

Sacramento Garden and Arts Center, Inc.
3330 McKinley Boulevard, Sacramento CA 95846 Telephone (916) 823-5500

A California Nonprofit Public Benefit Corporation

BYLAWS

ARTICLE 1 DESIGNATION

SACRAMENTO GARDEN AND ARTS CENTER, INC. is hereinafter designated as the Corporation.

ARTICLE 2 PRINCIPAL OFFICE

The Principle office for the transaction of the business of the Corporation shall be located in the Iva Gard Shepard Garden and Arts Center in Sacramento, Sacramento County, California.

ARTICLE 3 OBJECTIVES AND PURPOSES

- (a) It is the purpose of the this Corporation to coordinate the efforts and resources of its members and promote the objectives of various clubs interested in gardening, horticulture, flower arranging, conversation, history, antiques, art (such as painting, photography, ceramics, and weaving), and related arts and crafts (including landscape design , architecture, movies, color and design, ceramics, woodcarving, metal work, mosaics, and other home crafts and collecting of artifacts) but specifically excluding any club whose principal interest is political activities or the study of war. any dispute regarding the acceptance of a club shall be resolved by the Board of Directors whose decision shall be final.
- (b) To further these objectives, the aims are as follows:
- (i) To create a happier and more beautiful community by sharing garden inspiration.
 - (ii) To foster more and better gardens within and about the community.
 - (iii) To add interest and culture to home life through promotion of such related arts as landscape design, flower arrangement, color and design, painting, photography, weaving, ceramics, wood carving, metal work, and other related crafts.
 - (iv) To arrange a place for sharing programs and shows with the public and to provide a meeting place for member clubs, workshops, and classes.
 - (v) To perform a public service by means of educations programs on gardening and related arts, shows, tours, study classes, library, bulletins, and clinics.
 - (vi) To promote the advancement of horticulture through programs, tours, flower shows, and the use of correct botanical names.

- (vii) To promote the advancement of related arts by means of programs, shows, and study classes.
- (viii) To promote conservation of native plant life, natural resources, and historic treasures.
- (ix) To coordinate the efforts and resources of member clubs among the various garden, art, conservation, and historic groups for more efficient operation in public service.
- (x) To cooperate with Sacramento City Recreation and Parks in performing a public service.
- (xi) To cooperate with California Garden Clubs, Inc., civic planning groups, historic groups, schools, galleries, nurseries, and other groups whose interests are consistent with our aims.

ARTICLE 4 MEMBERSHIP

Section 4.1 Qualifications

Membership is open to any amateur club having the objectives permitted by Article 3 and shall be either (1) a sustaining membership under which the club makes use of the Iva Gard Shepard Garden and Art Center for its regular meetings and sustains the Iva Gard Shepard Garden and Arts Center with shows or programs, or (2) an associate membership under which the clubs use the Iva Gard Shepard Garden Center and Arts Center for not more than two meetings a year. By accepting a sustaining or an associate membership in the Corporation, every member club agrees that its regular meetings and shows and programs at the Iva Gard Shepard Garden and Arts Center will be open to the public. Membership responsibility shall be set forth in the rules promulgated by the Board of Directors.

Section 4.2 Dues

The dues for member clubs shall be established by the Board of Directors in its rules. Each member club in good standing must pay, within the time and on the conditions set by the Board of Directors, the annual dues in the amount to be fixed from time to time by the Board of Directors. The Board of Directors may, at its discretion, set different dues for different classes of membership.

Section 4.3 Termination of Membership

(a) Causes of Termination.

Membership shall terminate upon occurrence of any of the following events:

- (i) The resignation of the member club.

- (ii) Expiration of the period of membership unless the member club earlier renews for a subsequent period of the renewal terms set by the Board of Directors.
- (iii) The occurrence of any event which renders such member club ineligible for membership. Termination such cause shall take effect only option expiration of the period - not to exceed one (1) year - for such member club's current membership.
- (iv) The determination, by the Board of Directors, that the member club has failed in a material and serious degree to observe the rules of conduct of the Corporation or has engaged in conduct materially or seriously prejudicial to the interests of the Corporation.
- (v) The exclusion of the public from all or any portion of any meeting or show or program held in the Iva Gard Shepard Garden and Arts Center.

(b) Procedure for Expulsion.

