BYLAWS OF
AMERICAN CANYON ARTS FOUNDATION

ARTICLE 1: NAME AND ADDRESS

Section 1: Name. The name of this nonprofit public benefit corporation shall be **AMERICAN CANYON ARTS FOUNDATION**, or ACAF.

Section 2: Principal Office. The address of the principal office of ACAF shall be 101 West American Canyon Road, Suite 508-163, American Canyon, CA 94503, or at such other place as the Board of Directors (Board) hereafter may designate.

ARTICLE 2: GOVERNING LAW

Section 1: State Law. ACAF is governed generally by the laws of the State of California and specifically by the relevant sections of the California Corporations Code (CCC), as amended.

Section 2: Bylaws. ACAF shall further be governed by these Bylaws to the extent they are not in conflict with the law or the Articles of Incorporation. Any and all pre-existing bylaws are hereby terminated, replaced and superseded by these Bylaws on adoption by the Membership.

ARTICLE 3: PURPOSE AND LIMITATIONS

Section 1: General Mission. The mission of ACAF shall be to maintain, enhance and support the role of the arts in American Canyon and the surrounding area; to familiarize the public with the recreational and cultural significance of the arts; to encourage and promote local artists; and to provide financial and other assistance to the arts in our public schools.

Section 2: Other Purposes. ACAF may engage in such further and other purposes as may be permitted by law or the Articles of Incorporation, provided however, that such purposes are authorized and approved by the Board, are in furtherance of ACAF's charitable purposes, and are of the type permitted under Section 501 (c) 3 of the Internal Revenue Code.

Section 3: Limitations and Restrictions. ACAF is a nonprofit public benefit corporation and is not organized for the private gain of any person. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of ACAF shall ever inure to the benefit of any director, officer, or private person.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

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ARTICLE 4: MEMBERS

Section 1: General. Any member of the general public that supports the mission and goals of ACAF may become a member by paying an annual membership fee. Members are entitled to all the rights and privileges of membership.

Section 2: Membership Classes. The Board may establish classes of membership, such as artists, families, students and supporters, and set the annual membership fee for each class accordingly.

ARTICLE 5: DIRECTORS

Section 1: Number and Composition. The maximum number of Directors shall be fifteen (15). Directors must be members of ACAF.

Section 2: Powers. Subject to the provisions of the CCC, the Articles of Incorporation, and these Bylaws, the activities and affairs of ACAF shall be conducted, and all powers shall be exercised, by or under the direction of the Board.

Section 3: Duties. It shall be the duty of the Board to:

a) Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or these Bylaws.
b) Appoint and remove, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of the ACAF Executive Director. Supervise the Executive Director to ensure that the Director's duties are performed properly.
c) Meet at such times and places as required by these Bylaws or the needs of ACAF. Register their addresses, phone numbers and email or other electronic notice with ACAF, to ensure that any notice of meetings mailed or sent to them at such addresses, physical or electronic, shall be valid notices.
d) Set the direction, ensure the human and financial resources, and provide oversight of all activities of ACAF.
e) Direct ACAF's business and other affairs and oversee the expenditures of funds raised by ACAF in accordance with the purposes for which they were earned, contributed or collected. The Board shall also have general control and management of the property, funds, investments and business policies of ACAF and may buy, sell, lease or mortgage real property in furtherance of its mission and purposes.

Section 4: Election of Board Members and filling of vacancies. Generally, at the October meeting, the current President of the Board will appoint a Nominating Committee whose purpose is to seek and recommend to the Board ACAF members who, by qualification and desire, wish to place their names in consideration for seats on the Board. The Board will submit their list of names for the full membership to consider at their Annual Meeting. Directors will be elected by a simple majority of ACAF members voting at that Annual Meeting. The term of office will begin in January. Any qualified member may fill the unexpired term of a director by a majority vote of the remaining Board.

