



## Board of Directors AGENDA-February 9, 2021

Online Zoom Meeting—see zoom link below

### CALL TO ORDER – 7:00 p.m.

1. Roll Call/Sign-in Sheet
2. Board Member Comments
3. Member Comments

### CONSENT CALENDAR *(items will not be discussed unless requested by a Board member)*

1. Approve Minutes of January 12, 2021 **[p. 2-3]**
2. Approve Minutes of Annual Membership Meeting of January 26, 2021 **[p. 4-5]**
3. Approve Financial Reports for January 2021 [p. 6-8]

### COMMITTEE REPORTS

1. See's Candy Yum-Raising
2. Membership Renewal/Member Listing as of 2/4/21 **[p. 9]**
3. Mosaic Art Project Update

### BUSINESS CALENDAR

1. Review Bylaws and related Policy Manual (for new Board Members' benefit) **[p. 10-22]**
2. Confirm Goals and Projects for 2021
3. Consider a Teen Art Program with the City

### OTHER BUSINESS/FUTURE AGENDA ITEMS

#### Announcements

1. City's We Love Everyone rally, Friday, February 12 at Aquatic Center Parking Lot
2. Kiwanis' Virtual Crab Feed, March 6
- 3.

### ADJOURN

Join Zoom Meeting

<https://us02web.zoom.us/j/85258266263?pwd=VDUrOTNySXQ0YnlGenlyMDJDbDZlQT09>

Meeting ID: 852 5826 6263

Passcode: 852218

One tap mobile

+16699009128,,85258266263#,,, \*852218# US (San Jose)

+13462487799,,85258266263#,,, \*852218# US (Houston)

**American Canyon Arts Foundation**  
**Board of Directors Meeting Minutes – January 12, 2021**

**CALL TO ORDER:** President Krueger called the online meeting to order at 7:14 pm.

1. **Board Members Present:** Patti Krueger, President; Jonette McNaughton, Vice-President; Mark Joseph, Secretary/Treasurer; Roberta Labaw, Joey McNaughton, and Clarence Mamaril, Directors. **A quorum was present.**  
**Board Members Absent:** Francoise Bowlby, Gloria Fouts, Arvind Nischal and Robert Johnson, Directors  
**Members/Guests Present:** Jana Mielle Olano
2. **Board Member Comments – Clarence** asked if we could move up Jana's presentation, but she indicated she was happy to attend the meeting until it was her turn to speak. **Mark** commented that he spoke to Rick Hess (Canyon Plaza) and Rick is ok with us using the old Umpqua Bank office to finish our Community Mosaic Project.
3. **Member Comments** – None.

**CONSENT CALENDAR** *On motion by Roberta, seconded by Jonette, the consent calendar was approved.*

1. Approve Meeting Minutes for November 10 and December 8, 2020.
2. Approve Financial Reports for December 2020 (Year end report)
3. Approve renewal of Chamber of Commerce Membership for 2021 in the amount of \$350. This item was discussed separately; and was ***motioned by Mark and seconded by Clarence and approved to renew our membership with the Chamber of Commerce.***

**COMMITTEE REPORTS**

1. **See's Candy:** Patti reviewed the terms for a candy fund raiser, noting we already met our minimum threshold for the year. If we order at least \$1000, they will deliver; order online with 2 days notice equals a 20% discount; walk-in purchase of \$500 or more is a 15% discount and a 10% if it's under \$500. The board consensus was that we should pursue this "yum-raising" event, and possibly for Easter as well.
2. **Annual Membership Renewal:** Mark reported that he mailed renewal letters to current members and will send out an email blast to all current and prior members encouraging them to join/renew. Clarence said he would send out a separate letter to musicians he knows and encourage them to join under our new Band rate.
3. **Annual Members Meeting:** The Board agreed it should be Tuesday, January 26, at 7pm. It would be a zoom online meeting. Mark would send out the notice.

**BUSINESS CALENDAR**

1. **ACHS Student Jana Mielle Olano proposal:** Jana discussed how she has enjoyed learning and playing music and felt she could help others appreciate music, especially during the pandemic. She wanted to offer low/no-cost lessons provided online to others. She noted that she knows other students who could also offer similar lessons. Everyone agreed this would be a great project, and offered suggestions. Ultimately, Clarence agreed to work with Jana to develop a game plan. In the course of the discussion, Jana also indicated she would be willing to become a board member, insofar as the Board would like to have more student representation.
2. **Art in Parks Proposal:** Patti talked about a project spearheaded by the Parks Foundation and the City, to install painted hearts (and the related frame from that plywood cut-out) throughout our City Parks. This would be done in February, to coincide with the City's "We Love Everyone" campaign. The Parks Foundation asked if we would paint 3 of the hearts. The Board thought this was a great idea and indicated Bonnie Waxman, Bob Harris and Cherol Ockrassa would be our representatives.

3. We Love Everyone campaign: Patti also reported the City wants to resurrect its “We Love Everyone in American Canyon” campaign, and wanted to know if we could produce some Valentine Gratitude Cards. This would be kicked off at a rally on February 12 at the Aquatics Center Parking Lot. The Board agreed to do this.
4. Goals and Priorities for 2021: Patti noted we were running out of time for this item and we would continue it at the Annual Members Meeting. For her, the priorities should be outdoor art opportunities, the Pumpkin Path project, and updating our website, in particular, to facilitate online art sales.

**OTHER BUSINESS/FUTURE AGENDA ITEMS**

None.

***The meeting adjourned at 9:04pm.***

*Minutes submitted by*

*Mark Joseph, Secretary/Treasurer*

*2/6/21*

## American Canyon Arts Foundation Annual Membership Meeting Minutes – January 26, 2021

**CALL TO ORDER:** President Patti Krueger called the online meeting to order at 7:05pm.

1. **Members Present:** Patti Krueger, President; Jonette McNaughton, Vice-President; Mark Joseph, Secretary/Treasurer; Roberta Labaw, Clarence Mamaril, Joey McNaughton, Arvind Nischal, Jana Miello Olano, Directors; Nathell Buford, LaDonna Christoffersen, Nance Matson, Cherol Ockrassa, Sande Sutter, Scott Thomason, members.

