

NEWSCHOOL ARTS FOUNDATION BY-LAWS

ARTICLE I – NAME AND PURPOSE

The name of the Foundation is **NEWSCHOOL ARTS FOUNDATION** (hereinafter referred to as the “Foundation”).

The specific and primary purpose for which this Foundation is formed are set forth in the Articles of Incorporation filed in the office of the Secretary of State of California: to support the educational mission of the NewSchool of Architecture and Design and to promote the awareness, appreciation, and understanding of the roles of architecture, design, landscape architecture and construction in creating the built environment and building better communities through lectures, scholarships and other endeavors. In addition, this Foundation is formed for the purpose of performing all things incidental or appropriate in the achievement of the foregoing specific and primary purposes and shall have other exclusively charitable purposes as the Board of Directors may authorize or approve from time to time, whether related or unrelated to the foregoing and specific primary purposes.

The Foundation shall hold and may exercise all such powers as may be conferred upon a non-profit Foundation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and the attainment of the purposes of the Foundation; provided, however, that in no event shall the Foundation engage in activities which are not permitted under the laws of the State of California.

ARTICLE II– BOARD OF DIRECTORS

Section 1: NUMBER AND COMPOSITION. The Foundation Board shall be made up of no less than eight (8) directors and a maximum of twenty-five (25) directors. This does not preclude the establishment of advisory committee/board, which nevertheless are only advisory in nature.

Section 2: GENERAL POWERS and DUTIES. The Board of Directors shall have general power to control and manage the affairs and property of the Foundation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors, and shall have full authority with respect to the distribution and payment of monies received by the Foundation from time to time; provided, however, that the fundamental and basic purposes of the Foundation as expressed in the Articles of Incorporation, shall not thereby be amended or changed, provided further, that the Board of Directors shall not permit any part of the net earnings or capital of the Foundation to inure to the benefit of any private individual.

Section 3: QUALIFICATIONS. The Directors shall be persons expressing a strong desire to further the goals of the Foundation and willing to commit the necessary resources to the accomplishment of those goals.

Section 4: TERM OF OFFICE. Directors shall serve for a minimum term of two (2) years, at which time they may resign or be re-elected by a majority of the quorum present. Any Director may also be removed for cause or resign at any time in writing, providing that no less than eight (8) members can remain without providing for successors or amending the by-laws.

Section 5: COMPENSATION. No director shall receive any salary, compensation or emolument in the capacity as Director; but the Board may authorize reimbursement of reasonable expenses incurred in the performance of Board Duties, and may contract specific services outside Board duties.

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Section 6: ATTENDANCE. Directors are expected to attend all meetings. If a Director misses two (2) consecutive meetings, he/she may be removed as a Director at the second consecutive meeting missed at the discretion of the Executive Committee.

Section 7: VACANCIES. Vacancies occurring due to resignation, removal, death or incapacity among Directors may be filled by the majority vote of the remaining Directors. The elected Director(s) shall serve out the remainder of the term.

Section 8: REMOVAL. Any member of the Board of Directors can be removed from office upon a three-fourth (3/4) vote of the remaining Directors.

ARTICLE III - MEETINGS OF THE BOARD OF DIRECTORS

Section 1: ANNUAL MEETING. The Annual Meeting of the Board of Directors shall be held at such time and place as the Board shall determine. Written notice stating the place, date and hour of the Annual Meeting shall be given to each Director not less than thirty (30) days in advance thereof by the Secretary. All Directors are expected to attend, unless excused by the President.

Section 2: OTHER MEETINGS. Other Meetings of the Board of Directors shall be held quarterly or monthly as the Board determines. These may be scheduled on an ongoing basis and member need not be notified each time in writing.

Section 3: SPECIAL MEETINGS. Special Meetings may be called by the President of the Foundation or by one-fourth (1/4) of the Directors. Special Meetings may be held in person or by conference telephone call. The time and place of any Special Meeting shall be given by written notice signed by those calling the meeting and transmitted not less than ten (10) days in advance thereof. All motions taken at conference call meetings shall be ratified at the next regular meeting of the Board of Directors.

Section 4: VOTING BETWEEN MEETINGS. The Directors may transact business in writing by mail, facsimile or email. In such cases, a memorandum of the business to be considered shall be sent to each Director. Only such replies as are received by the Secretary within five (5) business days of transmitting the memorandum shall be considered. A two-third (2/3) vote of the entire Board shall decide the issue. Ratification of decision will take place at the Next Board Meeting and the decision and ratification will be reflected in the meeting minutes.