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Section 5: Term of Office. The Directors shall serve staggered terms of three years, arranged so that approximately one-third of the terms shall expire in any fiscal year of ACAF. The Board will determine the staggered terms of the Directors under these Bylaws. Directors are limited to two terms of office. After at least a one-year break in service, a member may be elected or appointed to serve on the Board.

Section 6: Removal or Resignation. Any Director may resign effective upon giving written notice to the President, Secretary or the full Board, unless the notice specifies a later time for the effectiveness of such resignation.

The Board, by majority vote, may remove any Director when any of the following conditions occur:

1. Upon the death of the Director;
2. When the Director no longer meets the qualifications to serve as a Director.
3. When the Director has too many unexcused absences from Board meetings, as set forth in Article 9;
4. When the Director has been declared of unsound mind by a final order of court; or
5. When a Director has been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the CCC.

A Director may be removed with or without cause by a majority vote of the membership at a regular or special meeting of the membership.

A Director may also be removed for cause by a two-thirds majority vote of all Board members, provided the Director proposed to be removed shall be given at least one week's notice of the Board meeting called to consider the action, and be given the opportunity to address the Board before action is taken.

Section 7: Compensation. Directors shall not receive any compensation for their services as Directors. Nothing in this Section shall be construed to preclude any Director from serving ACAF in another capacity and receiving just compensation for such service, as specifically approved by the Board of Directors in accordance with Section 5233 (d) of the CCC.

Section 8: Conflicts of Interest. No part of the earnings of ACAF shall inure to the benefit of, or be distributable to its Directors, members, officers, or other private persons, except that ACAF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

Actual expenses incurred or anticipated to be incurred by any Director or member while conducting the affairs of ACAF may be paid or prepaid by ACAF, provided that such expenses are authorized by the Board. Any Director who has a conflict of interest shall not participate in any discussion and shall abstain from voting on any matter in which they have a conflict of interest.

Section 9: Non-Liability of Directors. Provided the Directors conduct themselves consistent with the standard of care set forth in Section 5231 of the CCC, the Directors shall not be personally liable for the debts, liabilities or other obligations of ACAF.

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ARTICLE 6: OFFICERS

Section 1: General. The following officers shall be appointed by the Board to serve one-year terms: President, Vice President; Secretary; and Treasurer. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President, and no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Only Directors may serve as Officers, and any Officer may be removed, with or without cause and for any or no reason, by a majority vote of the Board, at a regular or special meeting of the Board.

In the event of the resignation or removal of an Officer, the Board may appoint a new Director to fill the unexpired portion of that Officer's term of office.

Section 2: Duties of the President. The President shall, subject to the control of the Board of Directors:

1. Provide leadership for the Board and preside at all meetings of the Board;
2. Supervise the activities of the officers, including the Executive Director, and in the absence of an Executive Director, ensure the actions of the Board are properly implemented.
3. Perform all duties incident to their office and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be prescribed from time to time by the Board;
4. Unless otherwise expressly provided by law or these Bylaws, they shall, in the name of ACAF, execute documents which may from time to time be authorized by the Board; and
5. Shall serve as an ex-officio (non-voting) member of all standing committees.

Section 3: Duties of the Vice-President. In the absence of the President, or in the event of their inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President may have other power and perform such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or by action of the Board.

Section 4: Duties of the Secretary. The Secretary shall perform or oversee others perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or by action of the Board.

The Secretary shall be the custodian of records, and shall certify and keep at the principal offices of ACAF, the follow documents or records:

1. The original or copy of the Articles of Incorporation and these Bylaws as amended;
2. A record of minutes of all meetings of the Board and, if applicable, the meetings of committees, recording therein the time and place of the meeting, whether it was regular or special, the names of those present or represented at the meeting, and the proceedings thereof;
3. A record of all Resolutions adopted by the Board; and
4. A record of board members containing the name and address of each member, and any other pertinent information necessary for noticing purposes.

The Secretary shall see that all notices are given in accordance with these Bylaws or as required by law.

