

## **By-laws of The Brewery Artwalk Association**

### **Article I: Principal Office**

The principal office for the transaction of the business of the corporation is hereby fixed and located at 2100 North Main St. A10, Los Angeles, CA 90031. The board of directors may at any time or from time to time change the location to another in said county.

### **Article II: Membership**

#### **Section 1. Members**

There shall be one class of members, who shall be the directors of the organization.

#### **Section 2. Qualifications**

Death, resignation or removal of any director as provided in these By-laws shall automatically terminate membership of such person in this organization. Election of a successor director as provided in these By-laws shall likewise operate to elect such director to the membership of this organization.

#### **Section 3. Meetings**

The annual meeting of the members of the organization shall be held on the third Thursday of June of each year at 6:30pm at a location designated by the board. The meeting's purpose is outside the normal monthly meeting business. The board shall gather to discuss finances, board membership, bylaw review, previous year in review and goal setting for the next year. No notice of such annual meetings need be given.

Special meetings of the members may be called in the same manner as special meetings of the board of directors, and quorum for a meeting of the members shall be the same as a quorum for a meeting of the board of directors.

#### **Section 4. Liabilities and Property Rights of Members**

No member of the organization now or hereafter elected shall be personally liable to creditors of the organization for any indebtedness or liability, and any and all creditors shall look only to the assets of the organization for payment. The BAA will maintain proper liability insurance to cover all members.

## **Article III: Board of Directors**

### **Section 1. Number of Directors**

The board of directors shall consist of seven (7) members until changed by amendment to these By-laws as hereinafter provided, and a majority of the board shall constitute a quorum for the transaction of business.

### **Section 2. Powers of Directors**

Subject to the powers of the members as provided by law or as herein set forth, all power of the organization shall be exercised by or under the authority of, and the business and affairs of the organization shall be controlled by, the board of directors.

Without limiting the generality of the foregoing, the board of directors shall have the following powers:

1. To Select and remove all the other officers, agents and employees of the organization, prescribe such powers and duties for them as may not be inconsistent with law, and the By-laws, fix their compensation and require from them security for faithful service.
2. To conduct, manage and control the affairs and business of the organization and to make such rules and regulations therefore, not inconsistent with law and the By-laws, as they may deem best.
3. To change the principal office for the transaction of business of the organization from one location to another within the same county, to fix and locate from time to time on or more subsidiary offices of the organization within or without the State of California, and to designate any place within or without the State of California for the holding of any directors or members meetings.
4. To borrow money and incur indebtedness for the purposes of the organization, and promissory notes, bonds, and debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities, therefore.

### **Section 3. Election and Term of Office**

The directors shall be elected at each annual meeting of the members, and shall hold office until their respective successors are elected.

### **Section 4. Vacancies**

Any vacancy or vacancies in the board of directors resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the remaining directors then in office unless the total number of directors does not fulfill a quorum.

### **Section 5. Place of Meeting**

Regular meetings of the board of directors shall be held at any place within or without the State which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation regular meetings shall be held at the principal office of the organization. Special meetings of the board may be held either at a place so designated or at the principal office.

### **Section 6. Organization Meeting**

The board finds no need to have another meeting to announce the new board, if there is one to be announced. This business will be conducted at the end of the annual meeting or as needed to fill vacancies.

### **Section 7. Other Regular Meetings**

Other regular meetings of the board of directors shall be held without call on the second Sunday of the month, every month at 6:00pm on said day at the location designated by the committee: provided, however should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next Sunday thereafter which is not a legal holiday. Notice of all such meetings of the board of directors is hereby dispensed with.

### **Section 8. Special Meetings**

Special meetings of the board of directors for any purpose or purposes shall be called at any time by the Chairperson of the Association or by any two directors. Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by email or by other forms of written communication charges prepaid, addressed to him or her at his or her address as it is shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. Such notice shall be mailed at least seventy-two (72) hours prior to the time of the holding of the meeting.

### **Section 9. Adjournment**

In the absence of a quorum at any meeting of the board of directors, the majority of the directors present may adjourn the meeting until the time fixed for the next regular meeting of the board.

### **Section 10. Removal**

A director may be removed from office, for cause, by the vote of a majority of the directors.

### **Section 11. Compensation**

The directors shall receive no compensation for their services as such.

## **Article IV: Officers**

### **Section 1. Officers**

The officers of this organization shall be a president, secretary, and treasurer, and such other officers as the board of directors may appoint.

### **Section 2. Election**

The board of directors shall elect all officers of the organization for terms of one year, or until their successors are elected and qualified.

### **Sections 3. Vacancies**

A vacancy in any office because of the death, resignation, removal, disqualification or otherwise shall be filled by the board of directors.

### **Section 4. President**

Subject to the control of the board of directors, the president shall have general supervision, direction and control of the business and affairs of the organization.

### **Section 5. Secretary**

The secretary shall keep a full and complete record of the proceedings of the board of directors, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books of the organization, and shall discharge such other duties pertaining to the office or as prescribed by the board of directors.

### **Section 6. Treasurer**

The treasurer shall receive and safely keep all funds of the organization and deposit the same in such bank or banks as may be designated by the board of directors. Such funds shall be paid out only on the check of the corporation signed by such officers as may be designated by the board of directors as authorized to sign the same. The treasurer should have such other powers and perform such duties as may be prescribed from time to time by the board of directors.

**Article V: Amendment of By-laws**

These By-laws may be amended or repealed and new By-laws adopted by the vote of a majority of the members of the board of directors at any directors meeting, except that a By-law fixing or changing the number of directors may be adopted, amended or repealed only by the vote or written consent of a majority of the members of the organization.

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the Brewery Artwalk Association, a California nonprofit organization, and that the foregoing By-laws of four (4) pages constitute the By-laws of said organization as duly adopted at a meeting of the Board of Directors thereof duly held on

\_\_\_\_\_ Date

\_\_\_\_\_ Secretary

## **Amendments to the By-Laws of the Brewery Artwalk Association**

### **Amendment 1.**

The Brewery Artwalk Association is organized exclusively for the educational and charitable purposes, including for such purposes, the making of distributions to organizations under section 501(c)3 of the Internal Revenue Code (or corresponding section of any future Federal Tax Code.)

### **Amendment 2.**

No part of the net earnings of the Brewery Artwalk Association shall inure to the benefit of, or be distributed to its member, trustees, directors, officers or other private persons except that the Brewery Artwalk Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)3 purposes. No substantial part of the activities of the Brewery Artwalk Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

### **Amendment 3.**

Upon the dissolution of this organization assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government or the a State or local government for a public purpose.

### **Amendment 4.**

All members of the board of Directors must be tenants and leaseholders with Carlson Industries, LLC.

### **Amendment 5.**

A professional designer hired by the Board of Directors will do all design work for The Brewery Artwalk Association. The designer may not be a Brewery tenant or a participant in a Brewery Artwalk. Additionally, no tenant or participant artwork will be featured on any Artwalk materials or advertising.

### **Amendment 6.**

The Board of Directors hereby repeals Amendment 4. and does amend to these By-laws that members of The Brewery Artwalk may be non tenants with Carlson Industries, LLC as approved by a quorum.

### **Amendment 7.**

A board member may give proxy to a fellow member via verbal or written permission in their absence to complete a quorum and vote.

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We the undersigned, do hereby certify that these foregoing Amendments to the By-laws are duly adopted by the Board of Directors on this

\_\_\_\_\_ Date

\_\_\_\_\_ President

\_\_\_\_\_ Secretary

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