***With a 2020 membership of 59, the minimum quorum to conduct business is 6. We had 14 members present, or 24%. A quorum was present.***

### BUSINESS MEETING

1. President Krueger started the meeting by welcoming all the members. She noted that we had high hopes for 2021, with our annual Art Extravaganza, new musical offerings and events; an expanding partnership with the City to provide art classes and art-related events, and an incredible 2020 Annual Dinner Meeting at Laso Restaurant. Then Covid-19 hit and all our plans needed to be revised. We were still able to provide 4 student scholarships, more than we have offered in many years; and also developed some exciting new events. The most notable was the Pumpkin Path, in which residents could paint a small pumpkin and then it would be placed along the trail at Wetlands Edge. We also made Gratitude Cards, particularly for veterans. We ended the year with an in-house See's Candy sale, which generated a fair amount of funds for the Foundation.
2. Secretary/Treasurer Joseph provided a report on the Foundation's financials for 2020, and reported that the Annual Report had been sent electronically to all members with an email address. Hard copies would be mailed to those without. Regarding our finances, Mark reported we lost \$735, the first such loss since 2014. Most of this was due to the impacts of Covid-19, but we did receive a \$2500 emergency grant from the Arts Council Napa Valley, which offset most of our lost fund-raising opportunities. Mark also noted that we still have roughly \$5500 remaining to finish the Community Mosaic Art Project.
3. Election of new Board of Directors: President Krueger introduced this item by noting how important it is to have a quorum to conduct business and due to the pandemic, some of our board members are not able to attend the online meetings. As a result, we are not recommending some long-term Board members, at least for now. She did report that we have two new Board members: Clarence Mamaril and Student Jana Miello Olano. Patti also accepted nominations from the floor. Scott Thomason offered to be a Board Member, and his nomination was accepted. ***Mark Joseph moved, and Jonette McNaughton seconded, a motion to elect the following members as our 2021 Board of Directors: Patti Krueger, Jonette McNaughton, Mark Joseph, Roberta Labaw, Joey McNaughton, Clarence Mamaril, Jana Miello Olano and Scott Thomason. The motion passed unanimously.*** It was noted that the current officers (Patti Krueger, President; Jonette McNaughton, Vice-President; and Mark Joseph, Secretary/Treasurer) will remain as such for the upcoming year.

### GENERAL MEMBERSHIP DISCUSSION ON GOALS AND PROGRAMS

The President led the discussion by hoping 2021 would allow us to go back to some of our traditional events and programming. We hoped to put on the Art Extravaganza, but it would

likely be in August. We also want to play a bigger role in the City's Fourth of July event, particularly in terms of the musical component, as well as other musical events throughout the year. For our visual artists, we hope to have the Art Extravaganza in the Community Gym, with crafters and musicians added to the mix. Depending on how engaged our membership is, we could expand into poetry, drama, and culture. We also want to help our member artists with online sales and provide some level of compensation for their efforts, instead of being entirely voluntary.

In terms of charitable giving, we plan to continue offering scholarships and teacher grants, but the amount depends on our fund-raising efforts.

A big theme will be partnering with the City and other community groups. Patti listed a number of events that are already in motion, including the Heart in the Park and We Love Everyone events in February.

There was considerable discussion about the Pumpkin Path event and how well it went. It will be included in this year's programming. There was a consensus to support the basic programming outline offered by the President.

***The meeting adjourned at 8:12pm.***

*Minutes submitted by*  
*Mark Joseph, Secretary/Treasurer, 2/6/21*

**American Canyon Arts Foundation**  
**Balance Sheet--Prev Year Comparison**  
**As of January 31, 2021**

	Dec 31, 14	Dec 31, 15	Dec 31, 16	Dec 31, 17	Dec 31, 18	Dec 31, 19	Dec 31, 20	Jan 31, 21
<b>ASSETS</b>								
Current Assets								
Checking/Savings								
ACAF Checking	12,076	4,997	7,992	10,306	17,228	16,916	14,583	15,457
PayPal Account	413	1,175	4,136	4,571	5,950	7,290	7,406	7,736
<b>Total Checking/Savings</b>	<b>12,489</b>	<b>6,173</b>	<b>12,128</b>	<b>14,877</b>	<b>23,178</b>	<b>24,206</b>	<b>21,989</b>	<b>23,194</b>
<b>Total Current Assets</b>	<b>12,489</b>	<b>6,173</b>	<b>12,128</b>	<b>14,877</b>	<b>23,178</b>	<b>24,206</b>	<b>21,989</b>	<b>23,194</b>
Other Assets								
Equipment & Fixtures	0	1,727	1,727	3,036	3,036	3,036	3,036	3,036
<b>Total Other Assets</b>	<b>0</b>	<b>1,727</b>	<b>1,727</b>	<b>3,036</b>	<b>3,036</b>	<b>3,036</b>	<b>3,036</b>	<b>3,036</b>
<b>TOTAL ASSETS</b>	<b>12,489</b>	<b>7,900</b>	<b>13,855</b>	<b>17,913</b>	<b>26,214</b>	<b>27,242</b>	<b>25,025</b>	<b>26,230</b>
<b>LIABILITIES &amp; EQUITY</b>								
Liabilities								
Current Liabilities								
Accounts Payable								
Accounts Payable	0	0	0	0	0	1,838	0	0
<b>Total Accounts Payable</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1,838</b>	<b>0</b>	<b>0</b>
Other Current Liabilities								
Equip-Fixture Offset	0	1,727	1,727	3,036	3,036	3,036	3,036	3,036
RF-Grants	9,775	0	2,250	2,425	5,300	0	0	0
RF-Public Art	0	0	0	85	2,725	3,022	3,532	3,672
RF-Scholarships	0	0	35	5	25	75	90	165
Sales Tax Payable	0	0	229	323	8	170	1	1
<b>Total Other Current Liabilities</b>	<b>9,775</b>	<b>1,727</b>	<b>4,241</b>	<b>5,874</b>	<b>11,094</b>	<b>6,302</b>	<b>6,658</b>	<b>6,873</b>
<b>Total Current Liabilities</b>	<b>9,775</b>	<b>1,727</b>	<b>4,241</b>	<b>5,874</b>	<b>11,094</b>	<b>8,140</b>	<b>6,658</b>	<b>6,873</b>
<b>Total Liabilities</b>	<b>9,775</b>	<b>1,727</b>	<b>4,241</b>	<b>5,874</b>	<b>11,094</b>	<b>8,140</b>	<b>6,658</b>	<b>6,873</b>
Equity								
Retained Earnings	7,117	2,714	6,173	9,614	12,039	15,120	19,102	18,367
Net Income	-4,403	3,459	3,441	2,425	3,081	3,982	-735	990
<b>Total Equity</b>	<b>2,714</b>	<b>6,173</b>	<b>9,614</b>	<b>12,039</b>	<b>15,120</b>	<b>19,102</b>	<b>18,367</b>	<b>19,356</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>12,489</b>	<b>7,900</b>	<b>13,855</b>	<b>17,913</b>	<b>26,214</b>	<b>27,242</b>	<b>25,025</b>	<b>26,230</b>

