

**FIRST AMENDED AND RESTATED BYLAWS  
OF  
CONFERENCE OF NORTHERN CALIFORNIA  
HANDWEAVERS, INCORPORATED**

**ARTICLE I  
NAME OF CORPORATION**

**Section 1. NAME.** The name of this Corporation shall be “CONFERENCE OF NORTHERN CALIFORNIA HANDWEAVERS, INCORPORATED.”

**ARTICLE II  
PURPOSE**

**Section 1. PRIMARY PURPOSE.** This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes of this Corporation is to provide education to the general public in the craft of weaving, spinning, basketry, dyeing, and closely related fiber arts to further and stimulate public interest in and appreciation of fiber arts, and to engage in any other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this corporation being formed for those public and charitable purposes only. We define “fiber art” to include basketry, beadwork, braiding, clothing design, crochet, dyeing, embroidery, felting, hooking, knitting, lacework, mixed media, needlework, paper, quilting, sculpture, sewing, spinning, surface design, textile design and weaving.

**Section 2. ACHIEVEMENT OF PURPOSE.** To achieve its purpose, the Corporation intends to: (a) obtain, provide, and make available exhibits to the end that the artistic level of the craft may be raised; (b) aid and encourage prospective members in the general art of handweaving, spinning, basketmaking, and dyeing; and (c) conduct and assist in conducting any and all lawful projects and programs which have the foregoing endeavors and objects in the northern part of the State of California; that is, that area which lies north of the Tehachapi Mountains in the State of California or in the northern part of Nevada.

**ARTICLE III  
MEMBERSHIP**

**Section 1. MEMBERSHIP ELIGIBILITY.** Any fiber arts guild in Northern California, in the area north of the Tehachapi Mountains, or in the northern part of Nevada, that has functioned as a guild for at least one (1) full year, and receives the endorsement of the Advisory Board shall be eligible for membership subject to approval by a vote of two-thirds (2/3rds) of the Guild Liaisons.

**Section 2. WRITTEN AGREEMENT.** An authorized representative of each guild must sign an agreement that the guild will abide by the Bylaws before it shall be entitled to any of the rights and privileges of membership.

**Section 3. MEMBER GUILD, (GUILD) VOTING PRIVILEGE.** Each guild shall be entitled to one (1) vote to be cast by a duly authorized representative. (See Article VIII, Guild Liaisons.)

**Section 4. MAJORITY RULE.** Matters being voted upon will be decided by a majority of voting members present unless California law, the Articles of Incorporation or these Bylaws require a greater number.

**Section 5. GUILD AREAS.** Guilds shall be assigned to one of the following areas upon recommendation of the Advisory Board and approval by the Guild Liaisons:

- Area 1: South Bay Guilds
- Area 2: Central Valley Guilds
- Area 3: San Francisco and East Bay Guilds
- Area 4: Sacramento Valley and Northern Nevada Guilds
- Area 5: North Coast Guilds

**Section 6. GUILD PARTICIPATION.** Member guilds are expected to participate in annual conferences and assume responsibility for conference planning and execution when their area is assigned. (See Article VIII, Section I) Guild participation shall be determined by the Annual Conference Committee, which may ask guilds to assume responsibility for one or more activities including: the exhibit of work by guild members, the sponsorship of a conference event or exhibit, and the provision of volunteer labor for designated conference jobs.

**Section 7. SUSPENSION; REINSTATEMENT.** Non-participation by any guild, within the area responsible for conference planning, may result in suspension of membership in this Corporation. A guild, when suspended, may regain membership upon reapplication following provisions of this Article.

**Section 8. DEBT LIABILITY.** Member guilds are not liable for the debts, liabilities, or obligations of the Corporation.

## **ARTICLE IV DUES**

**Section 1. DUES.** The Advisory Board may determine the amount of annual dues payable to the Corporation by its members. Any adjustments to the annual dues shall be determined by a vote of two-thirds (2/3rds) of the Guild Liaisons.

**Section 2. PAYMENT OF DUES.** Member guilds shall pay an annual assessment to the Corporation in exchange for the Corporation's benefits.

**Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP.** If a member does not pay the dues or otherwise contact the Corporation, the guild shall be removed from the membership list. If the guild files a protest within 10 days of notice the member shall be given an additional five (5) days to present a written explanation/objection for presentation to the Board. The Board shall consider the written explanation/objection prior to making a final decision on whether or not the member shall be removed.

**ARTICLE V  
DIRECTORS**

**Section 1. CORPORATE POWERS.** The corporate powers of this Corporation shall be vested in a Board of Directors. Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the California Corporations Code, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

a. to select and remove all the officers, agents and employees of the Corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in their discretion require from them security for faithful service;

b. to make disbursements from the funds and properties of the Corporation as are required to fulfill the purposes of this Corporation as are more fully set out in the Articles of Incorporation thereof and generally to conduct, manage and control the activities and affairs of the corporation and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best;

c. to adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best;

d. to borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore; and

e. to the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

**Section 2. NUMBER.** The authorized number of Directors of the Corporation shall be not less than 3 and not more than 7, with the exact number to be determined from time to time by the Directors until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number may be changed by the vote or written assent of two-thirds (2/3rds) of the directors then in office. The Directors of the Corporation shall consist of the Officers of the Corporation as specified in Article VII.

**Section 3. SELECTION AND TENURE OF OFFICE.** Directors shall be elected at each annual meeting of the members. Directors may be members of the Advisory Board or general members of the Corporation. Eligibility to serve as a director on the Board of Directors of the Corporation is not contingent upon membership in the Corporation. Individuals serving as directors are not required to become or remain members of the Corporation during their tenure on the Board. Each Director shall serve until the next annual meeting and until a successor has been elected and qualified. If an annual meeting is not held, or the Directors are not elected at an annual meeting, the Directors may be elected at any special meeting of members held for that purpose. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased. The Board may declare vacant the office of a Director 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 arising under the California Nonprofit Public Benefit Corporation Law. (Corp. Code, §§ 5230 et seq.) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

**Section 4. REMOVAL.** A Director may be removed from office if any of the following has been found to have occurred:

- a. the Director misses 3 or more consecutive board meetings or 5 meetings in a calendar year without cause;
- b. a conflict of interest is found to exist between the Director and the Corporation;
- c. the Director is found to have engaged in activities that are directly contrary to the interests of the Corporation; or
- d. the Director is found to be engaged in the misrepresentation of the Corporation and its policies to outside third parties, either willfully, or on a repeated basis.
- e. A majority of Directors determine that the Director has not continued to meet these qualifications.

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board. Removal must be by a two-thirds (2/3rds) vote of all the Directors.

## **ARTICLE VI ADVISORY BOARD**

**Section 1. PURPOSE.** The Advisory Board shall report to and advise the Board regarding the business of the Corporation and provide reports to the Guild Liaisons.

**Section 2. TENURE OF OFFICE.** Each Advisor shall serve a term of 5 years or until a successor has been qualified and selected.

**Section 3. VOTING MEMBERS OF ADVISORY BOARD; NUMBER & QUALIFICATIONS.** Voting Members of the Advisory Board of the Corporation shall consist of two (2) representatives from each of the five (5) Guild Areas (also referred to as “Advisors”). These Advisors shall be either the Chair or Co-Chair of the most recent conference in their respective Area or, shall have served on the core committee of a conference from that Area. If this requirement cannot be satisfied, an Advisor shall be chosen at a meeting of the guilds in the Area concerned. The number of voting Advisors shall not exceed 10, and equal representation from all Areas shall be maintained. A quorum shall consist of a minimum of seven (7) voting Advisory Board members.

**Section 4. ALTERNATIVE ADVISORS.** At the beginning of each term, the two Advisors for each Guild Area shall designate an Alternate Advisor to attend meetings and vote when they are absent. An Alternate Advisor shall have the same qualifications as a regular Advisor.

**Section 5. EX-OFFICIO MEMBERS.** The Advisory Board includes non-voting, ex-officio members and certain officers such as the Executive Director, the CNCHnet Editor, the Web Site Manager, Alternate Advisors and the Chairs and Co-Chairs of coming conferences who are not already members of the Advisory Board.

