

AMERICAN TAPESTRY ALLIANCE BYLAWS

Adopted July 3, 2004
Revised September 29, 2016

ARTICLE I NAME

The name of the corporation shall be American Tapestry Alliance, Inc.

ARTICLE II OFFICES

1. **PRINCIPAL OFFICE.** The principal office for the transaction of the business of the Alliance is located in the State of California, County of Santa Clara.
2. **CHANGE OF PRINCIPAL OFFICE.** The directors may change the principal office from one location to another. Any change of its location shall be noted by the secretary on these Bylaws opposite this section or this section may be amended to state the new location.

ARTICLE III NONPROFIT AND NONPARTISAN ACTIVITIES

American Tapestry Alliance, Inc. has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described in Article IV, and it shall be non-profit and non-partisan.

ARTICLE IV OBJECTIVES AND PURPOSES

1. **SPECIFIC OBJECTIVES.** The objectives of the Alliance shall be:
 - to promote an awareness of and appreciation for woven tapestries designed and woven by individual artists
 - to encourage and recognize superior quality tapestries
 - to encourage educational opportunities in the field of tapestry
 - to sponsor exhibitions of tapestries
 - to establish a network for tapestry weavers throughout the world
 - to educate the public about the history and techniques involved in tapestry making
2. **RAISE AND DISBURSE MONEY.** The financial objectives of the Alliance shall be to solicit and receive by gift, grant, devise, bequest or otherwise, money, property or other aid; to hold the same and to distribute it or the income from it for the purposes set out in Article IV Section 1.
3. **ALL LEGAL ACTIONS.** The Alliance also shall undertake all actions as deemed appropriate by the Board to carry out the foregoing purposes to the extent permitted under the laws of the State of California and the laws of the United States.

ARTICLE V DEDICATION OF ASSETS

The property and assets of the Alliance are irrevocably dedicated to fulfillment of the Objectives and Purposes of the Alliance.

ARTICLE VI MEMBERSHIP

1. **MEMBERS.** The Alliance shall have members who are individuals, corporations or unincorporated entities.

CATEGORIES OF MEMBERSHIP. The Board may establish several categories of membership in order to attract a wide range of participants.

TERM. Membership in the Alliance shall be for a term of one year, the first year shall commence on the date a member is entered on the record of the members maintained by the secretary, as provided in Article X, and shall end on the same date in the following year and each subsequent membership year of a member shall commence on the anniversary date of the preceding membership year.

4. **DUES STRUCTURE.** Each member in good standing must pay within the time set by the Board the annual dues in amounts that may be fixed from time to time by the Board. The Board may establish the same or different levels of annual dues for each category of membership.

5. **BENEFITS.** The Board shall from time to time establish certain benefits to be accorded to members. At the discretion of the Board these benefits may include, for example, a regularly published newsletter regarding Alliance and members' activities, invitations for receptions, exhibitions, conferences, and other special events sponsored by the Alliance. The Board shall determine the cost, if any, for each of these benefits.

6. **TERMINATION OF MEMBERSHIP.** The membership of any member shall terminate upon the occurrence of any of the following events: The resignation of the member; the failure of a member to pay annual dues in the amount and within the times set forth by the Board; and with cause at any time after notice and the opportunity of a hearing by affirmative vote of two-thirds' of the Board.

ARTICLE VII MEETINGS OF MEMBERS

1. **BIENNIAL MEETING.** A biennial meeting of members shall be held during each even-numbered year at a time to be fixed for that year by the Board. The biennial meeting may be held at any place within or outside the State of California designated by the Board. In the absence of any such designation, the biennial meeting shall be held at the registered office of the Alliance. An abbreviated version of the Annual Report will be read at the biennial meeting, along with a report on the results of election. The members also may transact such other business that has been included in the notice of meeting.

2. **SPECIAL MEETINGS.** Special meetings of the members may be called by the president, by the treasurer or by the Board. Special meetings also may be called by ten

percent of the members by delivering to the president, the secretary or the treasurer a written demand for a special meeting stating the purpose of the meeting. Within thirty days after receipt of written demand, the Board shall call a special meeting of the members to be held within ninety days after receipt of the written demand. Any special meeting held pursuant to a written demand shall be held at the place within or outside the State of California designated by the Board and may be held with electronic communication methods.

3. **QUORUM.** Ten percent of the members shall constitute a quorum for the transaction of business at a meeting of the members. The members present at a duly called 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 any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

4. **VOTING.** Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 7 of this Article VII, subject to the provisions of the California Nonprofit Public Benefit Corporation Law. Each member with voting rights is entitled to one vote on each matter voted on by the members. All issues shall be decided by a majority vote of the number of members with voting rights present or represented and entitled to vote at any meeting at which there is a quorum except as otherwise required by the provisions of the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation, these Bylaws or by agreement among the members.

