



NATIONAL GUILD FOR
COMMUNITY ARTS EDUCATION, INC.

~~CODE OF REGULATIONS~~
~~AS AMENDED BY THE MEMBERSHIP~~ AND RESTATED
BY-LAWS

NOVEMBER ~~21, 2014~~ , 2019

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¹ NOTE TO DRAFT: The provisions regarding the Corporate Seal and Order of Business have been deleted as they are not required by law.

**NATIONAL GUILD FOR
COMMUNITY ARTS EDUCATION, INC.**

**AMENDED AND RESTATED BY-LAWS
DATED NOVEMBER 10, 2019**

National Guild for Community Arts Education, Inc., pursuant to the provisions of Section 612 of the New York Not-for-Profit Corporation Law, hereby adopts these Amended and Restated By-laws (the “By-Laws”), which restate, amend and supersede the Code of Regulations of the Guild dated November 21, 2014, in their entirety as described below:

**ARTICLE I
NAME AND OFFICES**

The name of the organization is National Guild for Community Arts Education, Inc. (the “Guild”). The principal office of the Guild shall be located in the County of New York, State of New York. The Guild may also have other offices within and without the State of New York as the Board of Trustees (the “Board”) may from time to time determine or the business of the Guild may require.

**ARTICLE II
STATEMENT OF PURPOSE²**

The purposes of the Guild are as follows: to obtain money or property by gift, bequest or devise and to invest and reinvest the same, and to apply the income and principal thereof, as the Board of Trustees may from time to time determine exclusively for charitable, scientific, literary or educational purposes, specifically for the purpose of supporting and advancing access to lifelong learning opportunities in the arts by persons of all ages, in all social, ethnic and economic groups, and in all communities, and to engage in any and all lawful activities incidental thereto, except as restricted herein. Such purposes shall include, without limitation, the following:

CODE OF

REGULATIONS

STATEMENT OF

PURPOSE

~~We the representatives of organizations and individuals, believing that the perpetuation of the arts is fundamental to our very existence and that expert instruction in all arts disciplines is an increasingly important influence on and vital factor for the welfare of all persons of all ages in all social, ethnic and economic groups as well as communities, local, national and international, do associate ourselves as the National Guild for Community Arts Education, Inc. (referred to~~

² NOTE TO DRAFT: The Statement of Purpose has been revised to match that set forth in the Certificate of Incorporation of the Guild. A catch-all has been added in Section (F) to give the Guild flexibility in its pursuits.

~~hereinafter as “the Corporation”) to make this education more universally available. The purposes for which the Corporation have been formed are:~~

- ~~(a)A. _____ To serve and represent~~ Serving and representing a broad range of organizations that engage in community arts education.
- ~~(b)B. _____ To provide~~ Providing a national voice for community arts education.
- ~~(c)C. _____ To identify and promote~~ Identifying and promoting best practices and ideas ~~to the field~~ in arts education.
- ~~(d)D. _____ To bring~~ Bringing together organizations and individuals to ~~share experiences, exchange~~ ideas and information about community arts education.
- ~~(e)E. _____ To strengthen the capability of member~~ Strengthening the capacity of community arts organizations to achieve their missions.
- F. Pursuing any other purpose that the Board believes is appropriate and consistent with the foregoing.
- ~~(g) _____ To operate without profit to itself or to any individual within its membership, but to solicit, collect and raise money for any of the purposes of the Corporation, through appeals or campaigns for public or private contributions, by acceptance of gifts, legacies, bequests or endowments, or by membership dues, and to expend, contribute, disburse and otherwise handle and dispose of the funds collected or the income therefrom, in any of the states, districts, or territories of the United States, and in any and all foreign countries subject to such limitations as are prescribed by statute for such purposes;~~

~~The statement of purpose contained in this Code of Regulations is intended to implement (but not to state purposes or authorize powers different from or in addition to) those purposes for which the Corporation was organized, as set forth in its Articles of Incorporation.~~

Nothing herein shall be construed as authorizing the Guild to undertake or carry on any of the activities set forth in paragraphs (a) through (c) or (e) through (v) of Section 404 of the Not-for-Profit Corporation Law or Section 460-a of the Social Services Law of the State of New York. In furtherance of its corporate purpose, the Guild shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes.

ARTICLE III ~~ARTICLE I~~ MEMBERSHIP

All members in good standing of the ~~Corporation~~ Guild at the time of the adoption of ~~this amended Code of Regulations~~ these By-laws shall be deemed members of the ~~Corporation~~ Guild. New

members shall be admitted ~~as provided below:~~according to the criteria and policies as are approved from time-to-time by the Board in its sole discretion.

