

# Museum of Children's Art (MOCHA)

## Board Bylaws



BYLAWS OF  
MUSEUM OF CHILDREN'S ART

ARTICLE I

Principal Office

The principal office of the Corporation shall be in the City of Oakland, County of Alameda, State of California. The Board of Directors may from time to time change the location of the principal office from one location to another in California.

ARTICLE II

Members

2.01 Members Prohibited. The Corporation shall have no members.

2.02 Effect of Prohibition. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the Nonprofit Corporation Law in the members shall vest in the Directors.

ARTICLE III

Directors

3.01 Election. The business and property of the Corporation shall be managed and controlled by a Board of Directors, who shall be elected at each annual meeting of the

Board of Directors as prescribed by Section 3.06 of these Bylaws. Directors shall hold office for a period of one (1) year or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. A Director shall be limited to a maximum of \_\_\_ ( ) successive full terms. All Directors shall be chosen by ballot at such meeting and the candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.

3.02 Number. The number of Directors of the Corporation shall be not less than five (5) nor more than fifteen (15). The exact number of Directors shall be twelve (12). The exact number of Directors within the limits specified above may be changed from time to time by resolution of the Board of Directors. When the number of Directors is so decreased, each Director in office shall serve until such Director's term expires, or until such Director's resignation or removal as herein provided.

3.03 Resignation. Except as otherwise provided by law, any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

3.04 Removal. Any Director may be removed for cause by the vote of not less than two-thirds (2/3) of the Directors present, at a valid meeting of the Board. When a motion to remove a director is made and seconded, the motion must be referred to a Committee of the Board for recommendation. The Director involved shall be given a full and fair opportunity to

hear and answer the asserted factual basis of the motion, at an open meeting of the Committee.

3.05 Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors, may be filled for the unexpired portion of the term by the Directors then serving although less than a quorum.

3.06 Annual Meeting. The annual meeting of the Board of Directors shall be held on the fourth Thursday in the month of March at 3:00 p.m. to elect Directors and officers, and to transact any other business. If the day fixed for the annual meeting of the Board of Directors falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding business day. The date and time of the annual meeting may be changed by the vote of a majority of the Directors.

3.07 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, Vice-President or any two Directors.

3.08 Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by first-class mail at least four (4) days or by personal delivery, telephone or telegraph at least forty-eight (48) hours before the meeting, but such notice may be waived in writing by any Director. Notice shall be directed to each Director at the Director's address as it appears in the records of the Corporation, unless the Director shall have filed with the

Secretary of the Corporation a written request that notices intended for the Director be mailed to some other address, in which case it shall be mailed to the address so designated. Any business may be transacted at any meeting at which every Director shall be present, although no notice has been received and no waiver of notice has been signed.

3.09 Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the State of California that has been designated in the notice. If a place has not been stated in the notice or there is no notice required, meetings shall be held at the principal executive office of the Corporation unless another place has been designated by a resolution duly adopted by the Board.

3.10 Participation by Telephone. Members of the Board of Directors may participate in a meeting through the use of a conference telephone, telex or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 3.10 constitutes presence in person at such meeting.

3.11 Quorum. At all meetings of the Board of Directors one-third of the Directors authorized by these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. Notwithstanding anything to the contrary in the preceding

sentence, any act by the Directors to 1) amend the Articles of Incorporation, or 2) dissolve the Corporation, shall require the unanimous vote of all Directors. At any meeting whether or not a quorum is present, a majority of those present may adjourn the meeting to another time and place unless the meeting is adjourned for more than twenty-four (24) hours. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

3.12 Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board a reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each annual or special meeting of the Board.

3.13 Powers. All the corporate powers, except such as are otherwise provided for in the Articles of Incorporation or these Bylaws and in the California Nonprofit Corporation Law, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees consisting of not less than two (2) Directors, or to officers of the Corporation, such powers as they may see fit subject to the provisions of Article VII.

3.14 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors individually or collectively consent in writing to such action.

Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

#### ARTICLE IV

##### Officers

4.01 Offices. The officers of the Corporation shall be a President, Vice-President, Secretary, Chief Financial Officer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

4.02 Appointment. The officers of the Corporation shall be chosen by and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of any officer under any contract of employment.

4.03 Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the next annual meeting of the Board of Directors and until the election and qualification of a successor.

4.04 President. The President shall preside at all meetings of the Board of Directors and serve as the chief executive officer and general manager. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned by the Board of Directors.

