

METAL ARTS GUILD

Restated By-Laws

August 6, 2026

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Revised August 6, 2026

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By-Laws of METAL ARTS GUILD
A California Public Benefit Corporation
California Entity Number 0818589
FEIN 942551175

ARTICLE I PURPOSES

Section 1 Primary Purposes

The primary purposes for which this Corporation is formed are set forth in Article 11 of the Articles of Incorporation (see Appendix One) of the Metal Arts Guild (MAG) filed in the office of the California Secretary of State, June 24, 1977.

In addition, this Corporation is formed for the purpose of performing all things incidental or appropriate to the achievement of the foregoing specific and primary purposes and shall have other exclusively charitable purposes as the Board of Directors (hereafter "Board") may authorize or approve from time to time, whether related or unrelated to the foregoing primary purposes. The Corporation shall hold and may exercise all such powers as may be conferred upon a non-profit corporation by the laws of the State of California and may be necessary or expedient for the administration of the affairs and attainments of the purposes of the Corporation; provided, however, that in no event shall the corporation engage in activities which are not charitable in nature. This corporation will not engage in political or lobbying activities.

Section 2 Additional Purposes

Additional purposes of MAG:

- 1) To conduct or sponsor exhibits, seminars, lectures, and events relating to the metal arts.
- 2) To maintain a library consisting of print and long-term electronic storage materials concerning metals and metal arts.
- 3) To exchange and disseminate information concerning the techniques and practices of the metal arts.
- 4) To establish a resource in all media both hard copy and electronic and examples of metal work available to educators, researchers and MAG members under such conditions as may be established by the Board.
- 5) To encourage and empower students and other members through the awarding of MAG Grants as determined by the Board or a Grant Committee of the Board.

ARTICLE II LOCATION

The principal and official address of the Metal Arts Guild as a corporation will be in the city and county of San Francisco, California and a post office box will be maintained for the use of all communication to and from the organization. The current address is: P.O. Box 590785, San Francisco, CA 94159-0785. The website address is www.metalartsguildsf.org.

ARTICLE III MEMBERSHIP

Section 1 Members

Membership is open to any person who is interested in the metal arts field.

Section 2 Classes of Membership

The six possible classes of membership are: Individual, Family/Dual, Honorary, Student, Patron, and Corporate, as defined below.

- INDIVIDUAL members are a single person who is not a Student, Patron or Honorary member.
- FAMILY/DUAL members are two or more persons living at the same address. Listed under primary member name on the roster and receives only one mailing (electronic or otherwise) but all other benefits apply to each person.
- STUDENT members must be currently enrolled in metal studies in an academic, trade or vocational school and are allowed a reduced membership rate.
- HONORARY memberships may be given by a 2/3rd's vote of the total Board for contributions by a dedicated member. Honorary active memberships do not have annual fees nor voting rights nor the privilege of holding office.
- PATRON memberships may be an individual, family, corporation, firm, foundation, or other entities who donate monies, real or personal property to the Guild. They do not have voting rights, nor the privilege of holding office.
- CORPORATE membership includes all types of businesses, educational institutions and foundations. They do not have voting rights, nor the privilege of holding office.

Section 3 Termination

Membership will be terminated automatically for failure to pay the annual dues within 60 days notice of renewal being due.

Section 4 Suspension, Expulsion

Any member may be suspended or expelled for conduct deemed prejudicial to the best interests of MAG, by a 2/3rd's vote of the total Board by secret ballot.

ARTICLE IV ADMINISTRATION

Subject to the limitations of these By-Laws, and the Articles of Incorporation, the affairs, activities, and the business of the Corporation will be vested in and controlled by the Board.

ARTICLE V BOARD

Section 1 Membership

There shall be three categories of Board membership:

- 1) **Officers of the MAG Corporation:** President, Secretary, Treasurer, Vice-President
- 2) **Heads of the standing committees** as determined by the Board
- 3) **Up to four Members-at-Large** with Board voting rights. These volunteers have no fixed duties and may be removed from the Board by majority Board vote if they fail to carry out assignments.

Section 2 Eligibility

To be elected as President, Vice-President, or Treasurer of the Board, a person must have been an active member in good standing for one full membership year prior to the date of nomination. This requirement may be waived by a majority vote of the Board if these vacancies cannot be filled from the active membership as described in Article III Section 2 of these by-laws.

Section 3 Election

The Board will be nominated and elected from the active membership classes of the Corporation as set forth in Article III of these By-laws.

- Election of the Board will take place annually . The voting will be overseen by the Vice President, or if not available, by the incumbent President. Those elected are expected to serve a minimum of one year, with other terms as specified below.
- Officers and committee chairs may be combined by a Board decision.

- Each officer will take office immediately after the election and will hold office until the end of their term or until a successor has been elected by the board to fill a vacancy .
- Officers may be reelected with no limit, except the President and Vice-president, who may only hold the same office for three total terms, each term being 2 years.
- The Board authorizes voting by electronic transmission, electronic ballot, or other means of remote communication, provided that such means reasonably allow the member to verify their identity, receive the ballot, cast their vote, and have their vote accurately recorded. Any electronic voting shall comply with the applicable provisions of California. All elections require a minimum of 20 days notice of the election before the vote is finalized.
- Election of the President will take place every 2 years.
- Election of the Vice-president will take place on a year in which the president is not being elected.
- Election results must be finalized and publicized to the members prior to the end of each calendar year. Publication may be via email or on the MAG Website.

Section 4 Board and Board Member Duties

It shall be the duty of the directors to govern the affairs of the corporation by performing any and all duties imposed on them collectively or individually by the membership, by the law, by the articles of incorporation of this corporation, and by these by-laws. In addition, The Board shall

- a. Attend the membership as well as the board meetings.
- b. Develop the budget for the corporation.
- c. Hire, as needed, independent contractors to include, but not be limited to, attorneys, accountants, website service providers, or others, and direct their efforts to serve the general membership.