(a) Categories of Membership.

There are four categories of membership under which organizations or individuals may join the ~~Corporation.~~Guild (any such organization or individual, a “member”):

- (i) ~~A Full Member is:~~ a tax-exempt organization or government agency, or division thereof, that offers arts learning opportunities and is committed to the values of quality, accessibility and accountability;
- (ii) ~~An Education Affiliate member is:~~ a for-profit organization that offers arts learning opportunities;
- (iii) ~~A Business Affiliate member is:~~ a company or organization interested in furnishing goods or services to members and others within the community arts education field; and
- (iv) ~~An Individual Affiliate member is:~~ an individual who supports the ~~Corporation’s~~ Guild’s mission and values.

The ~~criteria and~~ benefits and features for each category of ~~membership as well as the policies concerning~~ membership shall be decided from time to time by the Board ~~of Trustees~~in its sole discretion.

(b) Dues.

All members ~~of this Corporation~~ are required to pay annual dues according to a schedule of rates to be published and available to the general public. ~~Any member may be expelled by the Executive Director for non-payment of dues.~~

(c) Resignation.

Any member may, upon giving written notice, resign from membership.

(d) Expulsion of Members.

Any member ~~of this Corporation may be expelled by written notice from the Chief Executive Officer or other Officer for non-payment of dues.~~ Any member may be expelled for violation of ~~the Code of Regulations~~ these By-laws or for any cause deemed prejudicial to the best ~~interest of the Corporation,~~ interests of the Guild, which expulsion shall be determined by a vote of two-thirds of the Full Members of the Guild present and voting at any duly called ~~meeting of the Corporation; or, a Member Meeting.~~ A member may be provisionally expelled by a ~~two-thirds vote of the Board at any given duly called meeting, providing that such action is submitted for ratification to the next meeting of the Corporation.~~ vote of two-thirds of the Term Trustees at any duly called meeting of the Board, provided that such expulsion shall

only become permanent upon ratification by a vote of two-thirds of the Full Members at a duly called Member Meeting. During a provisional expulsion, such member's voting rights (if any) shall be suspended.

ARTICLE IV
~~ARTICLE II~~ MEETINGS OF MEMBERS

(a) Annual Meeting.

~~(a)~~ The annual meeting of the members of the ~~Corporation~~ Guild (the "Annual Meeting") shall be held within the last four calendar months of each year at such time and place as the Board ~~of Trustees~~ may from time to time determine.

(b) Special Meetings.

~~Special meetings of the members may be called by the Chair, the Board of Trustees, or 10% of the Full Members (upon written request, including fax and email).~~ Special meetings (a "Special Meeting" and any Special Meeting or Annual Meeting, a "Member Meeting") of the members may be called by the Chair, the Board, or 10% of the Full Members (upon written request to the Chair or the Board, including fax and email).

(c) Notice of Meetings. ~~Notice of all meetings shall be given not less than seven (7) days before the date of such meeting to each member by mail, email or fax, and all such notes shall state the time and place.~~

Notice of all Member Meetings shall be given to each Full Member entitled to vote at such meeting by mailing the notice by first class mail with postage prepaid, personal delivery, fax, or email not less than 10 days nor more than 50 days before the date of the Member Meeting, and each such notice shall state the date, time and place of such Member Meeting. Notice of any meeting other than the Annual Meeting shall indicate the person or persons calling the meeting, and notice of any Special Meeting shall also indicate the purpose for which it is called.

(d) Voting.

~~(d) Voting. Only~~ Except as otherwise provided by statute or these By-laws, only Full Members have voting privileges at meetings of the Corporation. A vote may be cast by any duly authorized individual Member Meetings. At any Member Meeting, each Full Member present, in person or by proxy, shall be entitled to one vote.

(e) Proxies.

~~(e) Proxies.~~ Any member may be represented at any ~~meeting of members~~ Member Meeting or vote thereat and execute consents, waivers and releases and exercise any of ~~his or her~~ its other rights by email or written proxy or proxies signed by such member. Proxies

³ NOTE TO DRAFT: The language included here with the range of days is pursuant to the New York Not-for-Profit Corporation Law (the "N-PCL") § 605.

are limited ~~to matters, issues and nominations which have been circulated at least ten (10) days in advance and limited~~ by instruction of the proxy signer. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. For the purposes of conducting Member Meetings, all proxies shall be delivered to the Secretary or, upon the absence of a Secretary, a member of the Board appointed to act as secretary of the Member Meeting in advance of such meeting.⁴

(f) Quorum.