Following the determination that a member club should be expelled under subparagraph (a),

(iv) above, the following procedure shall be followed:

- (i) A notice shall be sent by first-class, certified mail with return receipt requested to the most recent address of the member club as shown on the Corporation's records, setting forth the proposed expulsion and the reasons therefor. Such notice shall be sent at least thirty (30) days before the proposed effective date of expulsion.
- (ii) The member club being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held no less than five (5) days before the effective date of proposed expulsion. The hearing will be held by an expulsion committee composed of not less than three (3) Directors appointed by the President. The notice to the member club of the member club's proposed expulsion shall state the date, time, and place of the hearing on the proposed expulsion.
- (iii) Following the hearing, the expulsion committee shall determine whether or not the member club should in fact be expelled, suspended, or sanctioned in some other way and shall immediately forward its recommendation(s) to the Board of Director, whose decision shall be final.
- (iv) Any member club expelled from the corporation shall receive a refund of dues already paid. The refund shall be prorated for the membership period beyond the date of expulsion.

ARTICLE 5 MEETINGS OF MEMBER CLUBS

Section 5.1 Place of Meeting

Meetings of the membership shall be held at any place within or outside the State of California as designated by the Board of Directors.

Section 5.3 Special Meeting

(a) Authorized Persons Who May Call a Special Meeting.

A special membership meeting may be called at any time by any of the following: The Board of Directors, the President, or ten (10) or more member clubs.

(b) Calling Meetings by Member Clubs.

If a special meeting is called by member clubs, the request shall be submitted by the member clubs in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by certified mail to the President or the Secretary of the Corporation. The officer receiving the request shall, as provided in Section 5.4, give notice promptly to the member clubs entitled to vote, the notice to state the date, and place for the meeting, which date shall not be less than thirty five (35) and not more than ninety (90) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the member clubs requesting the meeting may give the notice. Nothing herein contained shall be construed as limiting, fixing, or affecting the time when a meeting of member clubs may be held when the meeting is called by the Board of Directors.

Section 5.4 Notice of Membership Meeting

(a) General Notice of Contents.

All notices of membership meetings shall be given not less than ten (10) and not more than ninety (90) days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (1), in the case of special meeting, the general nature of the business to be transacted (no other business in that case to transacted) or (2), in the case of the annual meeting, those matters which the Board of Directors intends to be present for action by the member clubs.

(b) Manner of Giving Notice.

Notice of any membership meeting shall be given by first-class mail addressed to each member club either at the address appearing on the books of the Corporation or the address given by the member club to the Corporation for the purpose of notice. If no address appears

on the Corporation's books and no address has been given, the notice shall be deemed to have been given if either (1) notice is sent to that member club by first-class mail to the Corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when deposited in the mail or published.

Section 5.5 Quorum

(a) Percentage Required.

Thirty-three and one-third (33 1/3) percent of the designated representatives of the member clubs shall constitute a quorum for the transaction of the business at the membership meeting.

(b) Loss of Quorum.

At any time when a quorum is not present, the meeting shall be adjourned.

(c) If there is loss of quorum during a meeting, the meeting may continue unless there is a motion to adjourn.

Section 5.6 Adjourned Meeting

Any annual or special membership meeting, whether or not a quorum is present, may be adjourned by the vote of the majority of the member clubs represented at the meeting.

Section 5.7 Voting

(a) Eligibility to Vote.

Each member club shall be entitled to one vote.

(b) Manner of Casting Votes.

Voting may be by voice or ballot. Any election of Directors must be by ballot if demanded by any member club before voting begins.

(c) Only Majority of Member Clubs Represented at Meeting Required Unless Other Specified.

If a quorum is present, the affirmative votes of a simple majority of the member clubs represented at the meeting shall be the act of the membership unless of the vote of a greater number or voting by classes is required by California Nonprofit Corporation Law or by the Article of Incorporation.

Section 5.8 Parliamentary Authority

Robert's Rule of Order shall govern all meetings of this corporation except as otherwise provided herein.

ARTICLE 6 DIRECTORS**Section 6.1 Powers**

(a) General Corporate Powers.

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and bylaws relating to action required to be approved by the member clubs, the business affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific Powers.

Without prejudice to these general powers and subject to the same limitations, the Board of Director shall have the power to:

- (i) Select and remove all agents and employees out of the Corporation. Prescribe any powers and duties for such agents and employees that are consistent with law, with the Articles of Incorporation, with these by laws, and fix compensation.
- (ii) Adopt, make, and use corporate seal, prescribe the forms of membership certificates, and alter the form of the seal and certificates.
- (iii) Borrow money and incur indebtedness on behalf of the Corporation and the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidences of debt and securities.

Section 6.2 Number and Qualification of Directors

(a) There shall be ten Directors, all of whom must be residents of the State of California. The seven officers (as designated in Article 7, 7.1) must belong to member clubs and upon election, they shall become Directors of this Corporation.