**Section 6. CHAIRMAN OF ADVISORY BOARD.** The President of the Board of Directors serves as the Chair. The Chair shall: (a) Plan and conduct all meetings of the Advisory Board and Guild Liaisons; and (b) Notify Advisors from the Area next scheduled to conduct an annual conference to initiate action by representatives of member guilds in that Area to select their upcoming Conference Chair.

**Section 7. COMPENSATION AND REIMBURSEMENT.** Advisors shall serve without compensation except that they shall be allowed and paid mileage at a rate decided by majority vote of Advisors. In addition, they shall be reimbursed for expenses incurred in performance of their duties, if authorized in advance by the Board.

**Section 8. DEBTS.** Advisors are not personally liable for the debts, liabilities, or other obligations of the Corporation.

## **ARTICLE VII OFFICERS**

**Section 1. EXECUTIVE DIRECTOR.** The Executive Director is the key management leader of the Corporation. The Executive Director is responsible for overseeing the administration, programs and strategic plan of the organization. Other key duties include fundraising, marketing, and community outreach. The position reports directly to the Board of Directors.

a. **Board Governance:** Work with the Corporation’s Board of Directors and the Corporation’s Advisory Board in order to fulfill the organization mission.

- i. Responsible for leading the Corporation in a manner that supports and guides the organization’s mission as defined by the Board.
  - ii. Responsible for communicating effectively with the Board and providing, in a timely and accurate manner, all information necessary for the Board to function properly and to make informed decisions.
- b. Financial Performance and Viability: Develops resources sufficient to ensure the financial health of the organization.
  - i. Responsible for the fiscal integrity of the Corporation, to include submission to the Board of a proposed annual budget and monthly financial statements, which accurately reflect the financial condition of the organization.
  - ii. Responsible for fiscal management that generally anticipates operating within the approved budget, ensures maximum resource utilization, and maintenance of the organization in a positive financial position.
- c. Corporation Mission and Strategy: Works with the Board of Directors, the Corporation’s Advisory Board, contractors, and staff to ensure that the mission is fulfilled through programs, strategic planning and community outreach.
  - i. Responsible for coordinating the implementation of the Corporation’s programs with the Board and Advisory Board and carrying out the organization’s mission. This includes initiating the process of selecting the Chair or Co-chairs of the annual conferences.
  - ii. Responsible for strategic planning to ensure that the Corporation can successfully fulfill its mission into the future.
  - iii. Responsible for the enhancement of the Corporation’s image by being active and visible in the community and by working closely with other professional, civic and private organizations.
- d. Corporation Operations: Oversees and implements appropriate resources to ensure that the operations of the organization are appropriate.
  - i. Responsible for facilitating the hiring and retention of competent, qualified staff.
  - ii. Responsible effective administration of the Corporation’s operations.

- iii. Responsible for signing all notes, agreements, and other instruments made and entered into and on behalf of the organization.

e. Bank Accounts. The Executive Director may establish and maintain one or more bank accounts for the account of the Corporation and may collect and deposit into any such account or accounts, and disburse from any such account or accounts, any money on behalf of the Corporation, under such terms and conditions as the Board may approve, provided that no funds shall be commingled with the funds of the Executive Director; and the Executive Director shall from time to time render appropriate accountings of such collections and payments to the Board and to the auditors of the Corporation.

**Section 2. PRESIDENT**. Subject to supervisory powers, if any, as may be given by the Board, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction, and control of the activities and Officers of the Corporation. In the absence of the President, one of the Board of Directors shall preside at all meetings of the Board. The President shall be an ex-officio member of all the standing committees, including any Executive Committee, and shall have the general powers and duties of management usually vested in the office of a President of a Corporation, and shall have other powers and duties as may be prescribed by the Board or the Bylaws.

**Section 3. SECRETARY**. The Secretary shall be an Advisor duly appointed by the Board. The Secretary shall perform the following duties: (a) maintain the minutes of the Board, Advisory Board, and the Guild Liaison Meetings; (b) provide copies of Board minutes to Board Members; (c) provide copies of Guild Liaison Meeting minutes to member guilds and Advisory Board members; and (d) maintain all Corporation records as required by law.