Section 5: QUORUM. A simple majority of Directors shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Foundation.

ARTICLE IV - OFFICERS

OFFICERS.

Section 1: NUMBER. The Officers of the Foundation shall be those of President/Chairman, Vice President, Secretary and Treasurer.

Section 2: ELECTION AND TERM. The Officers shall be elected at the regular Annual Meeting or as soon thereafter as practical. Vacancies may be filled at any meeting of the Board of Directors.. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

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Section 3: PRESIDENT. The President shall call and preside at all meetings. The President shall execute all contracts on behalf of the Foundation with the approval of the Directors, and employ such professional services, as he/she deems necessary to the proper achievement of the Foundation's goals, within budget limitations. The President shall be one (1) of three (3) persons authorized to countersign all Foundation checks. The President shall appoint persons to committee vacancies.

Section 4: VICE PRESIDENT. The Vice President shall assume the duties of the President in his/her absence and shall be one (1) of four (4) persons authorized to countersign all Foundation checks. In the event of a vacancy in the office of President or President-Elect, the Vice President shall complete the unexpired term.

Section 5: SECRETARY. The Secretary shall maintain accurate records of all Foundation affairs, including minutes of meetings of the Board of Directors, and send all notices required.

Section 6: TREASURER. The Treasurer shall supervise all accounting and financial reports of the Foundation, present all financial statements required, in accordance with generally accepted accounting principles, and be one (1) of four (4) persons authorized to countersign all Foundation checks.

ARTICLE V - EXECUTIVE COMMITTEE

Section 1: COMPOSITION. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, Immediate Past President and one (1) Director elected by majority vote of the Board of Directors at its Annual Meeting.

Section 2: DUTIES. The Executive Committee is authorized to discuss, review, study and make recommendations to the Directors on any matter referred by the President of the Board of Directors. The Executive Committee shall perform any task assigned by the President. The Executive Committee is further authorized to write, review and approve policies, procedures and guidelines. The Executive Committee shall report to the next regularly scheduled meeting of the Foundation Board of Directors unless otherwise instructed. Its actions will be considered ratified unless an objection is raised by a majority of the Directors present.

Section 3: MEETINGS.

- A. Regular meetings of the Executive Committee shall be at the call of the President with the call stating date, time and place of the meeting.
- B. In the event of a compelling emergency, special meetings of the Executive Committee may be called by the President or three (3) members of the committee. A minimum of five (5) days notice shall be given members of the committee. The call for a special meeting shall state date, time, place and reason of meeting.
- C. Meetings may be considered by telephone conference with a minimum of twenty-four (24) hours notice. Action taken by telephone conference is to be ratified and made a part of the minutes of the next meeting of the Executive Committee.

Section 4: QUORUM. A majority of the Executive Committee shall constitute a quorum.

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ARTICLE VI - COMMITTEES

Section 1: APPOINTMENTS. The President shall authorize the creation of such committees, as he/she may deem necessary. The President shall serve in an ex-officio capacity on all committees.

Section 2: STANDING COMMITTEES. The President shall appoint the following committees from the Directors of the Foundation:

- (A) Governance (Bylaws, Policies, Guidelines)
- (B) Education and Program Development
- (C) Capital Fundraising
- (D) Marketing
- (E) Finance
- (F) Strategic Plan

The President shall appoint additional Directors of the Foundation and/or non Directors to serve on the committees as he/she may deem necessary.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of January each year and shall end on the thirty-first (31st) day of December next succeeding.

ARTICLE VIII - INDEMNITY

The Board of Directors shall have the authority to indemnify any Director of the Foundation for expenses and costs (including attorney's fees) actually and necessarily incurred in connection with any claim asserted against the Director by action in court or otherwise, by reason of being or having been such a Director or Officer, except in relation to matters as to which they have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought.

ARTICLE IX - FOUNDATION OFFICE

The office and books of the Foundation may be located at such place as determined with records available for inspection.

ARTICLE X - DISSOLUTION

Upon the dissolution of the NewSchool Arts Foundation all assets shall be transferred to the _____.

ARTICLE XI - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the majority of the whole Board of Directors at any meeting of the Board of Directors, provided they have been circulated to the entire board at least 30 days prior to the meeting at which the change is to be considered.

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ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules of parliamentary practice comprised in Robert's Rules of Order Newly Revised, latest edition, shall govern all proceedings of the NewSchool Arts Foundation except where inconsistent with these Bylaws, and shall be subject to any Standing Rules which have been or may be adopted.