**American Canyon Arts Foundation**  
**Profit & Loss Prev Year Comparison**  
**January 2021**

	Jan 21	Jan 20	\$ Change	% Change
<b>Income</b>				
<b>41-Contributions</b>				
4151 Donations-ACAF Members	75.00	0.00	75.00	100.0%
4180 Memberships	1,125.00	440.00	685.00	155.7%
<b>Total 41-Contributions</b>	1,200.00	440.00	760.00	172.7%
<b>42-Service Inc.</b>				
4240 Entry Fees	-40.00	0.00	-40.00	-100.0%
4250-Annual Dinner Tickets	0.00	1,215.00	-1,215.00	-100.0%
<b>Total 42-Service Inc.</b>	-40.00	1,215.00	-1,255.00	-103.3%
<b>44-Sales</b>				
4420 Non-Taxable Sales	139.50	20.00	119.50	597.5%
<b>Total 44-Sales</b>	139.50	20.00	119.50	597.5%
<b>Total Income</b>	1,299.50	1,675.00	-375.50	-22.4%
<b>Gross Profit</b>	1,299.50	1,675.00	-375.50	-22.4%
<b>Expense</b>				
<b>52-Member Benefits</b>				
5250-Annual Dinner Expense	0.00	1,584.45	-1,584.45	-100.0%
<b>Total 52-Member Benefits</b>	0.00	1,584.45	-1,584.45	-100.0%
<b>56-Program Costs</b>				
5620 Facility & Equip. Rental	300.00	100.00	200.00	200.0%
<b>Total 56-Program Costs</b>	300.00	100.00	200.00	200.0%
<b>57-Admin Exp.</b>				
5710 Bank Fees & Charges	9.88	2.86	7.02	245.5%
<b>Total 57-Admin Exp.</b>	9.88	2.86	7.02	245.5%
<b>Total Expense</b>	309.88	1,687.31	-1,377.43	-81.6%
<b>Net Income</b>	<b>989.62</b>	<b>-12.31</b>	<b>1,001.93</b>	<b>8,139.2%</b>

**American Canyon Arts Foundation**  
**Profit & Loss by Class**  
**January 2021**

	10-General & Adm...	31-Arts in April	TOTAL
<b>Income</b>			
<b>41-Contributions</b>			
4151 Donations-ACAF Members	75	0	75
4180 Memberships	1,125	0	1,125
<b>Total 41-Contributions</b>	1,200	0	1,200
<b>42-Service Inc.</b>			
4240 Entry Fees	0	-40	-40
<b>Total 42-Service Inc.</b>	0	-40	-40
<b>44-Sales</b>			
4420 Non-Taxable Sales	140	0	140
<b>Total 44-Sales</b>	140	0	140
<b>Total Income</b>	1,340	-40	1,300
<b>Gross Profit</b>	1,340	-40	1,300
<b>Expense</b>			
<b>56-Program Costs</b>			
5620 Facility & Equip. Rental	300	0	300
<b>Total 56-Program Costs</b>	300	0	300
<b>57-Admin Exp.</b>			
5710 Bank Fees & Charges	10	0	10
<b>Total 57-Admin Exp.</b>	10	0	10
<b>Total Expense</b>	310	0	310
<b>Net Income</b>	<b>1,030</b>	<b>-40</b>	<b>990</b>



