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be elected at the annual general meeting in November, and installed in their offices at the meeting in January, and shall serve the needs of the Board. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the President and/or Secretary of the Corporation.

All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice. a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office. Officers shall not receive compensation.

President

It shall be the responsibility of the President, when present, to preside over all meetings of the Board of Directors. The President is authorized to execute, in the name of the Corporation, any and all contracts or other documents which may be authorized either generally or specifically by the Board to be executed by the Corporation.

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation, subject to the control, advice and consent of the Board of Directors. The President shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President is authorized to contract, receive, deposit, authorize disbursement of and account for all funds of the Corporation, to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation, and to negotiate any and all material business transactions of the Corporation. The President has the discretionary authority over expenditures up to \$1,000.

Vice President

In the absence of the President, or in the event of his/her inability to carry out the responsibilities of the office, it shall then be the responsibility of the Vice President to perform all the duties of the President and in doing so shall have all authority and powers of and shall be subject to all of the restrictions on the President.

Secretary

The Secretary, or his/her designee. shall be the custodian of all records and documents of the Corporation, which are required to be kept at a designated location and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation and shall see that the seal of the Corporation, if any, is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly

authorized in accordance with the provisions of these bylaws.

Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all 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 Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, as may be ordered by the Board of Directors, and shall render to the President, and Directors, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE 9 - COMMITTEES

Committees of Directors

The President may designate one or more committees and/or chairpersons of such committees to undertake specific tasks in furtherance of the Corporation's purposes. Each such committee may also include persons who are not on the Board but whom the President believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. However, committees, regardless of President or Board resolution, shall not:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote,
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board,
- c) Fix compensation of the directors serving on the Board or on any committee,
- d) Amend or repeal the Articles of Incorporation or Bylaws or adopt new bylaws,
- e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable,
- f) Appoint any other committees of the Board of Directors or their members,
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan,
- h) Approve any self-dealing transaction, except as provided pursuant to Law,

Unless otherwise authorized by the Board of Directors, committees shall not bind the Corporation in a contract or agreement or expend Corporation funds.

ARTICLE 10 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, each 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:

- a) One or more officers or employees of the Corporation whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 10 -Standard of Care, any 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 limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

Loans

The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict-of-Interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than 0% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the

validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict-of-Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict-of-Interest Policy

Each director, officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict-of-interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Corporation is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty -Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this Corporation and one or more of its Directors, or between this Corporation and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Corporation and a corporation, firm, or association of which one or more of its directors are Directors of this Corporation. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said Interested Director(s));
- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith-without counting the vote of the Interested Director(s)-and the contract is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of

Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Corporation shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 11 - EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation, other corporate/organization's instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation shall be executed, signed, and/or endorsed by the President, Secretary, and Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

ARTICLE 12 - RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at a designated location the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall keep at a designated location a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

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/organizations, The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Corporation shall prepare annual financial statements using generally accepted accounting principles. The Corporation shall make these financial statements available to the California Attorney General and members of the public for inspection no later than 120 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 120 days after the end of the fiscal year of the Corporation, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year,
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year,
- c) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year,
- d) The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000.00 or indemnifications involving more than \$10,000.00 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant 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.

ARTICLE 13 - FISCAL YEAR

The fiscal year for this Corporation shall be the calendar year.

ARTICLE 14 -AFFILIATIONS

MLAA may establish affiliations with organizations whose purposes are similar to those of MLAA, and through such affiliations, MLAA seeks to further its stated purpose.

Sonora Photo Club

A subset of MLAA members are also members of the Sonora Photo Club, which has its own operating bylaws, leadership team, and has its own funds in accounts separate from and independent of MLAA. The activities of the Sonora Photo Club are completely in alignment with the purpose of MLAA, namely to foster interest in the fine arts, to encourage the membership and the public to participate in creating art work, and to support education and appreciation of fine arts in all of its manifestations in Tuolumne County and the State of California. MLAA shall include the Sonora Photo Club as an insured on its liability insurance policy.

ARTICLE 15 -AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which 30 days advance notice of such meeting is given. If any provision of these Bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 16 -CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Sheri B. Fleming, certify that I am the current elected and acting Secretary of the Corporation, and the above bylaws are the bylaws of this Corporation as adopted by the Board of Directors on September 16, 2024, and that they have not been amended or modified since the date above.

EXECUTED on this 16th day of September, in the County of Tuolumne in the State of California.

Sheri B. Fleming
(Duly Elected Secretary)