

BYLAWS
FOR THE REGULATION OF
SAN FRANCISCO FOLK MUSIC CLUB
A CALIFORNIA NON-PROFIT CORPORATION
Amended May 11, 2021

ARTICLE I

Offices

Section 1. Principal Executive Office. The Principal Executive Office of the Corporation is hereby fixed and located at 1609 Woolsey Street, Berkeley, California 94703.

The Board of Directors is hereby granted full power and authority to change the location of the Principal Executive Office. Any change shall be noted on the bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place where the Corporation is qualified to do business.

ARTICLE II

Members and Membership

Section 1. Members and Membership. As provided in the Articles of Incorporation, this Corporation has no statutory members within the meaning of "members" in section 5056 of the California Nonprofit Corporation Law. The Board may adopt

policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not voting "members" of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

ARTICLE III

Directors

Section 1. Powers. Subject to the provisions of the California Nonprofit Corporation Law, 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. The Board may delegate the management of the day-to-day operation of the business of the Corporation to a management company or other person provided that the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Number of Directors. The number of directors of the Corporation shall be ten (10) until changed by amendment of the Articles of Incorporation or by a duly approved amendment to these bylaws.

Section 3. Qualifications. All Board members of this Corporation must be volunteers, and shall not be employed or paid compensation by this Corporation.

Section 4. Election and Term of Office. Directors shall be elected to a term of two (2) years. Directors shall be elected as terms of office for then existing directors expire at the annual meeting of the Board to serve a term of two (2)

years. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 5. Vacancies. Unless otherwise provided in the articles or bylaws, vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

A vacancy or vacancies on the Board of Directors exists when any authorized position of director is not then filled by a duly elected director, whether caused by death, resignation, removal, change in the authorized number of directors or otherwise.

Any director may resign effective upon giving written notice to the Chair of the Board, the President, the Secretary or the Board of Directors of the Corporation, unless the notice specifies a later time for effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Any reduction of the authorized number of directors does not remove any director prior to the expiration of such director's term of office.

Section 6. Declaration of Vacancy. The Board may declare vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony. The Board may also declare vacant the office of a director who has been absent from three (3) consecutive regular Board

meetings or from half of the regular meetings scheduled and held during the previous one-year period.

Section 7. Compensation. All members of the Board of Directors shall serve without compensation. Compensation to Board members for services performed for the Corporation in any other capacity may be paid upon approval by the Board of Directors pursuant to a resolution authorizing such services before such services are undertaken. Actual out-of-pocket expenses which are related to Board functions or activities may be reimbursed from the Corporation's funds upon request and verification that such expenses have been incurred. Reimbursable out-of-pocket expenses shall include but not be limited to travel expenses, food and lodging, and other necessary expenditures incurred at the Corporation's request and in the Corporation's behalf.

Section 8. Board Meetings. Unless otherwise provided in the articles or in the bylaws (except that the bylaws may not alter the required vote for any director action):

(1) Annual Meeting. Each year the Annual Meeting of the Board of Directors shall be held on the second Tuesday in the month of September at 8:00 pm at a place to be announced. If an Annual Meeting is to be held at a time or location other than as specified herein, then notice shall be given to all Board members in accordance with the notice provisions provided under subsection 3 herein for Special Meetings. Elections of Board and officer positions for those persons whose terms have expired shall be held at this meeting;

(2) Other meetings of the Board may be called by the Chairman of the Board or the President or any Vice President or the Secretary or any two directors;

(3) Regular meetings of the Board may be held without notice if the time and place of such meetings are fixed by the bylaws or the Board. Special meetings of the Board shall be held upon four (4) days notice by mail or forty-eight (48) hours notice delivered personally or by telephone or by email if the recipient has consented to receive notice in this manner. The articles or bylaws may not dispense with notice of a special meeting. A notice, or waiver of a notice, need not specify the purpose of any regular or special meeting of the Board;

(4) Notices. Notice of a meeting need not be given to any director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director;

(5) Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any 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 the adjournment;

(6) Location of Meetings. Meetings of the Board may be held at any place within or without the state which has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, designated in the bylaws or by resolution of the Board;

(7) Participation in Meetings. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this subsection constitutes presence in person at such meeting;

(8) Every act or decision done or made by a majority of the directors present at a meeting duly held is the act of the Board, subject to the provisions of §5233 and §5238e of the California Corporations Code concerning the transaction in which a director has a material financial interest and the indemnification of a corporate agent who is party to a lawsuit;

(9) Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall 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. such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 9. Committees. The Board may, by resolution adopted by a majority of the authorized number of directors, designate one (1) or more committees to serve at the pleasure of the Board.