**Section 4. TREASURER AND CHIEF FINANCIAL OFFICER**. The Treasurer shall be the Chief Financial Officer of the Corporation and a designated member of the Advisory Board. The Treasurer shall: (a) keep and maintain Corporation funds or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation; (b) maintain all fund records and preserve audited financial records from annual conferences as required by State and Federal guidelines; (c) make reports as required by law; (d) deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the Executive Director and the Directors, whenever they request it, an account of all of his or her transactions.

**Section 5. FUND DISBURSEMENT**. Funds shall be disbursed by the Treasurer, Executive Director, or the President of the Board for expenses of the Corporation authorized by the Board.

**Section 6. REIMBURSEMENT**. Officers shall be paid mileage at a rate decided by majority vote of the Board and reimbursed for expenses incurred in performance of their duties, if authorized in advance by the Board.

**Section 7. DEBTS.** Officers are not personally liable for the debts, liabilities, or other obligations of the Corporation.

**Section 8. SUBORDINATE OFFICERS.** The Board of Directors may select other officers as it may deem desirable. Each such officer will hold office for such period, have such authority, and perform such duties as the Board of Directors may prescribe as provided in the Bylaws.

**Section 9. REMOVAL AND RESIGNATION.** Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board, by any officer on whom the power of removal may be conferred by the Board. Any officer may resign at any time, without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Board, to the Executive Director, or to the Secretary of the corporation. The resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

**Section 10. VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to the office, provided that the vacancies shall be filled as they occur and not on an annual basis.

**Section 11. INABILITY TO ACT.** In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his or her place, the Board may from time to time delegate the powers or duties of the officer to any other officer, or any director or other person whom the Board may select.

## **ARTICLE VIII GUILD/MEMBER LIAISONS**

**Section 1. SELECTION.** Each guild shall select two (2) representatives to attend Guild Liaison Meetings and act as liaison with other guilds and the Board of Directors and Advisory Board. One (1) of these representatives shall serve as the Guild Liaison; the other shall assume the duties of Guild Liaison whenever that person is unable to fulfill the duties listed below. The Alternate Guild Liaison may be the Guild President, or any other member selected by the Guild President.

**Section 2. DUTIES OF GUILD LIAISON.** The Duties of the Guild Liaison shall be to:

- a. Consider and vote upon all matters generally affecting the Corporation;
- b. Act as liaison officer between the Corporation and the guild represented, present guild recommendations for action at Liaison Meetings, and give full reports on all Corporation and Conference activities to the guild;



c. By October of each year, provide the Executive Director with the following items: (i) a current roster of guild officers and members, (ii) current information on meeting times and locations, and (iii) payment of the annual dues per member for the support of the Corporation.

**Section 3. DUTIES OF ALTERNATE GUILD LIAISON.** The Duties of the Alternate Guild Liaison shall be to: (a) attend Liaison Meetings, and (b) assume the duties of the Guild Liaison in the absence or inability of the Guild Liaison to act.

## **ARTICLE IX COMMITTEES**

**Section 1. COMMITTEES.** Committees may be established as needed by the Board. Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two or more members of the Board, and shall have the powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

- a. the approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires members' approval (must be approved by the Board as a whole);
- b. the filling of vacancies on the Board or on any committee;
- c. the fixing of compensation of the Directors for serving on the Board or on any committee;
- d. the amendment or repeal of Bylaws or the adoption of new Bylaws;
- e. the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- f. the appointment of other committees of the Board or the members thereof;
- g. the expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- h. the approval of any self-dealing transaction, as these transactions are defined in Corp. Code, § 5233.

Any committee may be designated an Executive Committee or by another name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted.

## **ARTICLE X MEETINGS OF THE BOARD OF DIRECTORS AND ADVISORY BOARD**

**Section 1. PLACE OF MEETINGS.** Notwithstanding anything to the contrary in these Bylaws, any meeting whether regular, special, or adjourned of the members, Directors, or Advisors of this Corporation may be held at any place within or without the State of California that has been designated by the Board Chair.