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Section 5: Duties of the Treasurer. The Treasurer serves as the custodian of all funds of ACAF and shall:

1. Be responsible for all monies, securities, investments and properties of ACAF;
2. Receive, and give receipt for, monies due and payable to ACAF from any source whatsoever;
3. Have responsibility for all disbursements of ACAF, and to make those disbursements by check or electronic transfer, with the exception of minor expenses;
4. Ensure that complete financial accounts are maintained to include receipts, expenditures, current expenses and budgetary information;
5. Keep custody of the records, books, statements and papers pertaining to the financial affairs of ACAF; and
6. Make reports to ACAF at regular or special meetings of the Membership or the Board.

ARTICLE 7: COMMITTEES

Section 1: Executive Committee. The Executive Committee consists of the President, Vice-President, Secretary, Treasurer and Immediate Past President. In the event the Immediate Past President is no longer a Board member or concurrently is serving on the Executive Committee in some other capacity, one at-large Board member may be appointed to the Executive Committee.

The Executive Committee is responsible for handling most of the administrative duties for the organization, including setting the Board agenda, recommending an annual budget to the full Board; and recommending changes to Board policies.

Section 2: Standing Committees. The Board, by resolution, may establish any number of Standing Committees to assist the Board in fulfilling the mission and purpose of ACAF. Any Standing Committee will select its own Chairperson, and any other officer(s) the Committee may need, and it will keep a record of its meetings and actions taken. By majority vote, the Board will appoint at least one Director to each Standing Committee, who shall serve at the pleasure of the Board. The Committee Chair may also appoint members to serve on the Committee, as needed.

Section 3: Ad hoc Committees. The Board may also establish one or more temporary Ad hoc Committees, to investigate and recommend to the Board a policy or action to be taken, or to address a specific, one-time issue. After the purpose of the committee has been accomplished, the committee will be disbanded. Directors or members may serve on an Ad hoc Committee, and a report of the Committee's findings and recommendations will be presented to the Board.

ARTICLE 8: APPOINTED STAFF

Section 1: Executive Director. The Executive Director shall be the chief executive officer of ACAF. Subject to the direction and control of the Board, the Executive Director shall supervise and control the affairs of ACAF.

1. They shall perform all duties incident to their office and such other duties as may be required by law or these Bylaws, or as may be prescribed from time to time by the Board.

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2. The Executive Officer shall execute all contracts, checks or other instruments, pursuant to Board direction, except as otherwise provided by law.
3. The Executive Director may hire, supervise and fire any other subordinate staff, provided the positions and salary ranges have been approved by resolution of the Board.

The Executive Director serves at the pleasure of the Board, and compensation for the Executive Director shall be fixed from time to time by resolution of the Board.

ARTICLE 9: MEETINGS

Section 1: Membership

1. Regular or Special Meetings. A Regular Meeting of the membership shall be held annually in December or January of each year, at a location to be determined by the Board. A Special Meeting may be called by a majority vote of the Board, or by a signed petition of five percent (5%) of the membership.
2. Notice. Notice of the Regular Meeting will be sent at least ten (10) days prior to the date of the meeting, to every member as of November 15th of each year. The notice will include the date and time of the meeting, the location and the topics to be considered. Generally, the purpose of the Annual Meeting is to elect new Directors and to receive the Annual Report. The same noticing requirement shall apply for Special Meetings.
3. Quorum. A quorum of at least one-third of the membership is required to conduct business at a Regular or Special Meeting. In the event less than a one-third quorum is convened, then a lesser percentage may be allowed but in no event less than ten percent. At a Regular Meeting, when a one-third quorum is present, topics may be raised and considered by the membership. If less than a one-third quorum is present, then only the items listed may be considered. At a Special Meeting, only the items listed in the Notice may be considered.
4. Voting. A simple majority vote of the members present shall be sufficient to take any action at a Regular or Special Meeting.

Section 2: Board of Directors.