~~(f) Quorum.~~ Representatives of 25% of the Full Members, present either in person or by proxy, shall constitute a quorum ~~for the transaction of business at any annual meeting or special meetings~~ at any Annual Meeting or Special Meeting. No business may be transacted at any Annual Meeting or Special Meeting in the absence of a quorum.

(g) Waiver of Notice.

~~(g) Waiver of Notice.~~ Notice may be waived in writing, either before or after the holding of ~~such a meeting,~~ a Member Meeting by any member which is required to receive such notice, which writing shall be filed with or entered upon the records of such ~~meeting~~ Member Meeting. The attendance of any member at any such meeting without protesting prior to or at the commencement of the meeting, ~~the lack of proper notice~~ shall be deemed to be a waiver of notice of such meeting.

(h) Adjournment.

~~(h) A majority of the voting members~~ A majority of the Full Members present at a meeting whether or not a quorum is present may adjourn such a meeting.

(i) Action by the Members.

~~(i) Whenever any corporate action, other than the election of directors, is to be taken under this chapter by vote of the members, it shall, except as otherwise required by law or by the certificate of incorporation,~~ Except as otherwise provided by statute or these By-laws (including the items in clause (ii) below), any corporate action shall be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon duly called Member Meeting.

(ii) The following corporate actions require a vote of two-thirds of the votes cast at a duly called Member Meeting:

- (1) Disposing of all, or substantially all, of the assets of the Guild;
- (2) Approval of a plan of merger or consolidation;

⁴ NOTE TO DRAFT: Proxy requirements were added pursuant to N-PCL § 609.

- (3) Authorization of a plan of non-judicial dissolution;
- (4) Revocation of a voluntary dissolution proceeding; or
- (5) Expulsion of a member or Trustee as detailed in Article III(d) or Article V(g).

provided however, that the affirmative votes cast in favor of any action described in this clause (ii) shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes.

- ~~(ii)~~—Any action required or permitted to be taken by the members may be taken without a meeting if all members ~~authorized~~ entitled to vote consent in writing to such action. Such consent may be written or electronic. If the consent is written, it
- (iii) must be signed by the member. If the consent is electronic it must be able to be reasonably determined to have been sent by the member.

~~ARTICLE V~~ **ARTICLE III** **TRUSTEES**

- (a) Powers and Duties of Trustees. ~~The Board of Trustees shall have general charge of the affairs, property, and assets of the Corporation and may retain an Executive Director to manage the affairs of the Corporation and implement the policies established by the Board of Trustees.~~

The Board shall have general charge of the affairs, property, and assets of the Guild, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein.

- (b) Classification, Number and Term of Office.

~~The members~~ Members of the Board ~~of Trustees~~ (each, a “Trustee”) shall be divided into two classes: ~~Honorary~~ Trustees Emeriti and Term Trustees:

- (i) ~~Honorary~~ Trustees Emeriti: Trustees Emeriti shall be ~~elected~~ appointed for life, and may attend meetings of the Board ~~of Trustees~~ or be invited to serve on Committees of the Guild, but shall not have the right to vote or to hold office. Trustees Emeriti shall be appointed by a majority vote of the Board at a regular meeting of the Board.
- (ii) Term Trustees: The number of Term Trustees shall, unless otherwise fixed by the members, be no fewer than 19 ~~nor and no~~ more than 45. Term Trustees shall serve for terms of three years. In nominating and electing Term Trustees, it shall be a goal, but not a requirement, that up to one half and no less than one third may be directors of Full Member institutions (each, a “Full Member Trustee”); the ~~balance remainder~~ shall be representatives of the public at large. No ~~Term Trustee who is a director of a~~ Full Member institution ~~Trustee~~ who has served two successive three-

year terms or any portion thereof may be re-elected until one year has elapsed dating from the end of the Term Trustee's second successive term, provided that a Full Member ~~director~~ Trustee who is an incumbent ~~officer~~ Officer may remain a Term Trustee until the completion of his or her then current term as an ~~officer~~ Officer and any permitted ~~re~~ re-election to that office. Term Trustees who are representatives of the public at large may be re-elected to successive three-year terms without limit.

