



**AMENDED AND RESTATED BYLAWS OF VANGUARD CULTURE, A CALIFORNIA NONPROFIT
PUBLIC BENEFIT CORPORATION**

ARTICLE 1: OFFICES

Section 1.1 Name of Corporation and Principal Office

The name of the Corporation is Vanguard Culture. The principal office for the transaction of the business of the Corporation shall be located at 703 Tarento Drive, in the City of San Diego, County of San Diego, California. The Directors may change the principal office from one location to another, and this section shall be amended accordingly.

Section 1.2 Other Offices

The Board of Directors may at any time establish branch offices in order to advance the proper purposes of the Corporation.

ARTICLE 2: OBJECTIVES AND PURPOSES This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes stated in the Articles of Incorporation. Vanguard Culture is an inclusive organization dedicated to advancing San Diego's Creative Industries. We provide quality arts journalism, cutting edge events, and professional development that create arts jobs, bring diverse communities together and inspire collaboration among the visual, performing, and culinary arts.

ARTICLE 3: DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Internal Revenue Code §501(c)(3).

ARTICLE 4: BOARD OF DIRECTORS

Section 4.1 Powers

(a) *General Corporate Powers* . The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) *Specific Powers*. Without prejudice to their general powers, the Directors shall have the power to:

- (i) Select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.
- (ii) Change the principal executive office or the principal business office in the State of California from one location to another within the County of San Diego, California and designate any place within the County of San Diego, California for the holding of any meeting.
- (iii) Adopt, make, and use a corporate seal and alter the form of the seal.
- (iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

Section 4.2 Number of Directors

The number of Directors shall be not less than three (3) nor more than fifteen (15) with the exact authorized number of Directors to be determined by the Board from time to time.

Section 4.3 Appointment and Term of Office of Directors

Directors shall be elected by a majority vote of the members of the entire Board of Directors at each annual meeting, including the vote(s) of any Director whose term of office expires with or after that meeting. All Directors shall serve terms of three (3) years, arranged so that not more than one-third plus one of the Directors ' terms shall expire in any year, provided that the term of any Director elected to fill a vacancy shall expire upon the scheduled expiration date of the office filled, subject to the right of the Board to re-elect any such Director upon the expiration of that term. Directors may not serve more than three (3) consecutive full terms, except that the third term of any Director who is an incumbent Officer of the Corporation, President or Vice President of the Board, or chair of a committee shall be extended for as long as that Director remains in that position.

(a) The President shall be selected by a majority vote of the Directors following the appointment or election of Directors at each annual meeting. The President shall preside at all meetings of the Board and have authority to call the meeting to order and adjourn the meeting. The President shall have such other duties as may be lawfully delegated from time to time by the Board.

Section 4.4 Membership

The Corporation shall have no members, as defined in Section 5056 of the California Nonprofit Public Benefit Corporation Law, as amended (the “Nonprofit Corporation Law”). The Corporation may from time to time use the term “members” to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the Nonprofit Corporation Law.

Section 4.5 Qualifications of Board Members

No more than forty-nine percent (49%) of the Board Members may be interested persons as defined in Section 5227 of the Nonprofit Corporation Law.

An interested person, as defined in Section 5227 of the Nonprofit Corporation Law, includes:

- (a) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of this Section 4.3 shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 4.6 Vacancies

(a) *Events Causing Vacancy* . A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:

- (i) The death, resignation, or removal of any Director.
 - (ii) The declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Corporation Code §5231 and following of the California Nonprofit Corporation Law.
 - (iii) The failure of the Board, at any meeting of the Board at which any Director(s) is to be appointed or elected, to appoint or elect the Director(s) to be appointed or elected at that meeting pursuant to the provisions of Section 4.3(a).
 - (iv) The increase of the authorized number of Directors.
- (b) *Resignation*. Except as provided in this paragraph, any Director may resign, which resignation shall be effective upon receipt of written notice by the Chair of the Board, the President, or the Secretary, unless the notice specifies a later effective date for the resignation. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) *Removal.* Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in Section 4.10. Any vacancy caused by the removal of a Director shall be filled as provided in Section 4.3.

(d) *Filling of Vacancies.* Any vacancy caused by the death, resignation, or removal of a Director shall be filled in accordance with the provisions of Section 4.3(a)

Section 4.7 Place of Meeting; Meeting by Telephone

Regular and special meetings of the Board of Directors may be held at any place within the County of San Diego, California, as designated from time to time in the meeting notice. In the absence of such designation, meetings shall be held at the principal office of the Corporation. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply: (a) each Board member participating in the meeting can communicate with all the other members concurrently; (b) each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and (c) the Corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a Director entitled to participate in the Board meeting; and (ii) all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director. Participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

Section 4.8 Regular Meetings

Regular meetings of the Board shall be held at such dates, times, and places as determined by the Board. Each year, the Board shall hold at least one meeting, and shall hold at least one meeting at which the agenda includes filling vacancies on the Board, if any, arising from expiration of terms.

Section 4.9 Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board, the President, or any two Directors. Notice of these meetings shall be in accordance with Section 4.10.