Section 5 Duties of the President

The President as the principal executive officer of the corporation will preside at all meetings of general members, and the Board, plus generally supervising the affairs and activities of the Corporation. The President creates the agenda, chairs the board meetings and all-member meetings, approves the appointment of all heads of standing and special committees, and is a member, ex officio (without voting privileges) of all committees. Subject to the control of the Board, the President supervises, and oversees the affairs of the corporation and the activities of the officers. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the President shall, in the name of the corporation, execute contracts or other instruments that may from time to time be authorized by the Board. The President is responsible for recruiting members to the Board to fill open Officer positions and other positions identified by the Board as key to the smooth and legally compliant operation of MAG. The President is the default representative of MAG unless another Board representative is identified in these by-laws or if the President cedes the role to another representative from the Board for specific and documented reasons.

Section 6 Duties of the Vice-president

The Vice-President will have such powers and duties as may be assigned by the President or the Board. In the absence (from any cause) of the President, the Vice-President will perform the duties of the President. The Vice-president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board. In the absence of a Vice-president, the President will fulfill the Vice-president duties including the following additional duties:

1. Responsible for preparing the election slate, administering the elections with the assistance of other Board Chairs as needed, and presenting the election results to the Board along with a report of the results to be disseminated to MAG members.

2. In the absence of the secretary, the Vice-president shall sign documents necessary to file updates with the state and federal governments.

Section 7 Duties of the Secretary

The Secretary is an Officer of the Corporation. In the absence of both the President and Vice-president, the Secretary will perform the duties of the President. In general, the Secretary shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to them by the President or by the Board. The Secretary:

1. Handles the Corporation's official documents and other correspondence, copies of which shall be filed in a secure electronic location.
2. Keeps an exact record of the proceedings of all Board meetings and of all general membership meetings and will send copies of the minutes to each Board member.
3. Sees that all notices are duly given in accordance with the provisions of these Revised by-laws or as required by law.
4. Keeps an attendance record of all meetings, showing members and visitors in attendance and will perform such other duties as the Board may require.
5. Will exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the minutes of the proceedings of the directors of the corporation within the timeline allotted by the State of California and the IRS.

Section 8 Duties of the Treasurer

The Treasurer shall

- a. Have custody of all funds and securities of the corporation and deposit all such funds in the name of the corporation in such banks, trust companies and other depositories as shall be selected by the Board.
- b. Keep full and accurate records of all financial transactions of the Corporation.
- c. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- d. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements. The Treasurer may not pay any bills unless they are provided for in a Board approved budget, or by special vote of the Board, or are under a certain \$ amount as preapproved by the board.
- e. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- f. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- g. Render to the President and directors, whenever requested, an account of any or all of their transactions as treasurer and of the financial condition of the corporation.
- h. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any and all required reports.
- i. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned from time to time by the Board.
- j. Assist the Board in preparing the annual budget, which must be approved at least two weeks before the beginning of the fiscal year (Jan. 1st).
- k. Prepare and disseminate a monthly report to the Board comparing actual income and expenses with the budgeted amounts.
- l. File annual income tax returns and any other required annual or bi-annual Corporation reports to California, Federal and local government authorities.

- m. Be custodian of the Corporation's permanent collection and Corporate Seal and will arrange storage in a suitable safety deposit box.
- n. In the absence of the President, Vice President and Secretary, the Treasurer will perform the duties of President
- o. Shall work with other Board members to secure any valuable MAG objects such as, but not limited to, examples of metal work.

Section 9 Record Keeping and Board Role Descriptions

All officers described in Section 1 and all Heads and Co-Chairs of Standing Committees shall maintain an electronic up-to-date Procedure Manual fully describing how they perform their duties. The Procedure Manual will be provided to the Secretary for dissemination to all Board members and for electronic storage. Purpose of this and the other manuals is to orient the next incumbent and minimize disruption in that function due to the changeover as well as facilitate smooth interaction among Board roles. All aspects of the roles defined in these by-laws must be covered in the Procedure Manual.

Passwords for bank accounts and other online accounts will be provided in a separate document for secure storage, or in a secure MAG online password manager. Access to the passwords will be on as needed basis with online and financial security governing the decisions for access.

Procedure Manual example: The Treasurer's up-to-date written guide will describe in detail the various functions of the office and how they are handled, such as due dates for government reports, preparing reports to the Board, recordkeeping, receiving and paying money, etc.

Section 10 Meetings

The Board will hold a minimum of six meetings per year at such time and place as designated by the President. Additional meetings may be called by the President when necessary. Special Board meetings may be called by any five board members who submit a written petition to the President. A notice must be given to all Board members ten days before a special meeting.

A regular meeting of members shall be held on a date, time, and with the frequency stated in or fixed in accordance with these bylaws, but in any event in each year in which directors are to be elected at that meeting for the purpose of conducting such election, and to transact any other proper business which may be brought before the meeting (California Corporation Code 5510 Section (b)). The general meeting must be held no later than 15 months after the last general meeting. Meetings will be held in accordance with California Corporation Codes 5510 & 5511.

Board meetings shall be open to all MAG members. An electronic version of minutes from all meetings shall be prepared and distributed to the membership and interested parties within one month from the meeting date. Distribution of said minutes may be in a 'member only' section of the Website.

Any meeting requiring discussion of private member information will be held separately from the Board meeting with the necessary parties in attendance. Private member information will removed from any publicly available documents and all meeting minutes.

Section 11 Compensation

No member of the Board will receive, directly or indirectly, any salary or compensation in her/his capacity as a Director or an Officer. Any Board or committee member will be compensated for authorized expenses incurred during the performance of assigned, authorized, or incidental duties, or activities.

Section 12 Vacancy

Any vacancy on the Board for any cause will be filled from the active membership by a majority vote of the remaining Board members for only the unexpired portion of the term.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer

(President, Vice President, Treasurer, Secretary) shall be temporarily filled by the Board. Such officers shall serve only until the next election at which time they shall be voted on by the membership.