**Section 2. ANNUAL MEETING.** There shall be an annual meeting of the members of the Corporation, called and presided over by the President of the Board of Directors.

**Section 3. MEMBER VOTING RIGHTS.** Only persons whose names stand on the membership records of the Corporation on the day of any meeting of members, shall be entitled to vote at such a meeting.

**Section 4. REGULAR MEETINGS.** The Board and Advisory Board, together referred to as the Advisory Council or AdCon, shall meet prior to Guild Liaison Meetings in a location chosen by the Board Chair. A quorum shall consist of a minimum of seven (7) voting Advisory Board members. Matters being voted upon will be decided by a majority of voting Directors and Advisors unless California law, the Articles of Incorporation or these Bylaws require a greater number for decision. In the event of a tied vote, the President of the Board will cast the tie-breaking vote.

Any representative of a member guild or member of a member guild has the right to appear before the Advisory Board to voice a complaint, question an action or propose new action. The request to appear must be submitted in writing to the Chair of the Board prior to the meeting.

**Section 5. GUILD LIAISON REGULAR MEETINGS.** Two (2) Guild Liaison Meetings shall be called each year by the Advisory Board. A quorum of the Guild Liaison Meeting shall consist of two-thirds (2/3rds) of the Guild Liaisons. A roll call shall be taken to determine if a quorum is present. Failure of a guild to be represented at three (3) consecutive Liaison Meetings can result in suspension of membership in this Corporation. When suspended, a guild may regain membership following provisions of Article III, Sections 1-2.

**Section 6. SPECIAL MEETINGS.** Special Meetings may be called to consider business of extraordinary or urgent need. A special meeting may be called by any Board, by action at the Liaison Meeting, or upon written request by at least one (1) member guild from three (3) or more Guild Areas.

**Section 7. NOTICE OF SPECIAL MEETINGS.** Special meetings shall be held on 48 hours' notice by first class mail or electronic means. The notice shall be addressed or delivered to each Advisory Board Member/Director or at the Director's/Advisor's address as it is shown on the records of the Corporation or as may have been given to the Corporation by the Advisor/Director for purpose of notice.

**Section 8. LIAISON VOTING.** When deemed appropriate by the Board any action presented at a Guild Liaison Meeting may be voted upon by return of an official ballot, which

may be cast in-person, in writing, or via electronic mail, by a guild representative within a specified period to a designated member of the Board.

**Section 9. ACCESS TO MEETINGS.** All meetings of the Board, Advisory Board, the Liaisons and committees are open to members of member guilds. Participation of guests shall be at the discretion of the presiding Chair.

**Section 10. PARLIAMENTARY PROCEDURES.** Except where inconsistent with the rules, Bylaws or policies of the Corporation or with the laws of the State of California, the parliamentary procedures governing meetings of the Directors, Advisors, Liaisons and committees shall be by *Robert's Rules of Order, Newly Revised*.

**Section 11. NOTICE OF REGULAR MEETINGS.** All notices of meetings shall be sent or otherwise given in accordance with this Article X not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board or members, at the time of giving the notice, intend to present for action.

**Section 12. MANNER OF GIVING NOTICE.** Notice of any meeting shall be given either personally, by electronic mail, first-class mail or telegraphic or other written communications, at the address appearing on the books of the Corporation or given by that person to the Corporation for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by electronic mail, telegram or other means of written communication.

**Section 13. ACTION BY WRITTEN CONSENT WITHOUT A MEETING.** Any action which may be taken at any annual or special meeting may be taken without a meeting and without prior notice, if a consent in writing setting forth the action so taken, is signed by the holders of the minimum number of votes that would be necessary to authorize or take that action at a meeting at which all persons entitled to vote on that action were present and voted. All such consents shall be filed with the Executive Director of the Corporation and shall be maintained in the corporate records.