## American Canyon Arts Foundation

02/06/21

## Membership Report

Accrual Basis

January through December 2021

Date	Num	Name	Memo	Split	Amount
<b>Income</b>					
<b>41-Contributions</b>					
<b>4180 Memberships</b>					
01/05/2021	4460	Roberta & Steve LaBaw	Family Membership, 2021 (Roberta & Steve)	ACAF Checking	65.00
01/05/2021	7538	Jonette McNaughton	Family Membership, 2021 (Jonette, Joey & Austin)	ACAF Checking	65.00
01/12/2021	2717	Arvind Nischal	Family Membership, 2021 (Arvind & Jyoti)	ACAF Checking	65.00
01/12/2021	255	Ron Hamilton	Individual Membership, 2021	ACAF Checking	35.00
01/12/2021	119	Mark & Cheryl Joseph	Family Membership, 2021 (Mark & Cheryl)	ACAF Checking	65.00
01/12/2021		Patti Krueger	Individual Membership, 2021	PayPal Account	35.00
01/12/2021		Nance Matson	Family Membership, 2021 (Nance Matson, Sande Sutter)	PayPal Account	65.00
01/19/2021	3684	Robert Johnson	Annual Renewal	ACAF Checking	35.00
01/19/2021	8922	Elizabeth Goff	Annual Family Renewal (Beth and Andrew)	ACAF Checking	65.00
01/19/2021	7191	Fran Lemos	Annual Renewal	ACAF Checking	35.00
01/19/2021	6490	Alan Kenck	Annual Family renewal (Pat & Alan)	ACAF Checking	65.00
01/19/2021	6370	Toni Richey	Annual Family Renewal	ACAF Checking	65.00
01/26/2021	4231	Clarence Mamaril	Adult Band membership, 2021 (Jammin' Fil-Ams)	ACAF Checking	80.00
01/26/2021	4231	Jana Mielle Olano	Student Membership; paid by Clarence Mamaril	ACAF Checking	10.00
01/26/2021	5768	Brenton Beck	Individual membership renewal, 2021	ACAF Checking	35.00
01/26/2021	2773	Shanda Neumeier	Family Membership, (plus Chris Eagle)	ACAF Checking	65.00
01/26/2021	10586	Terry Birkholz	New Membership for Thomas Birkholz, and not Terry	ACAF Checking	35.00
01/26/2021		Brent Cooper	Individual Membership Renewal, 1/15/21	PayPal Account	35.00
01/26/2021		Teresa Abeyta	Individual Membership Renewal, 1/17/21	PayPal Account	35.00
01/26/2021		Scott Thomason	Individual Membership Renewal, 1/19/21	PayPal Account	35.00
01/26/2021		Lawrence & Nathell Buford	Family Membership Renewal, 1/23/21	PayPal Account	65.00
01/26/2021		Cherol Ockrassa	Individual Membership Renewal, 1/24/21	PayPal Account	35.00
01/28/2021		Maggie Ford	Individual Renewal	PayPal Account	35.00
02/04/2021	2611	Francoise Bowlby	Individual Renewal	ACAF Checking	35.00
02/04/2021	1108	Donna Livingston-Fitch	Individual Renewal	ACAF Checking	35.00
02/04/2021	1070	Lee Bufalini	Individual Renewal	ACAF Checking	35.00
02/04/2021	2438	Laurine Fuqua	Individual Renewal	ACAF Checking	35.00
Total 4180 Memberships					1,265.00
Total 41-Contributions					1,265.00
Total Income					1,265.00
Gross Profit					1,265.00
Expense					
<b>Net Income</b>					<b>1,265.00</b>

# BYLAWS OF AMERICAN CANYON ARTS FOUNDATION

## ARTICLE 1: NAME AND ADDRESS

**Section 1: Name.** The name of this nonprofit public benefit corporation shall be **AMERICAN CANYON ARTS FOUNDATION**, or ACAF.

**Section 2: Principal Office.** The address of the principal office of ACAF shall be 101 West American Canyon Road, Suite 508-163, American Canyon, CA 94503, or at such other place as the Board of Directors (Board) hereafter may designate.

## ARTICLE 2: GOVERNING LAW

**Section 1: State Law.** ACAF is governed generally by the laws of the State of California and specifically, by the relevant sections of the California Corporations Code (CCC), as amended.

**Section 2: Bylaws.** ACAF shall further be governed by these Bylaws to the extent they are not in conflict with the law or the Articles of Incorporation. Any and all pre-existing bylaws are hereby terminated, replaced and superseded by these Bylaws on adoption by the Membership.

## ARTICLE 3: PURPOSE AND LIMITATIONS

**Section 1: General Mission.** The mission of ACAF shall be to maintain, enhance and support the role of the arts in American Canyon and the greater Bay Area; to familiarize the public with the recreational, cultural and economic significance of the arts; to encourage and promote local artists; and to provide financial and other assistance to the arts in our public schools.

**Section 2: Other Purposes.** ACAF may engage in such further and other purposes as may be permitted by law or the Articles of Incorporation, provided however, that such purposes are authorized and approved by the Board, are in furtherance of ACAF's charitable purposes, and are of the type permitted under Section 501 (c) 3 of the Internal Revenue Code.

**Section 3: Limitations and Restrictions.** ACAF is a nonprofit public benefit corporation and is not organized for the private gain of any person. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of ACAF shall ever inure to the benefit of any director, officer, or private person.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

## ARTICLE 4: MEMBERS

**Section 1: General.** Any member of the general public that supports the mission and goals of ACAF may become a Member by paying an annual membership fee and participating in ACAF's activities and programs. Members are entitled to all the rights and privileges of membership.

**Section 2: Membership Classes.** The Board may establish classes of membership, such as individual, family and students, and set the annual membership fee for each class accordingly.

## ARTICLE 5: DIRECTORS

**Section 1: Number and Composition.** The maximum number of Directors shall be fifteen (15). Directors must be members of ACAF.

**Section 2: Powers.** Subject to the provisions of the CCC, the Articles of Incorporation, and these Bylaws, the activities and affairs of ACAF shall be conducted, and all powers shall be exercised, by or under the direction of the Board.

**Section 3: Duties.** It shall be the duty of the Board to:

- a) Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or these Bylaws.
- b) Appoint and remove, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of the ACAF Executive Director. Supervise the Executive Director to assure that the Director's duties are performed properly.
- c) Meet at such times and places as required by these Bylaws or the needs of ACAF. Register their addresses, phone numbers and email or other electronic notice with ACAF, to ensure that any notice of meetings mailed or sent to them at such addresses, physical or electronic, shall be valid notices.
- d) Set the direction, ensure the human and financial resources, and provide oversight of all activities of ACAF.
- e) Direct ACAF's business and other affairs, and oversee the expenditures of funds raised by ACAF in accordance with the purposes for which they were earned, contributed or collected. The Board shall also have general control and management of the property, funds, investments and business policies of ACAF and may buy, sell, lease or mortgage real property in furtherance of its mission and purposes.