Section 4.10 Notice

Notice of any meeting of the Board of Directors shall be given to all Directors at least four (4) days in advance if given by first-class mail or at least 48 hours in advance if given by notice delivered personally, by telephone, or by electronic transmission in compliance with Section 7.6 of these Bylaws, provided that such notice may be waived by any Director as set forth in Section 4.11. Notice shall not be given by electronic transmission if the Corporation is unable to deliver two consecutive notices to a Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice.

Section 4.11 Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 4.12 Voting

Each Board Member present and voting at a meeting shall have one vote on each matter presented to the Board for action at that meeting. No Board Member may vote at any meeting by proxy.

Section 4.13 Quorum

One-third of the authorized number of Directors or any committee thereof shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.12. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, and the provisions of these Bylaws requiring a greater number for any specified action. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for the meeting.

Section 4.14 Minutes

The Board shall keep minutes of each meeting, which shall be kept and filed with the corporate records.

Section 4.15 Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 4.16 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. This notice may be waived in the same manner as set forth under Section 4.11.

Section 4.17 Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors individually or collectively consent in writing to that action and, if subject to Corporations Code §5224(a), the number of Directors then in office constitutes a quorum. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. The consent of any “interested director” as defined in Section 5233 of the Nonprofit Corporation Law shall not be required for approval of that transaction.

Section 4.18 Compensation of Directors

The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Director or member of a committee in carrying out his or her duties. Directors shall not otherwise be compensated, provided nothing in this provision shall prohibit the payment of compensation to any Director in his or her capacity as a consultant or other person providing services to the Corporation other than as a Director.

Section 4.19 Restriction on Interested Directors

Not more than 49 percent of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full- time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother- in-law, or father-in-law of any person described in (a) or (b) of these Bylaws. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

Section 4.20 Conflict of Interest Policy

The Board shall adopt a policy that (a) requires directors, officers, and key employees to disclose any interest that constitutes or could result in a conflict of interest and (b) sets out procedures for reviewing and resolving such matters in accordance with law. [*IRS Form 990 Part VI.B, Lines 12a, b, c; Internal Revenue Code §§501(c)(3), 4958*]

ARTICLE 5: COMMITTEES

Section 5.1 Board Committees

The Board may, by resolution of a majority of directors then in office, provided that a quorum is present, create, and appoint members to, one (1) or more committees (“Board Committees”), each consisting of two (2) or more directors, to serve at the pleasure of the Board. The Board shall create an audit committee if required by the California Nonprofit Integrity Act of 2004 (the “Nonprofit Integrity Act”). Only directors may serve on any Board Committee. The Board may appoint one (1) or more directors as alternate members of any such Board Committee, who

may replace any absent Board Committee member at any meeting of the Board Committee. [§5212(a)] Any such Board Committee, to the extent provided in the Board resolution, shall have all the authority of the Board, subject to the limitations set out in Section 5212 of the Nonprofit Corporation Law. The Board may, at any time, revoke or modify any or all of the authority so delegated to a Board Committee.

Section 5.2 Action of Board Committees

Except as may be contemplated by resolution of the Board or as the situation may require, meetings and actions of Board Committees shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions. Each Board Committee shall keep minutes of each meeting, which shall be kept and filed with the corporate records.

Section 5.3 Advisory Committees

The Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or non-Directors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Corporation but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory Committees shall be subject to the supervision and control of the Board.

ARTICLE 6: OFFICERS

Section 6.1 Officers

The Officers of the Corporation shall be a chair of the Board (known as "President" throughout these Amended and Restated Bylaws), a chief executive officer who shall be called the executive director (the "Executive Director"), a secretary (the "Secretary"), a treasurer (the "Treasurer"), any number of vice-presidents (each a "Vice-President"), and such other officers as the Board may determine. The President must be a director. The same individual may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as either the Executive Director or the President.

Section 6.2 Election of Officers

The Officers of the Corporation, except those appointed in accordance with the provisions of Section 6.3 of this Article, shall be chosen annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment. Subject to Section 6.4, each Officer shall agree to serve for two (2) consecutive terms of one year each if the Board of Directors appoints him or her for a second one-year term. During the second term of any President, the Board of Directors may designate one of the other Officers as the President-elect, who shall agree to serve as President during the year following the expiration of the term of the current President if the Board of Directors so appoints him or her the following year as President.

Section 6.3 Subordinate Officers

The Board of Directors may appoint and may authorize the President or any other Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board of Directors.

Section 6.4 Removal of Officers

Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board of Directors, by an Officer on whom such power of removal has been conferred by the Board of Directors.

Section 6.5 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 6.6 Vacancies in Office

A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

Section 6.7 Responsibilities of Officers

(a) *President*. The President shall preside at all meetings of the Board, if present, and shall exercise and perform such other powers and duties as the Board or these Bylaws may prescribe.