(b) The three additional Directors are members of the Garden and Arts Center organizations. They shall be elected to serve a two (2) year term in conjunction with Officers as designated in Section 7.2.

- (c) An Advisory Council will consist of all past presidents of the Corporation and persons of the community who adhere to the aims and purposed of the Corporation.

Section 6.3 Vacancies

- (a) Events Causing Vacancies.

A vacancy on the Board of Directors shall be deemed to exist on the occurrence of any of the following:.

- (i) The death, resignation, or removal of any Director.
- (ii) The declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by an order of the court, convicted of a felony, or found by final judgment of any court to have breached duty under the provisions of the California Nonprofit Corporation Law commencing with Section 5230 of the Corporations Code.
- (iii) The vote of the member clubs.
- (iv) The increase of the authorized number of Directors.
- (v) The failure of the member clubs, at any membership meeting at which officers are to be elected, to elect the required number of officers.
- (vi) Removal from office under Section 7.5.
- (vii) Resignation under Section 7.6.

- (b) Resignation.

Except as provided in this paragraph, any Director may resign. Resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the Director is an officer, resignation as a Director shall also constitute resignation from that office.

- (c) No Vacancy on Reduction of Number of Directors.

No reduction of the authorized number of Directors shall have the effect of removing any director before that Director's term of office expires.

Section 6.4 Place of Meeting

Regular meeting of the Board of Directors may be held at any place within the County of Sacramento, State of California, that has been designated from time to time by resolution of the Board. in the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the board shall be held at any place that been

designated in the notice of the meeting or, if there is no notice, at the principal office of the Corporation.

Section 6.5 Annual Meeting

Immediately following each annual membership meeting, the Board of Directors shall hold a regular meeting. Notice of this meeting shall be required.

Section 6.6 Other Regular Meetings

Other regular meetings of the Board of Directors shall be held at such time as shall from time to time be fixed by the President according to the schedule delivered to each Director.

Section 6.7 Special Meetings

(a) Authority to Call.

Special meetings of the Board of Directors for any purpose may be called at any time by the President, Vice President, or any two Directors.

(b) Notice.

(i) Manner of Giving.

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (1) by written notice sent by first-class mail or (2) by telecommunication.

(ii) Time Requirements.

Notice sent by first-class mail shall be deposited in a United States mail box at least seven (7) days before the time set for the meeting. Notices given by telecommunication shall be given at least seven (7) days before the time for the meeting.

(iii) Notice of Contents.

The notice shall state the time, place, and the purpose of the meeting.

Section 6.8 Quorum

Five Directors shall constitute a quorum for the transaction of business, except to adjourn as provided by Section 6.10. Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (1) approval of contracts and (2) appointment of committees. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the

withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6.9 Waiver of Notice

The transactions of any meeting of the Board of Directors, 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 (1) a quorum is present and (2) either before or after the meeting, each of the absent Directors sign a written waiver of notice, a consent to holding the meeting, or an approval the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 6.10 Adjournment.

A majority of the Director present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 6.11 Notice of Adjournment

Notice of the time and place of holding a rescheduled meeting must be given. Personal notice of the new time and place shall be given to the Director who were not present at the time of the adjournment.

Section 6.12 Action without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the board consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or contents shall be filed with the minutes of the proceedings of the Board.

Section 6.13 Fees and Compensation of Directors

Directors and members of committees shall receive no compensation for their services but ay receive reimbursement for such expenses as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE 7 OFFICERS

Section 7.1 Officers

The seven titled officers of the Corporation shall be President, Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer, a Budget Chairperson, and the immediate Past President, all of whom shall serve without salary.

Section 7.2 Election and Term of Office

The President, the Recording Secretary, the Treasurer, and one (1) Director at Large shall be electrics for a term of two (2) years at the annual membership meeting to be held in odd-numbered years. The Vice President, Corresponding Secretary, the Budget Chairperson, and the two (2) Directors at Large shall be elected for a term of two (2) years at the annual membership meeting to be held in even-numbered years. If any annual meeting is not held or the officers are not elected at any annual meeting, they may be elected any any special meeting held for that purpose. An officer elected to fill a vacancy shall hold office until expiration of the normal term.

Section 7.3 Nominations and Solicitations for Votes

(a) Nominating Committee.

At least sixty (60) days before the date of any election of officers, the President shall appoint a committee to select qualified candidates. The nominating committee shall make its report at least thirty (30) days before the date of the election, and the Secretary shall, with the notice of meeting required by Section 5.4, forward to each member club, a list of candidates nominated for the respective offices.