Key vacancies of Officers, Web Manager, or other positions deemed as key to the success of the organization, will be filled at the next Board meeting, or a special board meeting will be called to fill the position if a board meeting is not scheduled to happen within 45 days. Should the position of President/Chairperson of the Board become vacant before an annual election meeting, the Vice-president shall step in until elections are held for the members to vote and fill the vacant position. If a Vice-president is unable to step in, the Board shall designate an interim chair.

The Board may declare vacant the office of a director or an officer who consistently does not attend Board meetings and membership meetings or who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Section 13 Removal

Any Board member may be removed from the Board with or without cause by the a 2/3rds vote of the Board or by a majority vote of the voting membership. Any Board member who ceases to be a member in good standing or has missed three consecutive Board meetings without permission of the President will cease to be a Board member and will be replaced. The President will call for a special board meeting within 45 days if necessary to fill any of the following positions: President, Vice President, Treasurer, Secretary.

Section 14 Resignation

Any Board member may resign at any time, after turning in the Procedure Manual described in Section 9 above to the President and the Secretary and giving official written notice (notice may be electronic).

Section 15 Majority Action as Board Action

Every act or decision done or made by a majority of the directors is the act of the Board.

Section 16 Action by Majority Electronic or Written Consent Without Meeting

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing (may be electronic) to such action. Such actions shall be reported to the membership within one month of their occurrence.

ARTICLE VI STANDING COMMITTEES

Section 1 Committees

The possible standing committees of the Corporation (which may consist of only the chairperson) will be Programs, Membership, Public Relations, Librarian, Exhibitions, Guild Newsletter, Website, and Grants. Additional ad-hoc committees may be created or abolished by a two-third vote of the Board. Meetings and actions of the standing Committees shall be governed by the provisions of these bylaws.

Section 2 Committee Chairs

The Chairs of these standing committees will be elected by the general membership. Emergency and long-standing vacancies may also be filled by the Board. All Committee Chairs will provide financial and budget information to the Treasurer for any planned or unexpected expenses and will work with the Treasurer to prepare the annual budget.

Each Committee Chair and Co-Chair will follow the guidelines in the electronic Procedure Manual for

their Committee and will review and update the Procedure Manual as needed. Prior to a change in Committee Chair or Co-Chair, the Procedure Manual will be reviewed and updated. All Committee Chairs will:

- i. Prepare and present a preliminary budget, final financial report and summary report for the upcoming year and for each event overseen by the Committee.
- ii. Receive prior Board approval for any expense outside of the approved budget per MAG Procedure Document.
- iii. Report all financial transactions (incoming & outgoing) to the Treasurer.
- iv. Develop and implement plans to benefit the membership. Work with the Treasurer, PR Committee, and other Chairs and Co-Chairs as needed to prepare and execute plan(s)
- i. Present contractual agreements, including venue contracts, to the Board for prior approval before entering into any contractual (including verbal) agreements.

Section 3 Committee Duty Summaries

a. Programs

Work with other Committee Chairs to develop programs to benefit MAG members.

b. Membership

The Membership committee will formulate plans and activities to increase the active membership and manage all aspects related to membership lists.

c. Public Relations

The public relations committee will develop and provide publicity material to the press, in all media (print and electronic) including social media for all guild programs except those whose PR needs are specifically covered by other committees per prior agreement of those committees. This includes publicity material sent to other guilds, galleries, libraries, educational institutions, et cetera.

d. Librarian

The librarian is responsible for administering access to the Resource Center and objects therein, maintaining the electronic library, photo files and the MAG's historical records.

e. Exhibitions

The Exhibitions Committee will propose, plan, and execute exhibitions of member artwork.

f. Guild Newsletter Editor

The Guild Newsletter Editor (GNE) will request, collect, write and edit material submitted for publication in the Guild Newsletter prior to publishing the Guild Newsletter. The GNE will send communications to the membership more frequently for other events, as needed.

g. Website Manager

The main role of the Website Manager is to ensure the security, health, and functionality of the back end of the website. Secondly the Website Manager works with the Treasurer and Membership Chair as needed to provide smooth operation of the financial and membership data with the current Membership Management software. The Website Manager is responsible for the user experience of the website, the Search Engine Optimization, GDPR and ADA Title III / Website Content Accessibility Guideline and California Unruh Civil Rights Act compliance.

h. Grants

The Grants Committee Chair will oversee all incoming and outgoing grant funds, including but not limited to identifying grants, as well as prioritizing, writing and submitting grant applications, overseeing adherence to grant terms, creating necessary forms and documents to aid in obtaining and distributing grant funds, and monitoring and reporting on the progress of funded projects including budgets and expenditures. Collaboration with the Board to assess the impact of grant-funded projects and collaborating with the Treasurer are key aspects of this role.

ARTICLE VII MEETINGS

Section 1 Rules of Order

Roberts Rules of Order, as revised, will govern all Board meetings and all general membership meetings except as otherwise provided in these By-laws.

Section 2 General Membership

Special meetings of the general membership may be called by the President, or by any five Board members who submit a written or electronic petition to the President. Such a call must state the business to be transacted and no other business will be transacted. A special meeting notice will be sent to all members ten days prior to the date of the special meeting.

Section 3 Annual Meeting

The Annual Meeting of both the Board and general membership will be held at a time determined by the Board, no later than 15 months after the last general membership meeting. The officers and committee chairs will present their annual reports at an Annual Meeting. The annual meeting may be held in person or electronically. Notice to the membership of all general meetings shall be made at least twenty (20) days in advance.

Section 4 Order of Business

The president will prepare an agenda for each Board meeting including call to order, any amendments to minutes of previous meeting, Committee and Treasurer reports, unfinished and new business.

ARTICLE VIII MEMBERSHIP DUES

Section 1 Term

Annual dues are payable on a rolling basis throughout the calendar year. Renewal of membership is set on the one-year anniversary date of joining or renewing with the Guild in the previous year.

Section 2 Amount

The amount of dues for all categories of membership will be set by the Board.