1. Regular and Special Meetings. Regular meetings of the Board shall be on an agreed upon day of each month at the principal office, unless otherwise changed by resolution of the Board. Special Meetings may be called by the President.
2. Notice. A 24-hour notice is sufficient for any regular meeting, provided it is held at the regular date and time and location. The notice should include the items to be discussed. A 48 hour notice is required for any Special Meeting, provided it is delivered by phone, electronic transmission or in person, and such notice shall include the date, time and location of the meeting, and the topics to be discussed. Only those items listed may be discussed at a special meeting.
3. Quorum/Voting. A majority of the Directors shall constitute a quorum. A simple majority vote of the Directors present is required to take action.
4. Minutes. A record of any regular or special meeting will be kept by the Secretary.

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5. Attendance. All Directors shall be required to attend regular and special meetings of the Board. Three or more unexcused absences from regular or special meetings over a twelve-month period shall be deemed a tacit resignation from the Board, and the Director's position shall be considered vacant.
6. Closed Sessions. The President of the Board may call for a Closed Session of the Board, and/or a portion of the regular Board meeting, at their discretion. Any Board member may request a Closed Session, by notifying the President at least seven days prior to the meeting.

Section 3: Committees. The date, time and location of any committee meeting will be determined by the Chair of that committee. A majority of the committee members shall constitute a quorum, and a simple majority vote of the members present is needed to take any action.

Section 4: Meetings Generally. All meetings may be held in person or online, or some combination of the two.

ARTICLE 10: ORGANIZATIONAL RECORDS AND REPORTS

Section 1: Required Records to be kept. ACAF shall retain, at a minimum, the following records:

1. Minutes of the proceedings of any meeting of the membership, Board or Committee of the Board, and any related records, including Resolutions adopted by the Board of Directors.
2. Names and addresses of all Directors and Members, including electronic addresses and any other relevant membership information.
3. Adequate and correct books and records of account, and any required State or Federal filings.
4. Any contracts or insurance policies relating to the affairs of ACAF.

Section 2: Retention of Records. The Board shall establish a Record Retention Schedule, consistent with State law, and the Secretary is responsible for maintaining that schedule.

Section 3: Annual Report. Each year, within 120 days of the close of the fiscal year, the Board will produce an Annual Report for all the members. The report may be mailed, or personally or electronically delivered. The report will be consistent with State law and include at least the following information:

1. The assets and liabilities of the organization, as well as any restricted and non-restricted equity amounts.
2. The revenues and expenditures of ACAF for the last twelve months.
3. Any other pertinent information, such as membership information, or a summary of programs and activities for the year.

Section 5: Right to Inspect Records. Subject to sections 6330 and following of the CCC, any Member has the right to inspect the records of ACAF.

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ARTICLE 11: AMENDMENTS

The Board may propose amendments to these Bylaws from time to time by Resolution. Once approved by the Board, they will be submitted to the Membership for adoption at a regular or special meeting. Once adopted, they shall be filed with the California Secretary of State.

ARTICLE 12: MISCELLANEOUS

Section 1: Fiscal Year. The fiscal year of ACAF shall end on December 31.

Section 2: Policy Manual. The Board shall prepare, adopt and maintain a set of policies relating to the planning, operations and management of ACAF; clarifying the duties, roles, responsibilities and conduct of members, Directors, Officers and Committees; establishing the general guidelines for ACAF programs and activities; and any other subject matter as required or allowed by law.

Section 3: Mergers. In the event of merging ACAF with any other corporation, sections 6110 and following of the CCC shall apply.

Section 4: Dissolution. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of ACAF shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under IRC Section 501 (c) (3).

Approved and Adopted by a majority vote of the Membership at the annual meeting held on

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BYLAWS OF
AMERICAN CANYON ARTS FOUNDATION

ARTICLE 1: NAME AND ADDRESS

Section 1: Name. The name of this nonprofit public benefit corporation shall be **AMERICAN CANYON ARTS FOUNDATION**, or ACAF.

Section 2: Principal Office. The address of the principal office of ACAF shall be 101 West American Canyon Road, Suite 508-163, American Canyon, CA 94503, or at such other place as the Board of Directors (Board) hereafter may designate.