5. **ACTION BY WRITTEN CONSENT WITHOUT A MEETING**

(a) Ballots. Any action that may be taken at any meeting of members may be taken without a meeting and without prior notice if the Alliance distributes a written or electronic 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 Alliance.

(b) Votes Required for Approval. Approval by written or electronic ballot shall be valid when the number of votes cast by ballot within the time period specified equals or exceeds the quorum applicable to a meeting of members and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) Election of Directors by Ballot. Directors may be elected by ballot under this Section 5.

6. **NOTICE OF MEETING.** Notice of meetings of the members shall be given by an officer of the Alliance to each member shown on the books of the Alliance to be a member of record entitled to vote at the meeting. Notice shall be given in writing and may be mailed or sent electronically at least thirty days prior to the meeting. The notice must contain the date, time and place of the meeting, and the general nature of the business to be transacted, and no other business may be transacted. 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 members.

7. RECORD DATE FOR MEMBER NOTICE, VOTING AND CONSENTS

(a) Determination by Board. For the purpose of determining which members are entitled to receive notice of any meeting, to vote or to give consent to corporate action without a meeting, the Board may fix, in advance, a record date that shall not be more than sixty days before the date of any such meeting or any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote or to give consents, except as otherwise provided in the California Nonprofit Public Benefit Corporation Law.

(b) Record Date for Notices. Unless fixed by the Board, the record date for determining those members entitled to receive notice of or to vote at a meeting of members shall be the day before the day on which the notice is given.

(c) Record Date for Written Consent to Action Without Meeting. Unless fixed by the Board, the record date for determining those members entitled to vote by ballot on corporate action without a meeting shall be the day on which the first written consent is given.

8. **PROXIES**. Every person entitled to vote shall have the right to do so either in person or by an agent authorized by a written proxy, signed by the person and filed with the Secretary of the Alliance. A proxy shall be considered signed if the member's name is placed on the proxy (whether by manual signature, typewriting or electronically) by the member.

ARTICLE VIII MEMBER COMMITTEES

1. **NOMINATING COMMITTEE**. A nominating committee shall be appointed by the president no later than January of each year and shall consist of a Chair who is a member of the Board, and two members who are not members of the Board. The Nominating Committee shall consult with the president and other directors as to the qualifications needed for Board positions and review the qualifications of members for those positions. The Nominating Committee shall provide the Board with a slate of qualified nominees by March 1 to replace those directors whose terms shall expire in that year. The Nominating Committee shall be obligated to accept as a nominee any member who is supported by a petition containing the signature of members comprising at least ten percent of the membership.

2. **OTHER COMMITTEES**. Other committees of the members shall be constituted and operated as outlined in any operating plan of the Alliance and in keeping with the policies set forth by the Board.

ARTICLE IX BOARD OF DIRECTORS

1. **GENERAL CORPORATE POWERS**. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in these Bylaws relating to action required to be approved by the members, the business and affairs of the Alliance shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

2. **SPECIFIC POWERS.** Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(a) Select and remove all officers, agents and employees of the Alliance and prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws;

(b) Change the principal office or the principal business office in the State of California from one location to another; cause the corporation to be qualified in any other state and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meetings.

3. **NUMBER.** The Board shall consist of not less than six members and no more than ten. Directors do not need to be residents of the State of California.

4. **ELECTION AND TERM OF OFFICE OF DIRECTORS**

(a) Election of Directors. Directors shall be elected for a two-year term via written and/or electronic ballot.

(b) Term. The directors shall be divided into two groups. The term of the first group shall end in even numbered years and the term of the second group shall end in odd numbered years. Each director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected.

(c) Maximum Number of Board Terms. Directors may be re-elected for up to four two-year terms. Following a fourth term, a director shall retire from the Board for at least one year before a possible re-election for a new term.

5. **VACANCIES**

(a) Breach of Fiduciary Duty. In accepting election to serve on the Board, an individual assumes the fiduciary duty of good faith and allegiance to the Alliance and the Board. When any director acts in a manner that is counter to or in violation of the policy and procedures established by the Board or in any way that jeopardizes the well-being and best interests of the Alliance, that member shall be in derogation of the fiduciary duty of good faith and allegiance to the Alliance and the Board. Accordingly, at such time or times a director acts in such a manner, that director may be asked by the Board to resign his or her directorship. If such resignation shall not be forthcoming, said director shall be removed by a two-thirds vote of the Board (the director under review not participating in the vote).

(b) Other Events Causing Vacancies. A vacancy in the Board also shall exist on (i) the death or resignation of a director or (ii) the removal of any director by the vote of a majority of the members.