Section 3 Delinquent Members

Members will be delinquent if dues are not paid within 60 days of renewal notice and will lose all standing and privileges until dues are paid.

Section 4 Membership Year

Interested parties may join or renew membership with the Guild at any time of the calendar year. The date of joining or renewal sets the anniversary date for payment of dues for the following year.

ARTICLE IX NOMINATIONS AND ELECTION

Section 1 Nominations

Once a year, nominations will be solicited from the active membership for open seats on the Board. Active members may self-nominate or propose names of other active members, after securing permission from the other member, for positions on the Board.

Section 2 Election

The Board will be elected from the slate of nominees by majority vote of the members. Terms are described in Article V. Section 3 of these By-laws

ARTICLE X QUORUM

Section 1 Board

50% of Board members will constitute a quorum at any Board meeting, providing one of those present is the President, Vice-president, Secretary, or Treasurer.

Section 2 General Membership

A minimum of fifteen active members in good standing will constitute a quorum at any general or special membership meeting, providing one of the members present is either the President, Vice-President, Secretary, or Treasurer.

Section 3 Committees

A majority of any committee, standing or special, will constitute a quorum.

ARTICLE XI DISTRIBUTION OF INFORMATION

Section 1 Guild Newsletter

The Guild Newsletter is the official e-mail for distribution of information to members. It may be supplemented by other electronic and print communications, e.g. postcards and special notices as needed. Topics include, but are not limited to, information about MAG activities and other activities in the wider metal community, such as classes, exhibitions, shows, grants, MAG meetings, member news, how to join MAG, and member benefits.

Section 2 Website

MAG's website is used to share information and manage member accounts.

ARTICLE XII AMENDMENTS

Section 1 Amendments

These By-Laws may be amended by a 2/3rd vote of the total Board at any Board meeting providing that notice of the proposed amendment(s) shall have been sent by regular mail or electronically to all Board members in good standing at least 30 days prior to the Board meeting at which amendments will be voted upon. All member and Board member comments should be sent to the Secretary, preferably by e-mail. and/or posted on MAG website. The email address for comments will be provided to all Board members >30 days prior to the comment deadline. In an emergency, a telephone or e-mail poll or online voting method may be used to expedite passage of amendments or any other action requiring approval by a 2/3rd vote of the Board.

As stated in CA Corporations Code 5150: Except as provided in subdivision (c), and Sections 5151, 5220, 5224, 5512, 5613, and 5616 of California Corporations Code, bylaws may be adopted, amended or

repealed by the board unless the action would materially and adversely affect the rights of members as to voting or transfer. Bylaws may be adopted, amended or repealed by approval of members (CA Corporations Code Section 5034); provided, however, that such adoption, amendment or repeal also requires approval by the members of a class if that action would materially and adversely affect the rights of that class as to voting or transfer in a manner different than that action affects another class. Once members have been admitted, a bylaw specifying or changing a fixed number of directors or the maximum or minimum number or changing from a fixed to a variable board or vice versa may only be adopted by approval of the members per California Corporations Code 5151 Section (b).

Section 2 Certain Amendments

Notwithstanding the above section of this Article, this corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law. The corporation may amend its State of California Articles of Incorporation to change IRS tax exempt status after obtaining approval by a vote of the membership.

ARTICLE XIII DISSOLUTION

Upon dissolution of the Metal Arts Guild, the incumbent Board will proceed as provided in Article VII of the Articles of Incorporation. (See Appendix 1).

ARTICLE XIV INSURANCE FOR CORPORATE DIRECTORS AND OFFICERS

The Board shall authorize the purchase and maintenance of insurance on behalf of directors, officers and agents of the corporation against any liability incurred on behalf of the corporation except in relation to matters as to which a director, officer, or agent may have been found guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE XV EXECUTION OF CONTRACTS, FUNDS, DEPOSITS, GIFTS

Section 1 Contracts

The Board may authorize any officer(s), to enter into any contract in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Such contracts shall not contain language or terms that might be in conflict with these by-laws.

Section 2 Funds

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, electronic payments, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed or electronically approved by the treasurer or other director that has been authorized by a majority vote of the Board. Two signers are required for any check or draft over an amount set by the Board. The approval of two voting board members is required for any electronic payment over an amount set by the Board, that amount must be publicized to incoming Board and committee members.

Section 3 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in a bank or banks selected by the Board. Unless otherwise approved by a unanimous vote of the Board, such account(s) shall have a maximum of three authorized signers that would include the treasurer, and

two other directors of the corporation approved by the Board.

Section 4 Gifts

The Board may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purposes of this corporation.

ARTICLE XVI CORPORATE RECORDS AND REPORTS

Section 1 Maintenance of Corporate Records

The corporation shall keep correct and complete electronic books and electronic records of account and shall also keep electronic copies of the minutes of the meetings of its membership, Board, and committees, and shall keep in a secure online location a record of the membership.

Section 2 Director's Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 3 Members' Inspection Rights

All books and records of the corporation electronic and otherwise may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Section 4 Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to an electronic copy and to make extracts. Any and all expenses shall be borne by the requester.

Section 5 Annual Report

Within five months of the close of the fiscal year, the corporation shall issue an annual report to the membership and interested parties identifying corporate directors and officers, membership status, significant business transactions, activities/events in support of the corporation's public benefit status, a year-end financial statement, and goals/plans for the next fiscal year. An electronic copy of the report will be provided to all directors of the corporation and to any member or interested party who requests it in writing (physical or electronic).

Section 6 Annual Conflict of Interest Statement

Each person serving on the Board will electronically sign an Annual Conflict of Interest Statement. The Secretary will ensure secure storage of said documents. The Vice President and President are responsible for ensuring all members of the Board sign this document at the start of each fiscal year, or the start of their term of service, if the term does not start at the beginning of the fiscal year.