ARTICLE 2: GOVERNING LAW

Section 1~~: State~~: State Law. ACAF is governed generally by the laws of the State of California and ~~specifically,~~specifically by the relevant sections of the California Corporations Code (CCC), as amended.

Section 2: Bylaws. ACAF shall further be governed by these Bylaws to the extent they are not in conflict with the law or the Articles of Incorporation. Any and all pre-existing bylaws are hereby terminated, replaced and superseded by these Bylaws on adoption by the Membership.

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ARTICLE 5: -DIRECTORS

Section 1: -Number and Composition. -The maximum number of Directors shall be fifteen (15). Directors must be members of ACAF.

Section 2:- Powers. -Subject to the provisions of the CCC, the Articles of Incorporation, and these Bylaws, the activities and affairs of ACAF shall be conducted, and all powers shall be exercised, by or under the direction of the Board.

Section 3:- Duties.- It shall be the duty of the Board to:

a) Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or these Bylaws.
b) Appoint and remove, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of the ACAF Executive Director. -Supervise the Executive Director to en~~as~~sure that the Director's duties are performed properly.
c) Meet at such times and places as required by these Bylaws or the needs of ACAF. Register their addresses, phone numbers and email or other electronic notice with ACAF, to ensure that any notice of meetings mailed or sent to them at such addresses, physical or electronic, shall be valid notices.
d) Set the direction, ensure the human and financial resources, and provide oversight of all activities of ACAF.
e) Direct ACAF's business and other affairs~~,~~ and oversee the expenditures of funds raised by ACAF in accordance with the purposes for which they were earned, contributed or collected. The Board shall also have general control and management of the property, funds, investments and business policies of ACAF and may buy, sell, lease or mortgage real property in furtherance of its mission and purposes.

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Section 5: Term of Office. The Directors shall serve staggered terms of three years, arranged so that approximately one-third of the terms shall expire in any fiscal year of ACAF. The Board will ~~utilize a random method of~~ determineing the staggered terms of the ~~initial~~ Directors under these Bylaws. Directors are limited to two terms of office. After at least a one-year break in service, a member may be elected or appointed to serve on the Board.

Section 6: Removal or Resignation. Any Director may resign effective upon giving written notice to the President, Secretary or the full Board, unless the notice specifies a later time for the effectiveness of such resignation.

The Board, by majority vote, may remove any Director when any of the following conditions occur:

1. Upon the death of the Director;
2. When the Director no longer meets the qualifications to serve as a Director.
3. When the Director has too many unexcused absences from Board meetings, as set forth in Article 9;
4. When the Director has been declared of unsound mind by a final order of court; or
5. When a Director has been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the CCC.

A Director may be removed with or without cause by a majority vote of the ~~M~~membership at a regular or special meeting of the ~~M~~membership.

A Director may also be removed for cause by a two-thirds majority vote of all Board members, provided the Director proposed to be removed shall be given at least one week's notice of the Board meeting called to consider the action, and be given the opportunity to address the Board before action is taken.

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Section 8: Conflicts of Interest. No part of the earnings of ACAF shall inure to the benefit of, or be distributable to its Directors, members, officers, or other private persons, except that ACAF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

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ARTICLE 6: ~~-~~OFFICERS

Section 1: ~~-~~General. ~~-~~The following officers shall be appointed by the Board to serve ~~one year~~one-year terms: President, Vice President; Secretary; and Treasurer. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President, and no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Only Directors may serve as Officers, and any Officer may be removed, with or without cause and for any or no reason, by a majority vote of the Board, at a regular or special meeting of the Board.

In the event of the resignation or removal of an Officer, the Board may appoint a new Director to fill the unexpired portion of that Officer's term of office.