~~(e)(iii)~~ Interim ~~Term~~ Trustees may be appointed on an interim basis by a majority vote of the Board ~~of Trustees~~ at a regular meeting of the Board ~~of Trustees~~ for a term to commence on the date of the Board meeting, and to continue only ~~upon~~ until the earlier of (i) election as ~~either an Honorary Trustee or a~~ Term Trustee as set forth in Article ~~III(e)~~ V(b)(ii) or (ii) three years since the commencement of the term. For the purpose of computing the number of terms served, the term will be deemed to have begun on the date of election by the Membership.

(c) Independent Term Trustee.

Certain Board activities require the involvement of an Independent Term Trustee, defined as a Term Trustee who:

- (i) has not been an employee or a key person of the Guild or an affiliate of the Guild within the last three years;
- (ii) does not have a relative who has been a key employee of the Guild or an affiliate of the Guild within the last three years;
- (iii) has not received and does not have a relative who has received more than \$10,000 in compensation directly from the Guild or an affiliate of the Guild in any of the last three years (not including reasonable compensation or reimbursement for services as a Term Trustee, as set by the Guild);
- (iv) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current Officer of or has a substantial financial interest in, any entity that has made payments, property or services to, or received payments, property or services from, the Guild or an affiliate of the Guild in excess of the lesser of: (a) \$25,000 or (b) two percent of the Guild's consolidated gross revenue over the last three years (such amount does not include charitable contribution);
- (v) is not and does not have a relative who is a current owner, whether wholly or partially, director, Trustee, Officer or employee of the Guild's outside auditor or who has worked on the Guild's audit at any time during the past three years;⁵

⁵ NOTE TO DRAFT: This has been added pursuant to the N-PCL § 102.

(vi) is not in an employment relationship under control or direction of any related party and does not receive payments subject to approval of a related party; or

(vii) does not approve a transaction providing economic benefits to any related party who in turn has approved or will approve a transaction providing economic benefits to the Term Trustee.

(d) Newly Created Trustees and Vacancies.

Newly created Term Trustees resulting from an increase in the authorized number of Term Trustees, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a Term Trustee, may be filled at any meeting of the Board by the vote of the majority of the Term Trustees then in office, although less than a quorum, or by a sole remaining Term Trustee.

(e) Election of Term Trustees.

~~(d) Election of Trustees~~ Each Term Trustee will be elected by majority vote of Full Members representing a quorum at a Member Meeting. The election of Term Trustees shall be held at the ~~annual meeting of members of the Corporation~~ Annual Meeting or, if Term Trustees ~~be~~ are not then elected, or if the ~~annual meeting be~~ Annual Meeting is not held at the time fixed therefore in these ~~Regulations~~ By-laws, then at a ~~special meeting~~ Special Meeting called for that purpose.

(f) Resignation.

Any Trustee may resign from the Board at any time by giving written notice to the Board, the Chair, or the Secretary of the Guild. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such Board Officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Trustee.

(g) Expulsion of Term Trustees.

Any Term Trustee may be removed from the Board for violation of these By-laws or for any cause deemed prejudicial to the best interests of the Guild, which removal shall be determined by a majority vote of the Full Members present and voting at any duly called Member Meeting. A Term Trustee may be provisionally expelled by a vote of two-thirds of the Trustees at any given duly called meeting, provided that such expulsion shall only become permanent upon ratification by a vote of two-thirds of the Full Members at a duly called Member Meeting. During a provisional expulsion, such Term Trustee's voting rights shall be suspended.

(h) Expulsion of Trustees Emeriti.

Any Trustee Emeriti may be removed from the Board for violation of these By-laws or for any cause deemed prejudicial to the best interests of the Guild, which removal shall be

determined by a majority vote of the Board and voting at any duly called meeting of the Board.

(i) Meetings.

~~Meetings.~~ A meeting of the Board ~~of Trustees~~ for the election of ~~officers~~ Officers and the transaction of such business as may properly come before the meeting shall be held shortly following the ~~annual meeting~~ Annual Meeting of members ~~in~~ each year. The Board ~~of Trustees~~ shall hold regular meetings at such time and place as may be fixed by the Board, or if no such time and place has been fixed by the Board, at such time and place as may be fixed by the Chair. Special meetings of the Board ~~of Trustees~~ may be called by the Chair and shall be called by any Officer upon the request of any four Term Trustees. A quorum at any meeting of the Board shall consist of a majority of the Term Trustees. If a quorum is not present at any meeting of the Board, a majority of the Term Trustees present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any Term Trustees who were not present at the time of the adjournment.