XVII INDEMNIFICATION

Subject to any applicable statute, any Director or Officer of the Corporation shall be indemnified and held harmless by the Corporation to the fullest extent of the law. This includes, but is not limited to, a party to any action, suit, or proceeding, by reason of the fact of being a testator or intestate representative, is or was a Director, Officer, Agent, or Employee of the Corporation. The Corporation shall provide reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with such action, suit, or proceeding. Notwithstanding the foregoing, no indemnification shall be made by the Corporation of any judgment or other final determination, if the acts were committed in bad faith or were the result of active or deliberate fraud, dishonesty, or clear and gross negligence.

WRITTEN CONSENT OF DIRECTORS ADOPTING BY-LAWS

We, the undersigned, are all persons named as current directors of Metal Arts Guild, a California nonprofit corporation, and, pursuant to the authority granted to the directors by a vote of the membership as specified by the initial bylaws of the corporation, consent to, and hereby do, adopt the foregoing bylaws, consisting of 11 pages, as the updated and now current by-laws of this corporation.

These By-laws approved by the MAG Board of Directors on _____ (date)

Signature	Name	Role in Corporation
	Francesca MacKie	Director / President
		Director / Vice-president
	Cynthia Clearwater	Director / Treasurer
	Laurence deLeon	Director / Secretary / Guild Newsletter
	Harriete Estel Berman	Director / Membership Chair
	Jeanette Blix	Director / Programs Co-Chair
	Andrea Taylor	Director / Programs Co-Chair
	Jenn Parnell Kirkpatrick	Director / Website Manager
	Ron Elson	Director / Exhibitions

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the by-laws of the corporation named in the title thereto, and that such by-laws were duly adopted by the board of directors of said corporation on the date set forth above.

_____ Francesca MacKie, President _____ (date)

The following Appendices are merely for legal guidance and historical background and are not part of the present By-laws.

APPENDIX ONE ARTICLES OF INCORPORATION OF METAL ARTS GUILD

I

The name of this corporation is METAL ARTS GUILD.

II

The purposes for which this corporation is formed are:

1) The specific and primary purposes are to function as an educational not-for-profit organization to encourage, stimulate and assist the development, understanding, acceptance, appreciation and utilization of the metal arts; and to perform all acts necessary or incident to the above, but to engage only in activities which are charitable and educational and are entitled to charitable and educational status for tax purposes under federal, state and local law including Section 501(c)(3) of the Internal Revenue Code.

2) The general purposes and powers are to have and to exercise all rights and powers conferred on nonprofit corporations under the laws of the State of California, including the power to contract, rent, buy, or sell personal or real property, and to receive property by grant, gift, bequest or devise, providing, however, that this corporation will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purposes of the corporation.

III

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California. This corporation does not contemplate pecuniary gain or profit to the members thereof and is organized only for nonprofit purposes.

IV

The principal office for the transaction of the business of this corporation is located in the City and County of San Francisco.

V

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Helen S. Kirshner 731 Gelston Place, El Cerrito, CA 94530

Robert W. Randolph 72 Winfield Street, San Francisco, CA 94110

Katherine C. White 1877 San Ramon Avenue, Mountain View, CA 94043

VI

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, will be as set forth in the by-laws.

VII

The property of this corporation is irrevocably dedicated to charitable, scientific, educational, and literary purposes meeting the requirements of Section 214(d) of the Revenue and Taxation Code and no part of the net income or assets of this corporation will ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, scientific, educational and literary purposes and which has established its tax exempt status as such under Section 501(c)(3) of the Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets will be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation proceeding to which the Attorney General is a party.

VIII

The name of the existing unincorporated organization that is being incorporated is Metal Arts Guild. Other names by which this organization has been known are Metal Arts Guild of San Francisco and Metal Arts Guild of Northern California.

IX

No substantial part of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, or participating in, or intervening in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

IN WITNESS WHEREOF, the undersigned have executed these ARTICLES OF INCORPORATION.

June 24, 1977 /s/ _____

Helen S. Kirshner

/s/ _____

Robert W. Randolph

/s/ _____

Katherine C. White

The Metal Arts Guild was incorporated as a nonprofit California corporation June 24 1977. Helen S. Kirshner, Robert W. Randolph and Katherine C. White (Quinn) were the incorporating directors who served as directors until the election of the First Board of Directors at the membership meeting in July. The Attorney General later notified us that we are classified under, and governed by, the statutes of the state relating to public benefit corporations.

Public benefit corporations are nonprofit corporations formed for a public or charitable purpose such as,

1. scientific, literary or educational purposes which benefit the public such as programs, lectures, exhibits, workshops, etc., which are open to or available to the public, or
2. for charitable purposes which can be defined as "providing services beneficial to the public interest". This "charitable purposes" item is very important as far as our exempt status with the IRS is concerned.

The act of incorporating established the Guild as a separate legal entity, somewhat like creating a person, that can enter into contracts or leases, own property, make investments, receive grants, donations, and bequests, initiate civil suits, and likewise be sued. This legal "person" is, in a sense, immortal as the nonprofit corporation continues to exist until dissolved by vote of the membership.

The state of California has some legal Jargon that says in simple language "If you want to be a corporation you must act like a corporation." This statement can be very important as far as the operation of the guild is concerned.

The following excerpts, by section number, from the nonprofit corporation statutes of the state cover a number of the Formalities of "acting like a corporation".

6320 Books and records.

1. The corporation shall keep adequate records and books of account.
2. It shall keep minutes of all membership, board and board committee meetings.

6321 Treasurer's annual report.

The treasurer will prepare an annual report covering the Following:

1. All assets and liabilities at the end of the Fiscal year.
2. The principal changes in assets and liabilities.
3. The revenue of the corporation for the Fiscal year.
4. The expenses for the fiscal year.

6330 Members' rights.

Any member may inspect and copy the record of all members' names, addresses, and voting rights at all reasonable times after 5 days written request. This information must be used in good faith.

6333 Accounting books, minutes of meetings.

The accounting books and records and the minutes of meetings of the members, the board, and committees shall be open to inspection upon the written request of any member.