(b) Nomination by Member Clubs.

Member clubs may nominate candidates for officers at any time before the fifty (50) days preceding such election. On timely receipt of a petition signed by the club President, the Secretary shall cause the names of the candidates named on the petition to be placed on the ballot along with those candidates named by nominating committee.

(c) No Corporate Funds to Support Nominee

No corporate funds may be expended to support any nominee.

Section 7.4 Subordinate Officers

The Board of Directors may appoint any other officers that the business of the Corporation may require, each of whom shall have the title, hold the office the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board of Directors.

Section 7.5 Removal of Officers

- (a) Any officer may be removed with cause, by the Board of Directors, at any regular or special meeting of the board.

- (b) Any board member shall be removed after (3) unexcused absences from a board meeting.

Section 7.6 Resignation of Officers

Any officer may resign at any given time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of notice or at any later time specified in that notice; and, unless otherwise specified in that notice, acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights of the officer and the Corporation under any contract between them.

Section 7.7 Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for election or appointment to that office.

Section 7.8 Responsibilities of Officers

- (a) President.

The President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the Corporation. He shall preside at all meetings of the member clubs and the Board of Directors. The President shall have such other powers and duties as may be prescribed by the Board of Directors.

- (b) Vice President.

In the absence or disability of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

(c) Recording Secretary.

The Recording Secretary should attend to the following:

- (i) Book of Minutes. The Recording Secretary shall keep at the principal office a book of minutes of all meetings and actions of Directors, committees, and member clubs with the time and place of holding, whether regular or special (if special, how authorized), the notice given, the name of those present or represented at Directors' and committee meetings, the number of member clubs present or represented at meetings, and the proceedings of such meetings.
- (ii) Maintenance at the principal office of a record of the Corporation's member clubs, contact persons, addresses, and class of membership.

(d) Corresponding Secretary.

The Corresponding Secretary will be responsible for:

- (i) Preparation and mailing of any correspondence originated by the President or at the direction of the Board.
- (ii) Receipt of correspondence addressed to the Garden and Arts Center or its Board of Directors or members, and notification of the proper person that the correspondence has been received. Forwarding the correspondence or taking other action as appropriate after consulting with the recipient.
- (iii) Notification of members and directors of meetings as required by the bylaws.
- (iv) Performance of such other duties as may be prescribed by the President, Board of Directors, or bylaws.

(e) Treasurer.

The Treasurer should attend to the following:

- (i) Books of Account.

The Treasurer shall keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matter customarily included in financial statements. The book of account shall be open to inspection by any Director or member club at all reasonable times. The books of account will be audited after closing of the books at the end of the fiscal year. The completed audit report will be presented to the Board of Directors within ninety (90) days.

- (ii) Deposit and Disbursement of Money and Valuables.

The Treasurer shall deposit all money and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors, shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of the Directors or the bylaws.

(iii) Bond.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond for faithful performance of the duties of his office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control at the time of his death, resignation, retirement, or removal from office. The bond shall be in such amount and with such surety or sureties as shall be specified by the Board of Directors. Such bond, if required by the Board, shall be a lawful expense of the Corporation.

(f) Budget Chairperson.

The Budget Chairperson shall assist the Treasurer at the annual fundraising projects and shall work with the President, Treasurer, and other Board Members to prepare an annual budget including expenditures for specific projects, library, new equipment, maintenance of equipment, and miscellaneous expenses.

ARTICLE 8 COMMITTEES

Section 8.1 Committees

The Board of Directors may, by resolution adopted by a majority of the Directors, designate one more more ad hoc committees to be appointed by the President.

Section 8.2 Meetings and Actions of Committees

The time for regular or special meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Notice of a special meeting of a committee shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. A record shall be kept of each meeting and shall be filed with the Corporate records. The Board of Directors may adopt rules of the governance of any committee so long as they are not inconsistent with the provisions of these bylaws.

Section 8.3 Permanent Committees

The President shall appoint such committees as are needed for the efficient operation of the Center:

- (a) The House and Display Committee is a permanent committee which meetings on the first Monday of each month to carry out such duties as may be assigned but the President.
- (b) Librarian to maintain the functions of the Center library.
- (c) Historian to keep a complete record of the founding of the Center and its activities.
- (d) Publicity to notify the local media as to activities sponsored by the Corporation.
- (e) Scheduling the book activities held at the Iva Gard Shepard Center.
- (f) Billing to issue invoices for all activities held at the Center.