(b). *Executive Director*. The Executive Director shall be the Chief Executive Officer of the Corporation. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. Executive Director shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

(b) *Secretary* . The Secretary shall attend to the following:

- (i) *Book of Minutes*. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the

time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) *Notices and Other Duties* . The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(c) *Treasurer* . The Treasurer shall be the Chief Financial Officer of the Corporation and shall attend to the following:

(i) *Books of Account*. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) *Deposit and Disbursement of Money and Valuables* . The Treasurer shall deposit, or caused to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse or cause to be disbursed funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(iii) *Bond*. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

Section 6.8 Contract Authority

The Board may from time to time authorize specified Officers and executive staff of the Corporation to have authority to execute contracts on behalf of the Corporation and specify the limits on that authority. Such authority may be general or confined to specific matters. In the absence of such authorization, no Officer or other agent of the Corporation may execute any contract not specifically authorized by the Board if that contract exceeds one year in duration or otherwise is not in the ordinary course of business. The foregoing restriction is not to be

construed as authorizing any Officer or agent of the Corporation to execute any contract not specifically authorized by the Board if the execution of the contract is not within the scope of the duties assigned to such Officer or staff.

ARTICLE 7: RECORDS AND REPORTS

Section 7.1 Maintenance of Articles and Bylaws

The Corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

Section 7.2 Maintenance of Other Corporate Records

The accounting books, records, and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 7.3 Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 7.4 Annual Report

Within 120 days after the end of the Corporation's fiscal year, or as soon thereafter as practicable following issuance of the Corporation's audited financial statements, the President shall furnish or cause to be furnished one or more written reports to all Directors containing the following information:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any transaction during the previous fiscal year involving more than \$50,000 in which the

Corporation (or its parent or subsidiaries, if any) was a party and in which any Director or Officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than \$50,000; and

(f) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Director or Officer of the Corporation pursuant to Article 8 of these Bylaws, unless such indemnification has already been approved pursuant to Section 8.1.

For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized Officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation. Such report may be furnished to the Directors by electronic transmission in accordance with Section 7.6 of these Bylaws.

Section 7.5 Financial Audit

The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within 9 months after the close of the fiscal year to which the statements relate. For 3 years, such statements (a) shall be available at the Corporation's principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation's website.

Section 7.6 Electronic Transmission

Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided (i) for electronic transmissions *from* the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions *to* the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

ARTICLE 8: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 8.1 Right to Indemnification

This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 8.2 Insurance

This Corporation shall have the power and shall use its commercially reasonable efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 8.1 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in Corporations Code §5233.

ARTICLE 9: CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 9.1 Contracts with Directors and Officers

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of

such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into. If it is not reasonably practicable to obtain the determination of the Board of Directors as to the foregoing prior to any such contract being entered into, and such contract is for the benefit of the Corporation and in the ordinary course of its business (such as contracts for locations or services for events sponsored by the Corporation), then the Executive Committee, not counting the vote of any interested Director, may make the determinations set forth above prior to the contract being entered into, subject to ratification by the Board of Directors, including a specific finding made in good faith that the standards set forth in clauses (i) – (iv) above were met and that obtaining prior approval by the Board was not reasonably practicable, by vote of a majority of the Directors then in office, not counting the vote of any interested Director, at its next meeting, but in any event prior to consummation of the transaction.)

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 9.2 Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 10: FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year unless otherwise determined by the Board.

ARTICLE 11: AMENDMENTS

These Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board of Directors.

ARTICLE 12: MEMBERS

This Corporation shall not have voting members within the meaning of the California Nonprofit Corporation Law. The Board of Directors may admit nonvoting members of one or

more classes having such rights and obligations as the Board shall deem appropriate from time to time.

ARTICLE 13: EMERGENCY PROVISIONS

In anticipation of or during an emergency, as defined in Section 5140(n)(5) of the Nonprofit Corporation Law, the Corporation may take any of the actions set out in Section 5140(n) of the Nonprofit Corporation Law.

ARTICLE 14: GIFTS, GRANTS AND CONTRACTS

14.1 Gifts

The Board or its designee may accept on behalf of Corporation any contribution, gift, bequest, or devise for the charitable purposes of Corporation.

14.2 Grants

The Board shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by Corporation, [including, without limitation, those made in connection with fiscal sponsorship relationships].

14.3 Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories or agency organizations as the Board may authorize.

14.4 Contracts

The Board may authorize any officer(s) or agent(s), in the name of and on behalf of Corporation, to enter into any contract or execute any instrument. Any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board to the contrary, the President, the Executive Director, and the Treasurer are each authorized to execute such instruments on behalf of the Corporation.

14.5 Payment of Money

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation may be signed by each of the Chair, the Executive Director, or the Treasurer.

Article 15 INCLUSION, DIVERSITY AND EQUITY

15.1 Diversity Statement

Vanguard Culture is firmly committed to inclusion, diversity and equity at all levels of the organization. Vanguard Culture believes its work is enhanced when performed by a diverse

workforce with different backgrounds, skills, opinion and perspectives; therefore, cultivating an environment of open communication, inclusion and respect.

15.2. Non-Discrimination

It is the policy of Vanguard Culture not to discriminate on the basis of race, creed, ancestry, marital status, gender identity, sexual orientation, age, physical ability, veteran's status, political service, or affiliation, religion or national origin.

Article 16: Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of Vanguard Culture, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing Bylaws consisting of [15] pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation on January 19, 2023 and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 19th day of January, 2023.