6334 Directors' rights.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind.

6336 Membership list.

The state considers a membership list to be a corporate asset.

There are several reasons why it is advantageous to be a "nonprofit" corporation:

- Protection of the directors and the general membership from liability for the general debts of the nonprofit corporation or from the effects of a civil judgment.
- Exemption From State and Federal income taxes on all but unrelated income.
- Nonprofit mailing privileges.
- General recognition of the Guild as a stable and dependable organization. This is just one of the steps on the way toward being qualified to receive grants.
- Other benefits will be noted as the Guild engages in various activities.

In order for the corporate entity to perform any of these functions it must have the services of a person or persons to do the actual work involved. These persons are, in the case of the Metal Arts Guild, the Board of Directors.

The Guild is rather unique in one respect as compared to most corporations who have a Board of Directors, that is separate and distinct from the officers of the corporation. These directors generally determine the policies and activities of the corporation by passing resolutions, rather than making motions, to do certain things which are then passed on to the officers of the corporation with instructions to get them done. The officers are often paid employees of the corporation and some may also be members of the board. They generally have little authorization to make policy or determine overall activity.

In the case of the Guild the entire Board of Directors also functions as the officers, committee chairs, and members-at-large although all actions taken at board meetings are legally those of the Board of Directors. Corporate directors and officers have a responsibility to the state, to the corporation, to the general membership, and to each other to act only in the best interest of the corporation (the State calls it a "duty of care"). If a breach of this duty by any director causes any financial or other harm to the corporation, a court may hold that director personally liable.

Since the Guild does engage in activities involved with the general public, i.e., gallery exhibits, museum and college exhibits, workshops and meetings which include nonmember as well as member participation, Fairs, etc., this could involve situations resulting in civil action or a complaint to the Attorney General or to the Secretary of State. In general, a nonprofit corporation must conduct its affairs so that the separate existence of the nonprofit entity is clear and respected. In other words we must keep "our corporate nose clean" by "acting like a corporation".

In the event that a civil action was brought against the Guild one of the first things that would be done by a court would be to examine our financial records, our meeting minutes, and our various activities over several years time. **If it is found that the Guild has failed to follow standard corporate formalities, a court may disregard the corporate entity and hold the directors liable.** The legal profession calls this "piercing the corporate veil". (This information was obtained from a member of the legal profession who is experienced in nonprofit corporate affairs.)

The Board of Directors is responsible for the initiation and implementation of all activities of the Guild. Voting on all motions or resolutions is restricted by state law to Board members. **While the Guild permits the general membership to attend board meetings and to present ideas or gripes they may NOT MAKE MOTIONS, ENTER RESOLUTIONS, OR VOTE ON SUCH ACTIONS.**

The general membership may vote ONLY on the following:

- Election and removal of directors.
- Amendment of Bylaws.
- Amendment of the Articles of Incorporation. (The Guild does not have a constitution.)
- Election to windup and dissolve the corporation.
- Sale of corporate assets.
- Approval of merger or consolidation with another corporation.

Our Board meeting minutes must record whether the meeting is a regular meeting or a special meeting. If a special meeting is called the exact purpose must be recorded and no other business may be conducted.

Also to be recorded are the Board members present, the Board members absent, and whether a quorum is present or not. All other members who attend a board meeting should be recorded separately so they will not be mistaken for board members.

While the relaxed atmosphere of our Board meetings is pleasant and perhaps inspirational, it is necessary to have the above mentioned formalities and certain others as well closely followed in order to protect and preserve our corporate integrity. It is the responsibility of the presiding officer at a meeting to be aware of and enforce these formalities when necessary.

There is considerably more that can be said about all of the above material but what is here covers the basics to serve as operating guidelines. Compiled by Robert Randolph, Executive Secretary, after much research on the subject in the San Francisco Law Library.

THE METAL ARTS GUILD AS A NONPROFIT CORPORATION

DRAFT

PREPARED FOR THE MAG BOARD OF DIRECTORS FEB. 16, 1996 BY NANCY EVANS September, 2009
Draft #5 Revision Jan. 8, 2009

APPENDIX THREE MEETINGS, ELECTIONS & VOTING EXCERPTS OF CALIFORNIA CORPORATIONS CODE – CORP PART 2. NONPROFIT PUBLIC BENEFIT CORPORATIONS CHAPTER 5 ARTICLE 1 PROVISION 5510 – 5517 *(Obtained from the State of California on July 20, 2026)*

Corporations Code - CORP

TITLE 1. CORPORATIONS [100 - 14707] *(Title 1 enacted by Stats. 1947, Ch. 1038.)*

DIVISION 2. NONPROFIT CORPORATION LAW [5000 - 10841] *(Heading of Division 2 amended by Stats. 1978, Ch. 567.)*

PART 2. NONPROFIT PUBLIC BENEFIT CORPORATIONS [5110 - 6910] *(Part 2 added by Stats. 1978, Ch. 567.)*

CHAPTER 5. Meetings and Voting [5510 - 5527] *(Chapter 5 added by Stats. 1978, Ch. 567.)*

ARTICLE 1. General Provisions [5510 - 5517] *(Article 1 added by Stats. 1978, Ch. 567.)*

5510.

(a) Meetings of members may be held at a place within or without this state as may be stated in or fixed in accordance with the bylaws. If no other place is stated or so fixed, meetings of members shall be held at the principal office of the corporation. Subject to any limitations in the articles or the bylaws of the corporation, if authorized by the board of directors in its sole discretion, and subject to those guidelines and procedures as the board of directors may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the corporation (Sections 20 and 21), electronic video screen communication, conference telephone, or other means of remote communication, participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members, subject to subdivision (f).

(b) A regular meeting of members shall be held on a date, time, and with the frequency stated in or fixed in accordance with the bylaws, but in any event in each year in which directors are to be elected at that meeting for the purpose of conducting such election, and to transact any other proper business which may be brought before the meeting.