ARTICLE 9 RECORDS AND REPORTS

Section 9.1 Inspection Rights of Member Clubs

The Corporation shall keep:

- (a) Adequate and correct books and records of account.
- (b) Written minutes of the proceedings of its members, Board of Directors, and committees.
- (c) A record of its member clubs, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the Corporation's principal office.

Section 9.2 Maintenance of Corporate Records

Any duly authorized agency of a member club may inspect and copy any records of the Corporation at any time convenient to the Secretary or obtain from the Secretary a list of names and addresses of member clubs who are entitled to vote for the election of officers.

Section 9.3 Maintenance of Inspection of Article and By Laws

The Corporation shall keep at its principal office a copy of its articles and bylaws as amended to date, which shall be open to inspection by any member clubs at reasonable times during office hours.

Section 9.4 Inspection of Directors

Each director shall have the right at any reasonable time to inspect all books, records, and documents of any kind and the physical properties of the corporation. This inspection by a director may be made in person or by agency, and the right of inspection includes the right to copy and make abstracts of the documents.

Section 9.5 Annual Reports to Members

- (a) Not later than sixty (60) days after the close of the Corporation's fiscal year, the board shall cause an annual report to be sent to the member clubs. Such report shall contain the following information in reasonable detail:
- (i) The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year.
 - (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - (iii) The receipts of the Corporation, both unrestricted and restricted, to particular purposes, for the fiscal year.
 - (iv) The expenses and disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
 - (v) Any information required by Section 9.6.
- (b) The report required by this section shall be accompanied by any report thereon of independent accountants or, if there no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 9.6 Annual Statement of Certain Transactions and Indemnification

Together with its annual report to the member clubs, the Corporation shall prepare and mail to each member club a statement of the amount and circumstances of any transaction in which any Director or officer of the Corporation had direct or indirect financial interest.

ARTICLE 10 INSURANCE

The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agency of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agency in such capacity arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability.

ARTICLE 11 CONSTRUCTION AND DEFINITIONS

The general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these by laws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural numbers includes the singular, the term "person" includes a corporation and an unincorporated association and natural person, and the term "member" means a member club except when referring to a member of the a committee.

ARTICLE 12 AMENDMENTS

Section 12.1 Amendment by Members

- (a) These bylaws may be amended at any membership meeting by the vote of two-thirds of those present and entitled to vote at the meeting if the proposed amendment has been mailed to all of the member clubs thirty (30) days prior to the meeting. In order for the Secretary to comply with this provision, the proposed amendment shall be delivered to the Secretary not later than forty-five (45) days prior to the meeting; otherwise, the proposed amendment shall not be considered.
- (b) New bylaws may be adopted or these bylaws may be amended or repealed by approval of the member clubs. If any provision of these bylaws requires the vote of larger proportion of the member clubs than otherwise required by law, such provision may be not altered, amended, or repealed except by vote of such larger number of member clubs. No amendment may extend the term of an officer beyond that for such such officer was elected.

Section 12.1 Amendment by Directors

Subject to the rights of member clubs under Section 12.1 and the limitations set forth below, the Board of Directors may adopt, amend, or repeal bylaws. Such power is subject to the following limitations:

- (a) The limitations set forth in Section 12.1 on the member clubs' power to adopt, amend, or repeal bylaws shall apply to actions by the Board of Directors.
- (b) The Board of Directors may not amend a bylaw fixing the authorized number of Directors or the minimum or maximum number of Directors.
- (c) If any provision of these bylaws require the vote of a larger proportion of the Directors than otherwise required by law, such provision may not be altered, amended, or repealed except by vote of such larger number of Directors.
- (d) The Board of Directors may not adopt or amend bylaw provisions concerning the following subject without approval of the member clubs:
 - (i) Any provision increasing the terms of Directors.
 - (ii) The provisions of Section 6.2 subdivision (b).
 - (iii) Any provision giving the Board of Directors power to fill vacancies on the Board created by removal of Directors.
 - (iv) Any provision increasing the quorum for membership meetings.
 - (v) Any provision repealing, restricting, creating, or extending the proxy rights.

ARTICLE 13 NONPARTISAN ACTIVITY

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE 14 NONPARTISAN ACTIVITY

The properties and assets of this Nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this Corporation, of dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of Director of this Corporation. On liquidation or dissolution, all properties, assets, and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in the Internal Revenue Code Section 501(c)(3) and or 501(c)(4).

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the elected and acting Secretary of the SACRAMENTO GARDEN AND ARTS CENTER, INC., a California Nonprofit Corporation, and the foregoing bylaws are the bylaws of this Corporation.

Ione Bocceri
Recording Secretary
July 10, 1999