(j) Notice of Meetings.⁶

Notice of a special meeting of the Board must be given to each Term Trustee not less than five days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than 48 hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by electronic mail, unless the meeting relates to an emergency which must be resolved within 48 hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a Term Trustee who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) a lack of notice.

~~shall be called by any officer upon the request of any four Trustees. A quorum shall consist of one third of the duly elected and qualified Term Trustees.~~

~~(e)~~ (k) Action by the Board.⁷

(i) ~~The~~ Except as otherwise provided by statute or these By-laws, the vote of a majority of the Term Trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the ~~board~~ Board.

⁶ NOTE TO DRAFT: Please note that while notice of regular meetings is not required, notice must be provided for special meetings in a manner prescribed in the by-laws under the N-PCL § 711.

⁷ NOTE TO DRAFT: Please note that if there are less than 21 Trustees on the Board, the N-PCL requires that the following actions be approved by a two-thirds vote, rather than a majority: (i) the purchase, sale, mortgage, lease, exchange, or other disposition of real property if the property constitutes all or substantially all of the assets; and (ii) the sale, lease, exchange, or other disposition of all, or substantially all, of the assets.

- (ii) Unless otherwise restricted by the ~~certificate of incorporation~~Certificate of Incorporation, any one or more ~~members of the board or~~Trustees or member of any ~~committee~~Committee thereof who is not physically present at a meeting of the ~~board~~Board or a ~~committee~~Committee may participate by means of a telephone conference ~~telephone~~ or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each ~~director~~Term Trustee can participate in all matters before the ~~board~~Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the ~~board or committee~~Board or Committee.
- (iii) Any action required or permitted to be taken by the Board ~~of Trustees~~ or any ~~committee~~Committee thereof may be taken without a meeting if all ~~Directors of the Board of Term~~Trustees or the committeeCommittee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by the ~~Director~~Term Trustees. If the consent is electronic it must be able to be reasonably determined to have been ~~sent~~authorized by the ~~Director~~Term Trustee. The resolution and the written consents thereto by the ~~Directors of the Board of Trustees or committee or~~Committee shall be filed with the minutes of the proceedings of the Board ~~of Trustees or committee~~or Committee.
- (iv) In addition to the requirements set forth under the Certificate of Incorporation and Article X of these By-laws, any amendment to the Certificate of Incorporation or these By-laws that increases the quorum or voting requirement to more than a majority of the Board (or strikes a provision that required a greater than majority of the Board to be present at the time of the vote) shall require two-thirds of the votes cast at a meeting of the Board.⁸

ARTICLE VI ~~ARTICLE IV~~ OFFICERS

(a) Board Officers.⁹

(a) The officers of ~~this Corporation shall be the Board~~ may include a Chair, up to two Vice-Chairs, Secretary, and Treasurer (the “Board Officers”). The Term Trustees shall elect these ~~officers from the Board of Officers from among the Term~~ Trustees for a term of ~~three years~~ the lesser of (a) three years and (b) the remainder of such Term Trustee's current term; for the avoidance of doubt, a person must be a Term Trustee in order to be

⁸ NOTE TO DRAFT: This has been added pursuant to the N-PCL § 709.

⁹ NOTE TO DRAFT: Please note that § 713(f) of the N-PCL prohibits an employee of a non-profit from serving as the chair of the board of directors or holding any other title with similar responsibilities unless: (1) two-thirds of the entire board vote to approve the appointment of the employee as the chair of the board; and (2) the basis for the board’s approval is contemporaneously documented in writing. However, the employee will not be considered an independent director, even if the two conditions are met.

eligible to be a Board Officer. ~~Said officers~~ The Board Officers shall be eligible for re-election ~~to an~~ for one additional three-year term. One person may hold, and perform the duties of, more than one Board Officer role, except as may otherwise be required by law.¹⁰ All Board Officers shall be subject to the supervision and direction of the Board.

Additionally, if the Board feels, in its discretion, that there is a need for ~~an officer~~ a Board Officer to continue to serve beyond two terms, the Board, by a majority vote, may extend that ~~officer's~~ Board Officer's term in one-year increments.