(c) If a corporation with members is required by subdivision (b) to hold a regular meeting and **fails to hold the regular meeting for a period of 60 days after the date designated therefor or, if no date has been designated, for a period of 15 months after the formation of the corporation, or after its last regular meeting, or if the corporation fails to hold a written ballot for a period of 60 days after the date designated therefor**, then the superior court of the proper county may summarily order the meeting to be held or the ballot to be conducted upon the application of a member or the Attorney General, after notice to the corporation giving it an opportunity to be heard.

(d) The votes represented, either in person (or, if proxies are allowed, by proxy), at a meeting called or by written ballot **ordered pursuant to subdivision (c)**, and entitled to be cast on the business to be transacted shall constitute a quorum, notwithstanding any provision of the articles or bylaws or in this part to the contrary. The court may issue such orders as may be appropriate, including, without limitation, orders designating the time and place of the meeting, the record date for determination of members entitled to vote, and the form of notice of the meeting.

(e) Special meetings of members for any lawful purpose may be called by the board, the chairperson of the board, the president, or such other persons, if any, as are specified in the bylaws. In addition, special meetings of members for any lawful purpose may be called by 5 percent or more of the members.

(f) A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation, electronic video screen communication, conference telephone, or other means of remote communication if the corporation implements reasonable measures: (1) to provide members

and proxyholders, if proxies are allowed, a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting concurrently with those proceedings, (2) if any member or proxyholder, if proxies are allowed, votes or takes other action at the meeting by means of electronic transmission to the corporation, electronic video screen communication, conference telephone, or other means of remote communication, to maintain a record of that vote or action in its books and records, and (3) to verify that each person who has voted remotely is a member or proxyholder, if proxies are allowed. A corporation shall not conduct a meeting of members solely by electronic transmission by and to the corporation, electronic video screen communication, conference telephone, or other means of remote communication unless one or more of the following conditions apply: (A) all of the members consent; (B) the board determines it is necessary or appropriate because of an emergency, as defined in paragraph (5) of subdivision (n) of Section 5140; or (C) notwithstanding the absence of consent from all members pursuant to (A) or subdivision (b) of Section 20, the meeting includes a live audiovisual feed for the duration of the meeting. A corporation holding a meeting pursuant to (C) may offer, in addition to remote audiovisual feed, an audio-only means by which a member or proxyholder may participate provided that the choice between participating via audiovisual or via audio-only means is made by the member or proxyholder and the corporation does not impose any barriers to either mode of participation. A de minimis disruption of an audio or audiovisual feed does not require a corporation to end a meeting under, or render the corporation out of compliance with, this subdivision.

(Amended by Stats. 2025, Ch. 67, Sec. 39. (AB 1170) Effective January 1, 2026.)

5511.

(a) Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting. Subject to subdivision (f), and subdivision (b) of Section 5512, that notice shall state the place, date and time of the meeting, the means of electronic transmission by and to the corporation (Sections 20 and 21), electronic video screen communication, conference telephone, or other means of remote communication, if any, by which members may participate in that meeting, and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of the regular meeting, those matters which the board, at the time the notice is given, intends to present for action by the members, but, except as provided in subdivision (b) of Section 5512, any proper matter may be presented at the meeting for such action. 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.

(b) (1) Notice of a members' meeting or any report shall be given personally, by electronic transmission by the corporation, or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for purpose of notice, or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. Notwithstanding the foregoing, the notice of a members' meeting or any report may be sent by electronic communication or other means of remote communication if the board determines it is necessary or appropriate because of an emergency, as defined in paragraph (5) of subdivision (n) of Section 5140. An affidavit of giving of any notice or report as permitted because of an emergency or otherwise in accordance with the provisions of this part, executed by the secretary, assistant secretary, or any transfer agent, shall be prima facie evidence of the giving of the notice or report.

(2) If any notice or report addressed to a member at the address of such member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of the corporation for a period of one year from the date of the giving of the notice or report to all other members.

(3) (A) Notice given by electronic transmission by the corporation under this subdivision shall be valid only if it complies with Section 20. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the corporation under this subdivision after either of the following:

(i) The corporation is unable to deliver two consecutive notices to the member by that means.

(ii) The inability to so deliver the notices to the member becomes known to the secretary, any assistant secretary, the transfer agent, or other person responsible for the giving of the notice.

(B) This paragraph shall not apply if notices are provided by electronic communication or other means of remote communication as permitted because of an emergency.

(c) Upon request in writing to the corporation addressed to the attention of the chairperson of the board, president, vice president, or secretary by any person (other than the board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the board, not less than 35 nor more than 90 days after the receipt of the request. If the notice is not given within 20 days after receipt of the request, the persons entitled to call the meeting may give the notice or the superior court of the proper county shall summarily order the giving of the notice, after notice to the corporation giving it an opportunity to be heard. The court may issue such orders as may be appropriate, including, without limitation, orders designating the time and place of the meeting, the record date for determination of members entitled to vote, and the form of notice.

(d) When a members' meeting is adjourned to another time or place, unless the bylaws otherwise require and except as provided in this subdivision, notice need not be given of the adjourned meeting if the time and place thereof (or the means of electronic transmission by and to the corporation, conference telephone, or other means of remote communication, or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which the adjournment is taken. No meeting may be adjourned for more than 45 days. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

(e) The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, provides a waiver of notice or consent to the holding of the meeting, or an approval of the minutes thereof in writing. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by this part to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of

notice, consent to the holding of the meeting, or approval of the minutes thereof, unless otherwise provided in the articles or bylaws, except as provided in subdivision (f).

(f) Any approval of the members required under Section 5222, 5224, 5812, or 6610, other than unanimous approval by those entitled to vote, shall be valid only if the general nature of the proposal so approved was stated in the notice of meeting, or in any written waiver of notice.

(g) A court may find that notice not given in conformity with this section is still valid, if it was given in a fair and reasonable manner.

(Amended by Stats. 2022, Ch. 617, Sec. 51. (SB 1202) Effective January 1, 2023.)