**Section 4: Election of Board Members and filling of vacancies.** Generally, at the October meeting, the current President of the Board will appoint a Nominating Committee whose purpose is to seek and recommend to the Board ACAF members who, by qualification and desire, wish to place their names in consideration for seats on the Board. The Board will submit their list of names for the full membership to consider at their Annual Meeting. Directors will be elected by a simple majority of ACAF Members voting at that Annual Meeting. The term of office will begin in January. Any qualified Member may fill the unexpired term of a Director by a majority vote of the remaining Board.

**Section 5: Term of Office.** The Directors shall serve staggered terms of three years, arranged so that approximately one-third of the terms shall expire in any fiscal year of ACAF. The Board will utilize a random method of determining the staggered terms of the initial Directors under these Bylaws. Directors are limited to two terms of office. After at least a one-year break in service, a member may be elected or appointed to serve on the Board.

**Section 6: Removal or Resignation.** Any Director may resign effective upon giving written notice to the President, Secretary or the full Board, unless the notice specifies a later time for the effectiveness of such resignation.

The Board, by majority vote, may remove any Director when any of the following conditions occur:

1. Upon the death of the Director;
2. When the Director no longer meets the qualifications to serve as a Director.
3. When the Director has too many unexcused absences from Board meetings, as set forth in Article 9;
4. When the Director has been declared of unsound mind by a final order of court; or
5. When a Director has been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the CCC.

A Director may be removed with or without cause by a majority vote of the Membership at a regular or special meeting of the Membership.

A Director may also be removed for cause by a two-thirds majority vote of all Board members, provided the Director proposed to be removed shall be given one week's notice of the Board meeting called to consider the action, and be given the opportunity to address the Board before action is taken.

**Section 7: Compensation.** Directors shall not receive any compensation for their services as Directors. Nothing in this Section shall be construed to preclude any Director from serving ACAF in another capacity and receiving just compensation for such service, as specifically approved by the Board of Directors in accordance with Section 5233 (d) of the CCC.

**Section 8: Conflicts of Interest.** No part of the earnings of ACAF shall inure to the benefit of, or be distributable to its Directors, members, officers, or other private persons, except that ACAF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

Actual expenses incurred or anticipated to be incurred by any Director or member while conducting the affairs of ACAF may be paid or prepaid by ACAF, provided that such expenses are authorized by the Board. Any Director who has a conflict of interest shall not participate in any discussion and shall abstain from voting on any matter in which he/she has a conflict of interest.

**Section 9: Non-Liability of Directors.** Provided the Directors conduct themselves consistent with the standard of care set forth in Section 5231 of the CCC, the Directors shall not be personally liable for the debts, liabilities or other obligations of ACAF.

## ARTICLE 6: OFFICERS

**Section 1: General.** The following officers shall be appointed by the Board to serve one year terms: President, Vice President; Secretary; and Treasurer. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President, and no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Only Directors may serve as Officers, and any Officer may be removed, with or without cause and for any or no reason, by a majority vote of the Board, at a regular or special meeting of the Board.

In the event of the resignation or removal of an Officer, the Board may appoint a new Director to fill the unexpired portion of that Officer's term of office.

**Section 2: Duties of the President.** The President shall, subject to the control of the Board of Directors:

1. Provide leadership for the Board and preside at all meetings of the Board;
2. Supervise the activities of the officers, including the Executive Director, and in the absence of an Executive Director, ensure the actions of the Board are properly implemented.
3. Perform all duties incident to his or her office and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be prescribed from time to time by the Board;
4. Unless otherwise expressly provided by law or these Bylaws, he or she shall, in the name of ACAF, execute documents which may from time to time be authorized by the Board; and
5. Shall serve as an ex-officio (non-voting) member of all standing committees.

**Section 3: Duties of the Vice-President.** In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President may have other power and perform such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or by action of the Board.

**Section 4: Duties of the Secretary.** The Secretary shall perform or oversee others perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or by action of the Board.

The Secretary shall be the custodian of records, and shall certify and keep at the principal offices of ACAF, the follow documents or records:

1. The original or copy of the Articles of Incorporation and these Bylaws as amended;
2. A record of minutes of all meetings of the Board and, if applicable, the meetings of committees, recording therein the time and place of the meeting, whether it was regular or special, the names of those present or represented at the meeting, and the proceedings thereof;
3. A record of all Resolutions adopted by the Board; and

4. A record of board members containing the name and address of each member, and any other pertinent information necessary for noticing purposes.

The Secretary shall see that all notices are given in accordance with these Bylaws or as required by law.

**Section 5: Duties of the Treasurer.** The Treasurer serves as the custodian of all funds of ACAF and shall:

1. Be responsible for all monies, securities, investments and properties of ACAF;
2. Receive, and give receipt for, monies due and payable to ACAF from any source whatsoever;
3. Have responsibility for all disbursements of ACAF, and to make those disbursements by check or electronic transfer, with the exception of minor expenses;
4. Insure that complete financial accounts are maintained to include receipts, expenditures, current expenses and budgetary information;
5. Keep custody of the records, books, statements and papers pertaining to the financial affairs of ACAF; and
6. Make reports to ACAF at regular or special meetings of the Membership or the Board.

## **ARTICLE 7: COMMITTEES**

**Section 1: Executive Committee.** The Executive Committee consists of the President, Vice-President, Secretary, Treasurer and Immediate Past President. In the event the Immediate Past President is no longer a Board member or concurrently is serving on the Executive Committee in some other capacity, one at-large Board member may be appointed to the Executive Committee.