**Section 14. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE.** Advisors, Directors, and members may participate in a meeting through use of conference telephone, electronic video screen communications (e.g., via Zoom), or other communications equipment, as long as all members, Directors, and Advisors, as the case may be, participating in the meeting can communicate with all of the other members and/or Advisors/Directors concurrently. Each person may propose or interpose an objection to a specific action to be taken, and the Corporation adopts and implements the minutes of proceedings of the Board, Advisory Board, or members. No Zoom meeting shall exceed a total duration of two (2) hours. This limitation is imposed to ensure the efficiency, effectiveness, and well-being of all participants. The commencement time of the meeting shall be recorded in the meeting minutes, and the two-hour limit shall be calculated from this recorded time. In exceptional circumstances, where it is deemed necessary to extend the meeting beyond the two-hour limit, a motion to extend the

meeting must be presented and approved by at least two-thirds (2/3) of the members present. Any extension granted shall not exceed an additional thirty (30) minutes. Members are encouraged to address their concerns or additional topics in subsequent meetings or through appropriate channels outside of the Zoom meeting to respect the time constraints and maintain the productivity of the meetings.

**Section 15. WAIVER OF NOTICE.** Whenever any notice is required to be given under the provisions of the California Corporations Code or under the provisions of the articles of incorporation or the Bylaws of the Corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

**Section 16. PROXIES.** Every person entitled to vote or execute consents may do so either in person or by one or more agents authorized by a written proxy executed by the member or his or her duly authorized agent and filed with the Secretary of the Corporation.

## **ARTICLE XI**

### **INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

**Section 1. INDEMNIFICATION.** Subject to Section 5238 of the Corporations Code, the Corporation shall, to the maximum extent permitted by the Corporations Code of California, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this Section, an “agent” of the Corporation includes any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

## **ARTICLE XII**

### **FINANCIAL MATTERS**

**Section 1. RESERVE FUND.** Reserve funds sufficient to cover all operating expenses shall be established and administered by the Board.

**Section 2. CONFERENCE EXPENSES AND SURPLUS INCOME.** Prior to each annual conference, the Treasurer shall advance money (Seed Money) from Corporation funds to the upcoming Conference Chair to be used for pre-conference expenses. The amount shall be approved by the Board. Any surplus income from the annual conference shall be returned to the Corporation’s Treasurer.

**Section 3. CONFERENCE CHAIR MONEY.** Prior to annual conferences, the Treasurer shall advance money from Corporation funds to the next annual Conference Chair to be used at the chair's discretion. The amount shall be approved by the Board and need not be returned to the Corporation.

**Section 4. PROPERTY LOSS OR DAMAGE.** Neither the Corporation nor its committees assume any responsibility for losses or damage to materials or properties of exhibitors or participants, in sponsored events, by fire, theft, or any other cause.

**Section 5. RECORDS RETENTION.** Financial records shall be kept the minimum time required by State and Federal guidelines. These records shall be held by the Executive Director of the Corporation.

**Section 6. INSURANCE.** The Corporation shall carry basic minimum public liability insurance for the benefit of the Corporation and its member guilds.

### **ARTICLE XIII**

#### **STANDING RULES FOR CONFERENCE**

**Section 1. ANNUAL CONFERENCE.** An Annual Conference or other program shall be held each year, rotating among the Guild Areas. (For Areas, see Article III, Sec. 5.)

**Section 2. CONFERENCE CHAIR.** A Conference Chair shall be selected at least two (2) years in advance at a special meeting of representatives from member guilds in the Area responsible for a conference. The identity of the Conference Chair shall be announced at the next scheduled Liaison Meeting. The duties of the Conference Chair are to:

- a. Select a Co-Chair (optional) and other working committees from guilds within the Area responsible for a conference;
- b. Plan and direct conference activities and programs with the assistance of the Co-Chair and the working committees;
- c. Attend Board meetings (but without a vote unless already on the Advisory Board);
- d. Serve as a member of the Advisory Board for five (5) years following the conclusion of the Conference.

**Section 3. CONFERENCE CO-CHAIR.** The Conference Co-Chair shall assist the Conference Chair, serve in the absence or inability of the Chair to fulfill the duties of that office, and shall serve as a member of the Advisory Board for five (5) years after completion of the Conference.

**Section 4. CONFERENCE SECRETARY.** A Conference Secretary shall be appointed by the Conference Chair and take minutes of each Conference Committee meeting to be included in

the Conference records. The Secretary shall provide copies of these minutes and of conference current financial reports to Conference Committee members and to members of the Board of Directors within one (1) week following each meeting.