5512.

(a) One-third of the voting power, represented in person or by proxy, shall constitute a quorum at a meeting of members, but, subject to subdivisions (b) and (c), a bylaw may set a different quorum. Any bylaw amendment to increase the quorum may be adopted only by approval of the members (Section 5034). If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by this part or the articles or bylaws.

(b) Where a bylaw authorizes a corporation to conduct a meeting with a quorum of less than one-third of the voting power, then the only matters that may be voted upon at any regular meeting actually attended, in person or by proxy, by less than one-third of the voting power are matters notice of the general nature of which was given, pursuant to the first sentence of subdivision (a) of Section 5511.

(c) Subject to subdivision (b), the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum or, if required by this division or the articles or the bylaws, the vote of a greater number or voting by classes.

(d) In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted, except as provided in subdivision (c).

(Amended by Stats. 2000, Ch. 485, Sec. 11. Effective January 1, 2001.)

5513.

(a) Subject to subdivision (e), and unless prohibited in the articles or bylaws, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. Unless otherwise provided by the articles or bylaws and if approved by the board of directors, that ballot and any related material may be sent by electronic transmission by the corporation (Section 20) and responses may be returned to the corporation by electronic transmission to the corporation (Section 21). That ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation.

(b) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) Ballots shall be solicited in a manner consistent with the requirements of subdivision (b) of Section 5511, and Section 5514. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the

percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(d) Unless otherwise provided in the articles or bylaws, a written ballot may not be revoked.

(e) Directors may be elected by written ballot under this section, where authorized by the articles or bylaws, except that election by written ballot may not be authorized where the directors are elected by cumulative voting pursuant to Section 5616.

(f) When directors are to be elected by written ballot and the articles or bylaws prescribe a nomination procedure, the procedure may provide for a date for the close of nominations prior to the printing and distributing of the written ballots.

(Amended by Stats. 2004, Ch. 254, Sec. 18. Effective January 1, 2005.)

5514.

(a) Any form of proxy or written ballot distributed to 10 or more members of a corporation with 100 or more members shall afford an opportunity on the proxy or form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot or proxy is distributed, to be acted upon at the meeting for which the proxy is solicited or by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

(b) In any election of directors, any form of proxy or written ballot in which the directors to be voted upon are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

(c) Failure to comply with this section shall not invalidate any corporate action taken, but may be the basis for challenging any proxy at a meeting or written ballot and the superior court may compel compliance therewith at the suit of any member.

5515.

(a) If for any reason it is impractical or unduly difficult for any corporation to call or conduct a meeting of its members, delegates, or directors, or otherwise obtain their consent, in the manner prescribed by its articles or bylaws, or this part, then the superior court of the proper county, upon petition of a director, officer, delegate, member or the Attorney General, may order that such a meeting be called or that a written ballot or other form of obtaining the vote of members, delegates, or directors be authorized, in such a manner as the court finds fair and equitable under the circumstances.

(b) The court shall, in an order issued pursuant to this section, provide for a method of notice reasonably designed to give actual notice to all parties who would be entitled to notice of a meeting held pursuant to the articles, bylaws and this part, whether or not the method results in actual notice to every such person, or conforms to the notice requirements that would otherwise apply. In a proceeding under this section the court may determine who the members or directors are.

(c) The order issued pursuant to this section may dispense with any requirement relating to the holding of and voting at meetings or obtaining of votes, including any requirement as to quorums or as to the number or percentage of votes needed for approval, that would otherwise be imposed by the articles, bylaws, or this part.

(d) Wherever practical any order issued pursuant to this section shall limit the subject matter of the meetings or other forms of consent authorized to items, including amendments to the articles or bylaws, the resolution of which will or may enable the corporation to continue managing its affairs without further resort to this section; provided, however, that an order under this section may also

authorize the obtaining of whatever votes and approvals are necessary for the dissolution, merger, sale of assets or reorganization of the corporation.

(e) Any meeting or other method of obtaining the vote of members, delegates, or directors conducted pursuant to an order issued under this section, and which complies with all the provisions of such order, is for all purposes a valid meeting or vote, as the case may be, and shall have the same force and effect as if it complied with every requirement imposed by the articles, bylaws and this part.

(Amended by Stats. 1986, Ch. 766, Sec. 30.)

5516.

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

(Added by Stats. 1980, Ch. 1155.)

5517.

(a) If the name signed on a ballot, consent, waiver, or proxy appointment corresponds to the name of a member, the corporation if acting in good faith is entitled to accept the ballot, consent, waiver, or proxy appointment and give it effect as the act of the member.

(b) If the name signed on a ballot, consent, waiver, or proxy appointment does not correspond to the record name of a member, the corporation if acting in good faith is nevertheless entitled to accept the ballot, consent, waiver, or proxy appointment and give it effect as the act of the member if any of the following occur:

(1) The member is an entity and the name signed purports to be that of an officer or agent of the entity.

(2) The name signed purports to be that of an attorney-in-fact of the member and if the corporation requests, evidence acceptable to the corporation of the signatory's authority to sign for the member has been presented with respect to the ballot, consent, waiver, or proxy appointment.

(3) Two or more persons hold the membership as cotenants or fiduciaries and the name signed purports to be the name of at least one of the coholders and the person signing appears to be acting on behalf of all the coholders.

(c) The corporation is entitled to reject a ballot, consent, waiver, or proxy appointment if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has a reasonable basis for doubt concerning the validity of the signature or the signatory's authority to sign for the member.

(d) The corporation and any officer or agent thereof who accepts or rejects a ballot, consent, waiver, or proxy appointment in good faith and in accordance with the standards of this section shall not be liable in damages to the member for the consequences of the acceptance or rejection.

(e) Corporate action based on the acceptance or rejection of a ballot, consent, waiver, or proxy appointment under this section is valid unless a court of competent jurisdiction determines otherwise.

(Added by Stats. 1996, Ch. 589, Sec. 11. Effective January 1, 1997.)