The Executive Committee is responsible for handling most of the administrative duties for the organization, to include setting the Board agenda, recommending an annual budget to the full Board; and recommending changes to Board policies.

**Section 2: Standing Committees.** The Board, by resolution, may establish any number of Standing Committees to assist the Board in fulfilling the mission and purpose of ACAF. Any Standing Committee will select its own Chairperson, and any other officer(s) the Committee may need, and it will keep a record of its meetings and actions taken. By majority vote, the Board will appoint at least two Directors to each Standing Committee, and committee members shall serve at the pleasure of the Board. The Committee Chair may also appoint Members to serve on the Committee, as needed.

**Section 3: Ad hoc Committees.** The Board may also establish one or more temporary Ad hoc Committees, to investigate and recommend to the Board a policy or action to be taken, or to address a specific, one-time issue. After the purpose of the committee has been accomplished, the committee would be disbanded. Directors or Members may serve on an Ad hoc Committee, and a report of the Committee's findings and recommendations will be presented to the Board.

## **ARTICLE 8: APPOINTED STAFF**

**Section 1: Executive Director.** The Executive Director shall be the chief executive officer of ACAF. Subject to the direction and control of the Board, the Executive Director shall supervise and control the affairs of ACAF.

1. He or she shall perform all duties incident to his or her office and such other duties as may be required by law or these Bylaws, or as may be prescribed from time to time by the Board.
2. The Executive Officer shall execute all contracts, checks or other instruments, pursuant to Board direction, except as otherwise provided by law.
3. The Executive Director may hire, supervise and fire any other subordinate staff, provided the positions and salary ranges have been approved by resolution of the Board.

The Executive Director serves at the pleasure of the Board, and compensation for the Executive Director shall be fixed from time to time by resolution of the Board.

## **ARTICLE 9: MEETINGS**

### **Section 1: Membership**

1. **Regular or Special Meetings.** A Regular Meeting of the Membership shall be held annually in December or January of each year, at a location to be determined by the Board. A Special Meeting may be called by a majority vote of the Board, or by a signed petition of five percent (5%) of the Membership.
2. **Notice.** Notice of the Regular Meeting will be sent at least ten (10) days prior to the date of the meeting, to every Member as of November 15<sup>th</sup> of each year. The notice will include the date and time of the meeting, the location and the topics to be considered. Generally, the purpose of the Annual Meeting is to elect new Directors and to receive the Annual Report. The same noticing requirement shall apply for Special Meetings.
3. **Quorum.** A quorum of at least one-third of the Membership is required to conduct business at a Regular or Special Meeting. In the event less than a one-third quorum is convened, then a lesser percentage may be allowed but in no event less than ten percent. At a Regular Meeting, when a one-third quorum is present, topics may be raised and considered by the Membership. If less than a one-third quorum is present, then only the items listed may be considered. At a Special Meeting, only the items listed in the Notice may be considered.
4. **Voting.** A simple majority vote of the Members present shall be sufficient to take any action at a Regular or Special Meeting.

### **Section 2: Board of Directors.**

1. **Regular and Special Meetings.** Regular meetings of the Board will be on the second Tuesday of every month at the principal office, unless otherwise changed by resolution of the Board. Special Meetings may be called by the President.

2. Notice. A 24 hour notice is sufficient for any regular meeting, provided it is held at the regular date and time and location. The notice should include the items to be discussed. A 48 hour notice is required for any Special Meeting, provided it is delivered by phone, electronic transmission or in person, and such notice shall include the date, time and location of the meeting, and the topics to be discussed. Only those items listed may be discussed at a special meeting.
3. Quorum/Voting. A majority of the Directors shall constitute a quorum. A simple majority vote of the Directors present is required to take action.
4. Minutes. A record of any regular or special meeting will be kept by the Secretary.
5. Attendance. All Directors shall be required to attend regular and special meetings of the Board. Three or more unexcused absences from regular or special meetings over a twelve month period shall be deemed a tacit resignation from the Board, and the Director's position shall be considered vacant.

**Section 3: Committees**. The date, time and location of any committee meetings will be determined by the Chair of each committee. A majority of the committee members shall constitute a quorum, and a simple majority vote of the members present is needed to take any action.

## **ARTICLE 10: ORGANIZATIONAL RECORDS AND REPORTS**

**Section 1: Required Records to be kept**. ACAF shall retain, at a minimum, the following records:

1. Minutes of the proceedings of any meeting of the Membership, Board or Committee of the Board, and any related records, including Resolutions adopted by the Board of Directors.
2. Names and addresses of all Directors and Members, including electronic addresses and any other relevant membership information.
3. Adequate and correct books and records of account, and any required State or Federal filings.
4. Any contracts or insurance policies relating to the affairs of ACAF.

**Section 2: Retention of Records**. The Board shall establish a Record Retention Schedule, consistent with State law, and the Secretary is responsible for maintaining that schedule.

**Section 3: Annual Report**. Each year, within 120 days of the close of the fiscal year, the Board will produce an Annual Report for all the members. The report may be mailed, or personally or electronically delivered. The report will be consistent with State law and include at least the following information:

1. The assets and liabilities of the organization, as well as any restricted and non-restricted equity amounts.
2. The revenues and expenditures of ACAF for the last twelve months.
3. Any other pertinent information, such as membership information, or a summary of programs and activities for the year.



**Section 5: Right to Inspect Records.** Subject to sections 6330 and following of the California Corporations Code, any Member has the right to inspect the records of ACAF.

## **ARTICLE 11: AMENDMENTS**

The Board may propose amendments to these Bylaws from time to time by Resolution. Once approved by the Board, they will be submitted to the Membership for adoption at a regular or special meeting. Once adopted, they shall be filed with the California Secretary of State.