4.05 Vice-President. At the request of the President, or in the event of the President's absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President; and, to the extent authorized by law, the Vice-President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors.

4.06 Secretary. The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all the meeting of the Board of Directors. The Secretary may sign with the President or Vice-President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors. The Secretary shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors.

4.07 Chief Financial Officer. The Chief Financial Officer shall have the custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed

by the Board of Directors. The Chief Financial Officer may be required to give bond for the faithful performance of the Chief Financial Officer's duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper the Chief Financial Officer may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Chief Financial Officer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Chief Financial Officer shall make such payments as may be necessary or proper to be made on behalf of the Corporation. The Chief Financial Officer shall keep the Corporation's books and shall enter regularly on such books full and accurate accounts of all monies and obligations received and paid or incurred for or on account of the Corporation, and shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation. The Chief Financial Officer shall, in general, perform all the duties incident to the office of Chief Financial Officer, subject to the control of the Board of Directors.

4.08 Resignation and Removal. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any officer may be removed from

office with or without cause by the affirmative vote of a majority of all the Directors at any annual or special meeting of the Board of Directors.

#### ARTICLE V

##### Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

#### ARTICLE VI

##### Contracts

The Board of Directors, except as these Bylaws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose or for any amount.

## ARTICLE VII

### Committees

The Board of Directors may create by a majority vote of all of the Directors any committee or committees, each to consist of two (2) or more Directors. The members of any such committee shall serve at the pleasure of the Board of Directors. Committees shall exercise such powers and authority of the Board in the management of the business and affairs of the Corporation as shall be designated by the Board of Directors, except with respect to (i) filling a vacancy on the Board or in any committee having the authority of the Board; (ii) fixing the compensation of any Director for serving on the Board of Directors or on any committee; (iii) amending, repealing or adopting any bylaw; (iv) amending or repealing any resolution of the Board which by its express terms is not so amendable or repealable; (v) appointing committees of the Board of Directors or the members thereof; (vi) expending corporate funds to support a nominee for Director after more people are nominated for Director than can be elected; (vii) approving any self-dealing transaction; (viii) amending the Corporation's Articles of Incorporation; and (ix) approving any action that would change the Corporation's tax status. Each committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure.

The members of any committee shall not receive any stated salary for their services, but may receive, by resolution

of the Board of Directors, a fixed reasonable sum or expenses of attendance, if any, or both, for attendance at each regular or special meeting of such committee. The Board of Directors shall have the power to contract for and to pay special compensation to any member of a committee for rendering unusual or exceptional services to the Corporation, appropriate to the value of such services.

#### ARTICLE VIII

##### Voting Upon Stock of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this Corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

#### ARTICLE IX

##### Prohibition Against Sharing in Corporate Earnings

No Director, officer, or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the

Corporation; provided, that the foregoing shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

## ARTICLE X

### Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction under Section 5240 of the California Nonprofit Corporation Law or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, and under comparable provisions of state law.

## ARTICLE XI

### Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Corporation by a unanimous affirmative vote of the Directors, except as otherwise provided by law.

## ARTICLE XII

### Exempt Activities

Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, and California Revenue and Taxation Code Section 23701d, as they now exist or as they may hereafter be amended.

## ARTICLE XIII

### Annual Report

The Board of Directors shall cause an annual report to be prepared for the Corporation within 120 days of the Corporation's fiscal year end. The annual report shall comply with Section 6321 of the California Nonprofit Corporation Law and shall be distributed in conformity therewith.

ARTICLE XIV

Indemnification

Each Director and officer of this Corporation, including persons occupying such positions, shall be indemnified to the fullest extent permitted by California law against all expenses, judgments, fines, settlements and other accounts actually and reasonably incurred by them in connection with any "proceeding," as that term is defined in Section 9246(a) of The California Corporation Code, and including an action by or in the right of the Corporation.

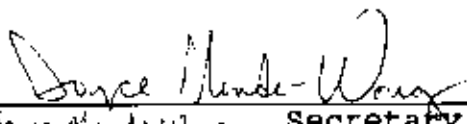
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Museum of Children's Art, a California nonprofit public benefit corporation; and

2. That the foregoing Bylaws, comprising 14 pages, constitute the Bylaws of said Corporation as duly adopted by action of the Incorporator as of March \_\_, 1989.

IN WITNESS WHEREOF, I have executed this Certificate to be effective as of March 23, 1989.

  
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Joyce Munde-Wang, Secretary

Date: March 23, 1989