The responsibilities of the positions may include the following as described herein:

- (i) The Chair-: presides at all Member Meetings, and meetings of the ~~members, the Board of Trustees~~ and the Executive Committee. ~~He or she~~ The Chair performs the other duties usual to that office and such duties as may be assigned by the Board ~~of Trustees~~.
- (ii) The Vice Chair(s)-: shall be assigned specific responsibilities by the Chair and shall deputize for the Chair.
- (iii) The Secretary ~~keeps the minutes at all meetings of the members, the Board of Trustees and the Executive Committee; determines the quorum at the Annual Meeting of the members, and~~ performs such other duties as may be usual ~~to his or her office~~ for the office, which may include maintaining the minutes of all Member Meetings, the Board and the Executive Committee and determining the quorum at the Annual Meeting.
- (iv) The Treasurer-: has the care and custody of all the funds of the ~~Corporation-Guild~~ and shall cause appropriate books and accounts to be kept. ~~He or she~~ The Treasurer shall perform such other duties as may be usual ~~to his or her~~ for the office.

(b) Guild Officers.

The officers of the Guild may include a Chief Executive Officer and such other officers as the Board may appoint (the "Guild Officers"). The Term Trustees shall elect the Guild Officers. All Guild Officers shall be subject to the supervision and direction of the Board. "Officers" shall refer to the Board Officers and the Guild Officers, collectively.

(c) Removal.

Any Officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Board.

(d) Vacancy.

¹⁰ NOTE TO DRAFT: Under the N-PCL § 713, the same person cannot be both the President/Chair and Secretary.

~~(b) The Board of Trustees~~The Board may at any meeting fill any vacancy existing on the roster of ~~officers~~Officers.

(e) Resignation.

Any Officer may resign at any time by giving 10 days written notice to the Board. The acceptance of such resignation shall not be necessary to make it effective.

(f) Employees and Other Agents.

The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

(g) Conflict of Interest Policy.

~~(e) All Trustees and officers~~, Officers, and appointed agents shall comply with the ~~Corporation's~~Guild's Conflict of Interest Policy as established by the Board ~~of Trustees~~.

~~ARTICLE VII~~ARTICLE V
COMMITTEES

~~(a) The Standing Committees of the Corporation shall be the Executive Committee, the Finance Committee, the Audit Committee, and the Governance Committee the members of which shall be limited to Trustees of the Corporation. The Board may establish other Committees the members of which may include non Trustees of the Corporation. Members and Chairs of Standing Committees and other committees shall be appointed by the Chair in consultation with the Governance Committee~~

~~(b)~~

(a) The Board, by resolution adopted by a majority of the Board, may designate from among the Term Trustees committees of the Board (“Committees of the Board”), which may include committees such as the Executive Committee, the Finance Committee, the Audit Committee, and the Governance Committee, as detailed below; members of Committees of the Board shall be limited to Term Trustees. Members of committees of the Guild (“Committees of the Guild” and together with the Committees of the Board, the “Committees”) may include non-Term Trustees of the Guild; for the avoidance of doubt, while Committees of the Guild may make recommendations for actions to the Board, they shall not have any binding power over the Board for any actions.¹¹ The Board may establish other Committees and define in writing their mandates. Members and chairs of Committees shall be appointed by the Chair, and each Committee shall consist of three or more members.

¹¹ NOTE TO DRAFT: Under the N-PCL § 712, only Committees of the Board have the authority of the board and may bind the non-profit.

- (i) Members and ~~Chairs of Standing~~ chairs of Committees of the Board shall serve for a term of two years or until their successors are appointed, except as otherwise noted in these By-laws.
- (ii) The Chief Executive ~~Director-Officer, if any,~~ shall be a non-voting ex-officio member of ~~all Standing~~ the Committees.
- (iii) The ~~Board-Chair-, if any,~~ shall be a voting ex officio member of all ~~Standing~~ Committees of the Board and Committees of the Guild.
- (iv) No Committee shall have authority as to the following matters:
- The submission to members of any action requiring members' approval.
 - The filling of vacancies in the Board or in any Committee.
 - The fixing of compensation of the Trustees for serving on the Board or on any Committee.
 - The amendment or repeal of these By-laws or the adoption of new by-laws.
 - The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
 - The election or removal of Officers and Term Trustees.
 - The approval of a merger or plan of dissolution.
 - The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Guild or, if there are no members entitled to vote, the authorization of such transaction.
 - The approval of amendments to the Certificate of Incorporation.
 - Submit to the members any action requiring members' approval under the New York Not-for-Profit Corporation Law.

The above actions may only be taken by the full Board. Term Trustees are not relieved of their fiduciary and oversight duties, even if authority is granted to a Committee.

(b) Executive Committee.