## **ARTICLE 12: MISCELLANEOUS**

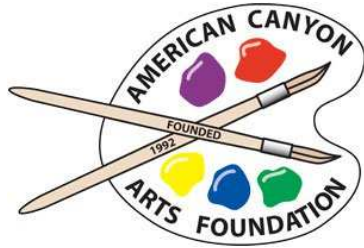
**Section 1: Fiscal Year.** The fiscal year of ACAF shall end on December 31.

**Section 2: Policy Manual.** The Board shall prepare, adopt and maintain a set of policies relating to the planning, operations and management of ACAF; clarifying the duties, roles, responsibilities and conduct of Members, Directors, Officers and Committees; establishing the general guidelines for ACAF programs and activities; and any other subject matter as required or allowed by law.

**Section 3: Mergers.** In the event of merging ACAF with any other corporation, sections 6110 and following of the CCC shall apply.

**Section 4: Dissolution.** Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of ACAF shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under IRC Section 501 (c) (3).

***Approved and Adopted by a majority vote of the Membership at the annual meeting held on Sunday, January 27, 2019.***



# AMERICAN CANYON ARTS FOUNDATION

## Board of Director's Policy Manual

### Board Roles & Responsibilities

Adopted/Revised:  
10/9/2013

#### I. Purpose/Intent

The effectiveness of the Board of Directors is critical to the success of the American Canyon Arts Foundation (ACAF). Defining the roles and responsibilities of the Board, both as a collective body and as individual members, is the first step in that effort. In addition, many new board members may not have served on a governing board in the past, and this policy statement can serve as a training tool to assist in their orientation.

#### II. Authority

Article 5 of the By-Laws defines the authority of the Board of Directors, but does not go into detail regarding specific duties and responsibilities. The Board of Directors has the authority to establish policies under Article 12, Section 2 of the By-Laws, and approved this policy by adopting Resolution 2013-02.

#### III. Policy

##### Section One: General Board Responsibilities

1. Establish and reaffirm the mission, vision, values and strategic position of the organization through sound management practices, prudent financial controls, effective governance and appropriate oversight.
2. Evaluate results to assure that goals and objectives are achieved and policies are followed.
3. Under well-established principles of nonprofit corporation law, board members must meet certain standards of conduct and attention in carrying out their responsibilities to the organization. The three primary standards are outlined below.
  - a. Duty of Care: The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.
  - b. Duty of Loyalty: The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.
  - c. Duty of Obedience: The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.

## Section Two: Specific Board Responsibilities

1. **Determine Mission and Set Policy:** It is the right and the responsibility of the Board of Directors to determine ACAF's mission and set policy. The mission statement should be periodically reviewed and updated, as needed. All programs and activities directly support the mission statement.

The Board of Directors sets organizational policy by developing and adhering to two legally required documents: 1) the Articles of Incorporation and 2) the By-Laws. These documents should be periodically evaluated, and updated if necessary.

2. **Long Range & Sustainable Planning:** The future and direction of ACAF is the responsibility of the Board of Directors. The Board sets the goals and determines overall strategy to achieve the stated goals in consultation with the Executive Director.
3. **Financial Oversight:** The Board of Directors is fiscally responsible for the organization including providing prudent oversight of the financial management of ACAF's assets, setting fiscal policy, monitoring financial activity and approving the annual budget. The Board guides the budgeting process, reviews the budget recommended by the Executive Committee, and ensures that the projected revenue and expenses are adequate and reasonable to achieve the stated goals. The Board continues to monitor and adjust the budget (if necessary) throughout the fiscal year. By approving the budget, the Board is making an implicit commitment to secure the required revenue. Approval of the budget is a formal board action, to be voted on by a quorum of the Board of Directors and approved by Resolution.
4. **Select and Evaluate the Executive Director [as appropriate]:** As with any non-profit organization, the Executive Director serves at the pleasure of the Board of Directors. The position of the Executive Director is the only staff position that the Board hires and supervises. All other staff positions are under the purview of the Executive Director. The Board sets reasonable and attainable goals for the Executive Director. At the end of twelve months, the Board evaluates the Executive Director's performance against the stated goals. The performance review may be used as an opportunity to discuss salary adjustments, professional development and how the board may support the Executive Director in meeting the organization's goals.
5. **Ensure Legal and Ethical Integrity and Maintain Accountability:** As stewards of the organization and keepers of the public trust, it is critical that the Board of Directors ensures that ACAF adheres to all local, state and federal laws as well as maintains high ethical standards. Board members will avoid conflicts of interest whenever possible. Any potential conflicts of interest must be disclosed to the full board prior to any action taken, consistent with ACAF's Conflict of Interest Policy.
6. **Develop a Strong Board of Directors:** There is a strong correlation between the strength of an organization's Board of Directors and the ability of an organization to fulfill its mission. The Board must continually reinvent and develop itself in order to meet the changing and growing needs of ACAF. Board members take a leadership position in identifying and recruiting potential Board members, consistent with the guidelines noted below, in Section Nine.
7. **Provide for the Training and Evaluation of the Board:** Once elected to the Board, new members receive an orientation which focuses on ACAF, its mission and programs, and on the roles and

responsibilities of Board members. Additionally, the Board develops criteria for the performance evaluation and professional advancement of the Board of Directors as a governing body. A process is developed to identify strengths and weaknesses of the group and to identify special training or education that may help the Board advance. This self-evaluation may occur as often as deemed necessary, though usually not more than once every one to three years.

The actual training and evaluation processes noted above are developed by the Executive Committee and presented to the Board for review and adoption.