Section 2:~~-~~ Duties of the President. ~~-~~The President shall, subject to the control of the Board of Directors:

1. Provide leadership for the Board and preside at all meetings of the Board;
2. Supervise the activities of the officers, including the Executive Director, and in the absence of an Executive Director, ensure the actions of the Board are properly implemented.
3. Perform all duties incident to their ~~his or her~~ office and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be prescribed from time to time by the Board;
4. Unless otherwise expressly provided by law or these Bylaws, they~~he or she~~ shall, in the name of ACAF, execute documents which may from time to time be authorized by the Board; and
5. Shall serve as an ex-officio (non-voting) member of all standing committees.

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2. A record of minutes of all meetings of the Board and, if applicable, the meetings of committees, recording therein the time and place of the meeting, whether it was regular or special, the names of those present or represented at the meeting, and the proceedings thereof;
3. A record of all Resolutions adopted by the Board; and

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4. A record of board members containing the name and address of each member, and any other pertinent information necessary for noticing purposes.

The Secretary shall see that all notices are given in accordance with these Bylaws or as required by law.

Section 5: Duties of the Treasurer. The Treasurer serves as the custodian of all funds of ACAF and shall:

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2. Receive, and give receipt for, monies due and payable to ACAF from any source whatsoever;
3. Have responsibility for all disbursements of ACAF, and to make those disbursements by check or electronic transfer, with the exception of minor expenses;
4. ~~I~~Ensure that complete financial accounts are maintained to include receipts, expenditures, current expenses and budgetary information;
5. Keep custody of the records, books, statements and papers pertaining to the financial affairs of ACAF; and
6. Make reports to ACAF at regular or special meetings of the Membership or the Board.

ARTICLE 7: COMMITTEES

Section 1: Executive Committee. The Executive Committee consists of the President, Vice-President, Secretary, Treasurer and Immediate Past President. In the event the Immediate Past President is no longer a Board member or concurrently is serving on the Executive Committee in some other capacity, one at-large Board member may be appointed to the Executive Committee.

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ARTICLE 8: -APPOINTED STAFF

Section 1: -Executive Director. -The Executive Director shall be the chief executive officer of ACAF. Subject to the direction and control of the Board, the Executive Director shall supervise and control the affairs of ACAF.

1. They ~~He or she~~ shall perform all duties incident to their~~his or her~~ office and such other duties as may be required by law or these Bylaws, or as may be prescribed from time to time by the Board.
2. The Executive Officer shall execute all contracts, checks or other instruments, pursuant to Board direction, except as otherwise provided by law.
3. The Executive Director may hire, supervise and fire any other subordinate staff, provided the positions and salary ranges have been approved by resolution of the Board.

The Executive Director serves at the pleasure of the Board, and compensation for the Executive Director shall be fixed from time to time by resolution of the Board.

ARTICLE 9: -MEETINGS

Section 1: -Membership

1. Regular or Special Meetings. -A Regular Meeting of the m~~M~~embership shall be held annually in December or January of each year, at a location to be determined by the Board. A Special Meeting may be called by a majority vote of the Board, or by a signed petition of five percent (5%) of the ~~M~~membership.
2. Notice. Notice of the Regular Meeting will be sent at least ten (10) days prior to the date of the meeting, to every ~~M~~member as of November 15th of each year. The notice will include the date and time of the meeting, the location and the topics to be considered. Generally, the purpose of the Annual Meeting is to elect new Directors and to receive the Annual Report. The same noticing requirement shall apply for Special Meetings.
3. Quorum.- A quorum of at least one-third of the ~~M~~membership is required to conduct business at a Regular or Special Meeting. In the event less than a one-third quorum is convened, then a lesser percentage may be allowed but in no event less than ten percent. At a Regular Meeting, when a one-third quorum is present, topics may be raised and considered by the m~~M~~embership. If less than a one-third quorum is present, then only the items listed may be considered. At a Special Meeting, only the items listed in the Notice may be considered.
4. Voting. A simple majority vote of the ~~M~~members present shall be sufficient to take any action at a Regular or Special Meeting.

Section 2: Board of Directors.

1. Regular and Special Meetings. -Regular meetings of the Board shall be on an agreed upon day of each month ~~will be on the second Tuesday of every month~~ at the principal office, unless otherwise changed by resolution of the Board. Special Meetings may be called by the President.