(c) Vacancies Filled by Directors. A majority of the Board may elect a successor to fill a vacancy on the Board. The new director will serve the unexpired term of the director being replaced.

6. PLACE OF MEETINGS; MEETINGS BY TELEPHONE. Meetings of the Board may be held at any place within or outside the State of California that has been designated by the Board. Any meeting may be held by conference telephone or electronic means so long as all directors participating in the meeting can hear one another.

7. SPECIAL MEETINGS

(a) Authority to Call. The president, the secretary or any two directors may call special meetings of the Board for any purpose at any time.

(b) Notice. Notice of the time and place of special meetings of the Board shall be given to each director at least (a) fourteen days if the meeting is to be held at a physical location or (b) four days if the meeting is to be held by telephone or communications equipment, before the time set for the meeting and may be given by personal delivery, post, telephone or electronic means.

8. QUORUM. A majority of the directors shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

9. WAIVER OF NOTICE. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if

(a) a quorum is present and

(b) each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes.

10. PARTICIPATION AT MEETING. Members of the Board may participate in a meeting through use of conference telephone or electronic video screen or other communications equipment.

(a) Telephone Participation. Participation in a meeting through the use of conference telephone constitutes presence in person at the meeting as long as all directors participating in the meeting are able to hear one another.

(b) Participation Electronically. Participation in a meeting through use of electronic video screen or other communication equipment constitutes presence in person at that meeting if all of the following apply:

(A) Each director participating in the meeting can communicate with all the other directors concurrently;

(B) Each director is provided the means of participating in all matters before the Board; and

(C) The Board is able to verify that each person participating is a director and all actions or votes are taken or cast only by the directors.

11. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action.

12. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services but may receive reimbursement of expenses if authorized by the President and the Treasurer.

ARTICLE X COMMITTEES OF THE BOARD

1. DESIGNATION BY THE BOARD AND POWERS. In addition to committees of the Alliance established by Article VIII or otherwise by the membership, the Board may by resolution adopted by a majority of the directors then in office designate one or more committees having the authority of the Board in the management of the business of the Alliance to the extent provided in that resolution, except that no committee regardless of Board resolution, may:

- (a) take any final action on matters that under the Nonprofit Corporation Law of California also require members' approval or approval of the Board;
- (b) fill vacancies on the Board or any committee;
- (c) amend or repeal Bylaws or adopt new Bylaws; or
- (d) amend or repeal any resolution of the Board.

ARTICLE XI OFFICERS

1. OFFICERS. The officers of the Alliance shall be a president, a secretary, a treasurer. 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 and all three officers shall be selected from serving members of the Board.

2. ELECTION OF OFFICERS. The officers of the Alliance shall be chosen by the Board, and each shall serve at the pleasure of the Board.

3. REMOVAL OF OFFICERS. Any officer may be removed by the Board at any regular or special meeting of the Board.

4. VACANCIES IN OFFICES. A vacancy in any office because of death, resignation or removal shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

5. RESPONSIBILITIES OF OFFICERS.

(a) President. Subject to the control of the Board, the president shall supervise, direct and control the business and the officers of the Alliance. The president shall preside at all meetings of the members and at all meetings of the Board. The president shall have such other powers and duties as may be prescribed by the Board or the Bylaws. In the absence of the President, the President can appoint a board member to run the meeting.

(b) Secretary. The secretary shall attend to the following:

(i) Book of Minutes. The secretary shall be responsible for keeping a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and if special, how authorized, the

notice given, the names of those present at those meetings, the number of members present or represented at members' meetings, and the proceedings of those meetings.

(ii) Membership Records. The secretary shall be responsible for keeping record of the members, showing the names of all members and their addresses.

(iii) Notices and Other Duties. The secretary shall be responsible for giving notice of all meetings of the members and of the Board required by the Bylaws to be given. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(c) Treasurer. The treasurer shall attend to the following:

(i) Books of Account. The treasurer shall be responsible for keeping and maintaining adequate and correct books and records of accounts of the property and business transactions of the Alliance. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. Members of the Finance Committee shall deposit all money and other valuables in the name and to the credit of the Alliance with such depositories as may be designated by the Board; shall disburse the funds of the Alliance as may be ordered by the Board; shall render to the president and directors, whenever they request it, an account of all of the transactions of the treasurer and an account of the financial condition of the Alliance; and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

ARTICLE XII FISCAL YEAR

The fiscal year of the Alliance shall be July 1 - June 30.

ARTICLE XIII AMENDMENT TO BYLAWS

1. **AMENDMENT BY MEMBERS**. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members or their proxies.

2. **AMENDMENT BY DIRECTORS**. Subject to the right of members under Section 1 of this Article XIII, Bylaws other than a bylaw fixing or changing the authorized number of directors may be adopted, amended or repealed by the Board.