### **Section Three: Individual Board Members' Responsibilities**

1. *Contribute and Raise Funds*: As key stakeholders in the organization, the Board of Directors sets the example and leads the way in fundraising activity. Each board member must support the financial health of ACAF. Each Board member should create an annual pledge goal. This contribution can be met by the Board member making a personal donation, raising those funds from another donor, or by volunteering time of comparable value. In addition to the direct financial benefit to the organization, a Board of Directors that can say that each and every member financially supports the mission of the organization instills confidence in other potential donors.
2. *Active Participation*: Board members will participate and contribute to annual and special ACAF events and other ACAF fundraising initiatives to the best of their abilities. This should involve joining at least one program committee to help plan and organize an ACAF event.
3. *Serve as ACAF Ambassadors to the Community*: A primary role of the Board of Directors is to serve as liaisons with the community. Board members will familiarize themselves with ACAF's programs and projects in order to provide informed community outreach. Regular attendance at ACAF events, programs and meetings is strongly encouraged. Board members will work to enlarge ACAF's base of support by encouraging membership in ACAF and by introducing friends and colleagues to ACAF's programs as often as possible.
4. *Attend and Actively Participate in Board Meetings*: In order to ensure a strong and committed Board, members are expected to make a good faith effort to attend all monthly Board meetings. They are expected to attend at least 80% of Board meetings per year (10 per year minimum), or provide a reason for not being able to attend. The By-Laws authorize removal of any Board member if they have 3 or more unexcused absences per year. In addition, board members should come prepared to all board meetings having thoroughly read materials provided in the Board packet. Board members are also encouraged to actively participate on at least one standing committee or ad hoc Board Committee each year (in addition to one or more program committees), particularly those where they can provide advice and assistance on matters of personal expertise.

### **Section Four: Role of the President**

The President is responsible for ensuring that the Board of Directors and its members are aware of and fulfill their governance responsibilities; comply with applicable laws and By-Laws; conduct board business effectively and efficiently; and are accountable for their performance.

Primary Responsibilities include:

1. Meetings: Agenda preparation; preside over the meetings in accordance with accepted rules of order for the purposes of encouraging all members to participate in discussion and arriving at decisions in an orderly, timely and participatory manner; and call special meetings of the Board when necessary.
2. Leadership: The President will lead and manage the Board within the scope of the By-Laws and mission; lead and manage the Board in a style conducive to a collegial and productive environment; maintain a focus on the mission, plans and operations; and keep the Board motivated to achieve its goals.
3. Oversight of Executive Director: Meet periodically with the Executive Director to ensure that directions of the Board are completed; and ensure periodic performance reviews of the Executive Director are conducted. In the absence of an Executive Director, the President may assume many of the roles of the Executive Director.
4. Board Development: Ensure that structures and procedures are in place for effective recruitment, training and evaluation of Board members.

#### **Section Five: Role of the Vice President**

The Vice President is responsible for replacing the President in the event the President is unable to perform the duties as prescribed above. Although not required, an additional role for the Vice-President is to learn the duties of the President, and ultimately to succeed the President. This helps to ensure continuity and aid in the transition from one President to the next.

Primary Responsibilities include:

1. Meetings: Chair board meetings in the absence of the President;
2. Other: Assists the President in any way necessary to fulfill the obligations of the President and is responsible for any other duties or tasks as requested or assigned by the President.

#### **Section Six: Role of the Treasurer**

The Treasurer is the chief financial officer of the organization and responsible for special attention to the finances and financial management, and reporting to the Board any and all points of interest and concern. The position of Treasurer and Secretary may be combined.

Primary Responsibilities include:

1. Financial Books & Records: Ensure that adequate and correct books and records of accounts of properties and business transactions of ACAF are maintained, including accounts of its restricted and unrestricted assets, liabilities, receipts, disbursements, and net assets.
2. Audit or Financial Review: When applicable, participate in the selection and recommendation of an auditing firm and participate in the audit (or financial review) as appropriate.
3. Oversight: Review and approval of Executive Director's expenses, or, in his/her absence, the President's expenses.

### **Section Seven: Role of the Secretary**

The Secretary is responsible for assurance of accurate and thorough documentation of meetings, actions, and corporate documents. The position of Secretary and Treasurer may be combined.

Primary Responsibilities include:

1. Minutes: Ensure that minutes of all meetings of the Board of Directors are kept.
2. By-Laws: Ensure that ACAF's By-Laws, as amended or otherwise altered by the Membership, and certified by the Secretary, are adequately maintained.
3. Corporate Documents: Sign all properly executed documents requiring the Secretary's signature as well as coordinate revisions of documents associated with the Board, including the By-Laws and Articles of Incorporation.
4. Notice of Meetings: Give, or cause to be given, notice of all meetings of the Board and committees for which notice is required by law, ACAF's By-Laws, or by Board policy.

### **Section Eight: Role of the Immediate Past President**

The Immediate Past President serves on the Executive Committee, and assists in the continuity of the Executive Committee. He or She would help the new President assume the duties of the position, as well as to help develop the Vice-President's abilities and leadership skills. In the event the Immediate Past President's term as a Director has expired, he/she would serve as an ex-officio (non-voting) member of the Executive Committee.

### **Section Nine: Other Pertinent Information Regarding Board of Directors**

1. Term of Office: Each Board member serves a three year term, and the terms are staggered such that five of the fifteen Directors are elected each year. There is no limit on the number of terms that can be served.
2. Election to Office: Board members are nominated by an ad hoc committee formed by the current President. The general Membership then elects the nominees at the Annual Membership Meeting, held in December or January. In the event of a resignation or removal of any Director prior to the end of his/her term, the Board of Directors will select an ACAF Member to fill the vacancy.
3. Removal from Office: Per State law and the By-Laws, Board members may be removed from office in any of the following ways:
  - a. Death or Resignation;
  - b. No longer meets the qualifications to be a Director (generally, no longer an ACAF member);
  - c. Misses too many meetings of the Board (three or more unexcused absences in a twelve month period);
  - d. When the Director is found to be of unsound mind by a court, or convicted of any breach of duty (Care, Loyalty, Obedience); or
  - e. For any cause, or for no cause, by the Membership at a regular or special meeting of the Membership.
  - f. For cause by a two-thirds vote of the Board, but only after notice and the opportunity to respond.