**Section 5. CONFERENCE TREASURER.** A Conference Treasurer shall be appointed by the Conference Chair and shall maintain all Conference financial records and bank accounts. The Treasurer shall make regular reports to the Conference Committee, and copies of these reports shall be included in the minutes of the Secretary. (For Financial Matters see Article XII.)

**Section 6. GUILD AND PUBLIC PARTICIPATION.** All annual conferences shall be open to the Corporation, guild members, and the general public. The Conference Committee will establish all registration fees and suggested donations.

**Section 7. VENDOR PARTICIPATION.** All commercial exhibitors shall pay any fees established by the Conference Committee.

**Section 8. CONFERENCE GUESTS.** Persons who contribute substantially to the program of the annual Conference may be guests of the Conference at the discretion of the annual Conference Committee.

**Section 9. EXHIBIT RESPONSIBILITY.** Conference participants shall be solely responsible for their exhibits and materials, including insurance for any loss or damage that may be incurred or sustained as a result of their participation at the Conference. (For Property Loss or Damage see Article XII, Section 4.)

**Section 10. JUDGING EXHIBITS.** If Conference exhibits are judged, the rules for judging exhibits adopted by the Conference Committee must be followed.

**Section 11. CONFERENCE REPORTS.** The Conference Chair will compile a written report of all conference activities and records within 60 days following the closing date of the conference. The Conference Chair will electronically provide this report to the Executive Director for retention.

### **ARTICLE XIII DISSOLUTION**

**Section 1. DISSOLUTION.** This Corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and it is organized solely for non-profit purposes. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code. If this Corporation holds any assets on trust, such assets shall be disposed of in such a manner as may be directed by the decree of the Superior Court of the county in which this Corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

**ARTICLE XV  
FISCAL YEAR**

**Section 1. FISCAL YEAR.** The fiscal year of the Corporation shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of each year.

**ARTICLE XVI  
EMPLOYEES AND CONTRACTORS**

**Section 1. EMPLOYEES.** The Board may employ or contract the services of professionals in various areas to assist in carrying out the purposes of the organization. A two-thirds (2/3rds) vote of the Board is required to approve such engagement.

**ARTICLE XVII  
OTHER PROVISIONS**

**Section 1. AMENDMENTS.** These Bylaws may be amended by vote of two-thirds (2/3rds) of both the Board of Directors and the Member Guilds. Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

**Section 2. STANDING RULES.** The Corporation shall keep a set of procedures and rules describing the Corporation's activities in detail. Additions and corrections to these standing rules may be adopted by a two-thirds (2/3rds) vote of both the Advisory Board and the Board of Directors.

**Section 3. ENDORSEMENT OF DOCUMENTS AND CONTRACTS.** The Board, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

**Section 4. CONSTRUCTION AND DEFINITIONS.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law (Corp. Code, §§ 5000 et seq.) and in the California Nonprofit Public Benefit Corporation Law (Corp. Code, §§ 5110 et seq.) shall govern the construction of these Bylaws.

**Section 5. INSPECTION OF BOOKS AND RECORDS.** The membership register or duplicate membership register, the books of account, and minutes and proceedings of the

members, Advisory Board, and the Board of Directors, and of executive committees of the Directors of this Corporation shall be open to inspection on the written demand of any member at any reasonable time, for a specifically stated purpose reasonably related to his or her interests as a member, and shall be exhibited at any time when required by the demand of any members' meeting. Every Advisor and Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation, and also of its subsidiary organizations, if any.

**[END OF BYLAWS]**



**CERTIFICATE OF SECRETARY**

I, the undersigned, being the Secretary of CONFERENCE OF NORTHERN CALIFORNIA HANDWEAVERS, INCORPORATED, hereby certify that the above Bylaws consisting of 16 pages, including this page, were adopted as the Bylaws of this Corporation pursuant to the vote of the Advisors and Directors, effective \_\_\_\_\_. These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this Corporation.

IN WITNESS WHEREOF, I have set my hand this 10/16/2024.

Joan Mar  
, Secretary