~~(e) Executive Committee.~~ The Executive Committee shall consist of the ~~officers of the Corporation~~ Board Officers and such additional Term Trustees as the Board may elect from time to time. Except as otherwise provided herein, such Committee shall, during the intervals between the meetings of the Board ~~of Trustees~~, carry out such actions as may be delegated to it by the Board ~~of Trustees~~ and shall possess and exercise all of the powers of

the Board ~~of Trustees~~ in the management of the affairs of the ~~Corporation~~ Guild as may be necessary and which cannot reasonably await a meeting of the full Board ~~of Trustees~~, other than that of filling vacancies on the Board ~~of Trustees~~. A majority of the members of the Committee shall constitute a quorum. Any action taken by the Executive Committee shall be reported to the Board ~~of Trustees~~ at its next succeeding meeting where such action shall be subject to ratification or revision by the Board ~~of Trustees~~, provided that no rights of third persons shall be prejudicially affected thereby. The Chair shall be the chair of the Executive Committee and shall serve a term of three years in such capacity.

(c) Finance Committee.

~~(d)~~ The Finance Committee ~~shall~~ may consist of three or more persons. The Committee ~~shall~~ may attend to the preparation of budgets of the ~~corporation~~ Guild and direct the disposal and investment of the funds and securities of the ~~Corporation~~ Guild.

(d) Audit Committee.

~~Audit Committee.~~ The Audit Committee, which shall be comprised solely of Independent ~~Directors~~ Term Trustees, shall oversee the accounting and financial reporting processes of the ~~Corporation~~ Guild and the audit of the ~~Corporation's~~ Guild's financial statements.

The Audit Committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor. The Audit Committee shall also (1) review with the independent auditor the scope and planning of the audit prior to the audit's commencement; (2) upon completion of the audit, review and discuss with the independent auditor: (A) any material risks and weaknesses in internal controls identified by the auditor; (B) any restrictions on the scope of the auditor's activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the ~~corporation's~~ Guild's accounting and financial reporting processes; (3) annually consider the performance and independence of the independent auditor; and (4) report on the Audit Committee's activities to the Board ~~of Trustees~~.

The Audit Committee shall oversee the adoption, implementation of, and compliance with any ~~conflict of interest policy or whistleblower policy~~ Conflict of Interest Policy or Whistleblower Policy adopted by the ~~Corporation~~ Guild if this function is not otherwise performed by another ~~committee~~ Committee of the ~~board~~ Board comprised solely of Independent ~~Directors~~ Term Trustees. The Audit Committee should ensure that internal controls are in place through the annual review of policy and procedure updates.

Only Independent ~~Directors~~ Term Trustees may participate in any Audit Committee deliberations or voting relating to matters set forth in this section.

(e) Governance Committee. ~~The Governance Committee shall consist of three or more Trustees. The Governance Committee shall have the responsibility to prepare, recommend, and nominate:~~

The Governance Committee may consist of three or more Term Trustees. The Governance Committee may have the responsibility to:

- (i) prepare, recommend, and nominate a slate of persons for election ~~as members of to~~ the Board ~~of Trustees~~ at the ~~annual meetings~~ Annual Meetings of the members and, in the event of a vacancy on the Board between ~~annual meetings, at a meeting of the members~~ Annual Meetings, at a Member Meeting or of the remaining Term Trustees for the purpose of filling any vacancy on the Board;
- (ii) prepare, recommend, and nominate a slate of persons for election as ~~officers~~ Officers by the Board ~~of Trustees~~ and in the event of a vacancy among the ~~officers~~ Officers, at a meeting of the Board for the purpose of filling any such vacancies;
- (iii) prepare, recommend, and nominate a slate of persons for appointment as Trustees Emeriti by the Board at a meeting of the Board; and
- ~~(iii)~~ (iv) The committee shall develop, review and monitor ~~governance~~ procedures, policies and structure ~~and related to the composition and function of the Board and to make relevant recommendations regarding the Code of Regulations of the Corporation; these By-laws.~~

(f) Quorum and Action by Committee.