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2. Notice.~~-~~ A ~~24 hour~~24-hour notice is sufficient for any regular meeting, provided it is held at the regular date and time and location. The notice should include the items to be discussed. A 48 hour notice is required for any Special Meeting, provided it is delivered by phone, electronic transmission or in person, and such notice shall include the date, time and location of the meeting, and the topics to be discussed. Only those items listed may be discussed at a special meeting.
3. Quorum/Voting.~~-~~ A majority of the Directors shall constitute a quorum. A simple majority vote of the Directors present is required to take action.
4. Minutes.~~-~~ A record of any regular or special meeting will be kept by the Secretary.
5. Attendance. ~~-~~All Directors shall be required to attend regular and special meetings of the Board. Three or more unexcused absences from regular or special meetings over a ~~twelve month~~twelve-month period shall be deemed a tacit resignation from the Board, and the Director's position shall be considered vacant.

~~5.~~6. Closed Sessions. The President of the Board may call for a Closed Session of the Board, and/or a portion of the regular Board meeting, at their discretion. Any Board member may request a Closed Session, by notifying the President at least seven days prior to the meeting.

Section 3: ~~-~~Committees. ~~-~~The date, time and location of any committee meeting~~s~~ will be determined by the Chair of ~~each~~ that committee. A majority of the committee members shall constitute a quorum, and a simple majority vote of the members present is needed to take any action.

Section 4: Meetings Generally. All meetings may be held in person or online, or some combination of the two.

ARTICLE 10: ~~-~~ORGANIZATIONAL RECORDS AND REPORTS

Section 1: ~~-~~ Required Records to be kept.~~-~~ ACAF shall retain, at a minimum, the following records:

1. Minutes of the proceedings of any meeting of the ~~M~~membership, Board or Committee of the Board, and any related records, including Resolutions adopted by the Board of Directors.
2. Names and addresses of all Directors and Members, including electronic addresses and any other relevant membership information.
3. Adequate and correct books and records of account, and any required State or Federal filings.
4. Any contracts or insurance policies relating to the affairs of ACAF.

Section 2: ~~-~~Retention of Records.~~-~~ The Board shall establish a Record Retention Schedule, consistent with State law, and the Secretary is responsible for maintaining that schedule.

Section 3: ~~-~~Annual Report.~~-~~ Each year, within 120 days of the close of the fiscal year, the Board will produce an Annual Report for all the members. The report may be mailed, or personally or electronically delivered. The report will be consistent with State law and include at least the following information:

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1. The assets and liabilities of the organization, as well as any restricted and non-restricted equity amounts.
2. The revenues and expenditures of ACAF for the last twelve months.
3. Any other pertinent information, such as membership information, or a summary of programs and activities for the year.

Section 5: Right to Inspect Records. Subject to sections 6330 and following of the California Corporations Code, any Member has the right to inspect the records of ACAF.

ARTICLE 11: AMENDMENTS

The Board may propose amendments to these Bylaws from time to time by Resolution. Once approved by the Board, they will be submitted to the Membership for adoption at a regular or special meeting. Once adopted, they shall be filed with the California Secretary of State.

ARTICLE 12: MISCELLANEOUS

Section 1: Fiscal Year. The fiscal year of ACAF shall end on December 31.

Section 2: Policy Manual. The Board shall prepare, adopt and maintain a set of policies relating to the planning, operations and management of ACAF; clarifying the duties, roles, responsibilities and conduct of Mmembers, Directors, Officers and Committees; establishing the general guidelines for ACAF programs and activities; and any other subject matter as required or allowed by law.

Section 3: Mergers. In the event of merging ACAF with any other corporation, sections 6110 and following of the CCC shall apply.

Section 4: Dissolution. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of ACAF shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under IRC Section 501 (c) (3).

Approved and Adopted by a majority vote of the Membership at the annual meeting held on _____ Sunday, January27, 2019.

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