Section 10. Duties and Liabilities of Directors. A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Corporation and

with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of the Corporation whom the director believes to be reliable or competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence; so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with this section shall have no liability based upon any alleged failure to discharge the person's obligations as a director.

Section 11. Conflicts of Interest.

The Corporation shall not be a party to any transaction in which one or more of its Directors or Officers has a material financial interest, or with any corporation, firm, association, or other entity in which one or more Directors or Officers has a

material financial interest, except under the following conditions:

(a) the Corporation enters into the transaction for its own benefit; (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into; (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction; (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) above.

ARTICLE IV

Officers

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer and such other officers with such titles and duties as shall be stated in the bylaws or determined by the Board and as may be necessary to enable it to sign instruments and share certificates. The President shall serve as the Chairperson of the Board and shall preside at all corporate and Board meetings. The Vice President shall take over the duties of the

president in the event that the president is unable to carry out his or her duties. The Treasurer is in charge of overseeing the non-profit's finances, including maintaining financial documents and records, tracking income and expenses, making payments as needed, reconciling accounts, making financial recommendations to the Board, and preparing reports for the Board as needed. The Secretary is responsible for the taking of Board meeting minutes, and at the Board's request, develops correspondence including acknowledging donations to SFFMC for donors' tax records, and keeps a record of correspondence. All officers may delegate specific duties to others with the permission of the Board.

Section 2. Election of Officers. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 5 of this ARTICLE IV, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Subordinate Officers. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation of Officers. Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an officer chosen by the, by an

officer upon whom such power of removal may be conferred by the Board.

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

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointment to that office.

ARTICLE V

General and Miscellaneous

Section 1. Indemnification of Officers and Directors. Officers, directors, agents or former agents of the Corporation may be indemnified by the Corporation for attorneys' fees and other costs resulting from any threatened, pending or completed civil, criminal, administrative or investigative proceeding as prescribed by section 5238 of the California Nonprofit Corporations Law.

Section 2. Non Partisan Activities. This Corporation is a non-profit corporation and is not organized for the private gain of any person. No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda

or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 3. Dedication of Assets. The property, assets, profits and net income of this Corporation are irrevocably dedicated to charitable purposes and no part of the profits or net income of this Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation, shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 23701(d) of the Revenue and Taxation Code and/or Section 501(c)(3) of the Internal Revenue Code. If this Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this Corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

Section 4. Nondiscrimination Policy. The officers, directors, committee members, employees and staff members of the Corporation shall be selected on a nondiscriminatory basis with respect to sex, race, religion and national origin. Age, however, may be a governing criteria in the selection process.

Section 5. Records and Reports. The Corporation shall

keep adequate and correct books and records of account and shall keep minutes of the proceedings of its Board and the committees of the Board. Such minutes shall be kept in written form. Such other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 6. Inspection of Records. Any officer and/or board member of this Corporation may inspect the books and records of the Corporation at any reasonable time. Requests should be made in writing not less than twenty-four (24) hours in advance. Such written requests should be directed to the Secretary.

Section 7. Recording and Custody of Bylaws. These bylaws shall be recorded in a book which shall be kept by and under the control of the Secretary.

Section 8. Contracts, Etc., How Executed. The Board of Directors may, except as otherwise provided in the bylaws, authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless expressly authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or to any amount.

Section 9. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Nonprofit Corporation Law shall govern the construction of these

bylaws. Without limiting the generality of the foregoing, the masculine gender becomes feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

Section 10. Amendment of Bylaws by the Board. These bylaws may be amended by the affirmative vote of a majority of directors at a duly held Board meeting at which a quorum is present.