- ~~(iv) does not have a relative who has been a key employee of the corporation or an affiliate of the corporation within the last three years;~~
- ~~(v) has not received and does not have a relative who has received more than \$10,000 in compensation directly from the corporation or an affiliate of the corporation in any of the last three years (not including reasonable compensation or reimbursement for services as a director, as set by the corporation);~~
- ~~(vi) does not have a substantial financial interest in and has not been an employee of, and does not have a relative who has a substantial financial interest in or was an officer of, any entity that has made payments to or received payments from the corporation or an affiliate of the corporation in excess of the lesser of: (a) \$25,000 or (b) 2 percent of the corporation's consolidated gross revenue over the last three years (payment does not include charitable contribution);~~
- ~~(vii) is not in an employment relationship under control or direction of any related party and does not receive payments subject to approval of a related party;~~
- ~~(viii) does not approve a transaction providing economic benefits to any related party who in turn has approved or will approve a transaction providing economic benefits to the director.~~
- ~~(f) Independent Directors. An Independent Director is a member of the Board of Trustees who:~~
 - ~~(i) has not been an employee of the corporation or an affiliate of the corporation within the last three years;~~

Unless otherwise provided by resolution of the Board, a majority of all of the members of a Committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a Committee shall be the act of the Committee. The procedures and manner of acting of the Executive Committee and of the Committees shall be subject at all times to the directions of the Board.

~~ARTICLE VIII~~
~~ARTICLE VI~~ FISCAL YEAR

The fiscal year of the ~~Corporation~~ Guild shall commence on January 1 and end on the following December 31.

~~ARTICLE II~~
~~ARTICLE VII~~
~~CORPORATE~~
~~SEAL~~

~~The seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the numerals "1954" and the words "New York".~~

~~ARTICLE IX~~ ARTICLE VIII
AMENDMENTS TO THE BY-LAWS

~~The Code of Regulations of the Corporation~~ These By-laws may be altered or amended at any duly called meeting of the ~~corporation~~ Guild by a ~~two-thirds majority~~ vote of qualified representatives of Full Members present and voting at such meeting, provided that written notice has been sent by physical and/or electronic mail to every member of the ~~Corporation~~ Guild at least ~~ten~~ 10 days in advance of the date of the meeting stating the proposed amendment substantially in the same form in which it is adopted.

~~ARTICLE III~~
~~ARTICLE IX~~ ORDER
OF BUSINESS

~~Unless otherwise provided, Robert's Rules of Order (latest edition) shall govern all meetings.~~

~~ARTICLE X~~ ARTICLE X
INDEMNIFICATION

(a) The ~~Corporation~~ Guild shall indemnify each Trustee, ~~officer~~ Officer and employee and each former Trustee, ~~officer~~ Officer and employee of this ~~Corporation~~ Guild, and each

person who is serving or has served at its request as a Trustee, director, ~~officer~~ Officer or employee of another corporation, against reasonable and documented fees and expenses (including attorneys' fees), judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any past, pending or threatened action, suit or proceeding, criminal or civil, to which ~~he~~ such person was, is or may be made a party by reason of being or having been such Trustee, director, ~~officer~~ Officer or employee, provided a determination is made (i) by the Board ~~of Trustees of this Corporation~~ acting at a meeting at which a quorum consisting of Trustees who neither were nor are parties to or threatened with any such action, suit or proceeding is present, or (ii) by the voting members of the ~~Corporation~~ Guild at a meeting held for such purpose by the affirmative vote of a majority of the voting members present if a quorum of voting members is present, or without a meeting by the written consent of ~~two-thirds~~ a majority of the voting members, that (a) such Trustee, director, ~~officer~~ Officer or employee was not, and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of his duty to the ~~Corporation~~ Guild of which ~~he~~ such person is or was a Trustee, director, ~~officer~~ Officer or employee, (b) ~~he~~ such person acted in good faith in what ~~he~~ such person reasonably believed to be the best ~~interest of such Corporation~~ interests of the Guild, and (c) in any matter the subject of a criminal action, suit or proceeding, ~~he~~ such person had no reasonable cause to believe that his or her conduct was unlawful.

- (b) The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such Trustee, ~~officer~~ Officer or employee may be entitled apart from the provisions of this Article ~~X~~XIII.

ARTICLE XI EXECUTIVE COMPENSATION

The ~~Corporation~~ Guild may pay compensation in a reasonable amount to members, directors, ~~trustees or officers~~ Term Trustees or Officers, for services rendered, ~~and may make distributions of cash or property to members upon dissolution or final liquidation as permitted by law~~. No person who may benefit from such compensation may be present at, or otherwise participate in, any board or committee deliberation or vote concerning such person's compensation; provided that nothing in this section shall prohibit the ~~board~~ Board or authorized committee from requesting that a person who may benefit from such compensation present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the by-laws of the National Guild for Community Arts Education, Inc. a New York Not-for-Profit Corporation, as in effect on the date hereof.

NATIONAL GUILD FOR COMMUNITY ARTS EDUCATION, INC.

By _____

Name:

Title: