

Section 18. HOSPITALITY CHAIRMAN

The Hospitality chairman is responsible for refreshments for all general meetings, all gallery receptions other than Artist of the Month Receptions, assisting Artists of the Month in planning their receptions, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE V

NOMINATING COMMITTEE AND ELECTION PROCEDURES

Section 1. APPOINTMENT OF COMMITTEE

The President shall appoint a Nominating Committee of three individuals who must be members, but only one shall be an elected Director. The Nominating Committee shall propose a slate of at least one candidate for each of the 15 Directors for election at the annual meeting of members. The members of the Nominating Committee shall not nominate themselves for such positions. In addition, any member of the Nominating Committee may make nominations for the positions of the 15 Directors.

Section 2. VOTING BY GENERAL MEMBERSHIP

Voting shall be by voice, show of hands or written ballot as determined by the chairman of the meeting and all votes shall be cast in person. The Nominating committee shall cause to be prepared an official ballot upon which shall appear the 15 elective positions on the Board of Directors and the names of all persons nominated under each. Only members shall be entitled to vote. Members shall be entitled to vote for one person for each of the 15 elected positions. The person receiving the highest number of votes cast shall be elected to each of the 15 positions being filled. In the event a majority is not received by any one person for a position on the first ballot, a second vote shall be conducted in a run-off election between the two persons who received the greatest number of votes on the first ballot and the one receiving a majority shall be elected to the position. Tie votes shall be determined by the outgoing Board of Directors.

ARTICLE VI

AMENDMENTS OF BY-LAWS

These By-Laws may be amended or repealed and new By-Laws adopted by the vote of a majority of the members of the Board of Directors at any Directors' meeting (except a By-Law fixing or changing the number of Directors may be adopted, amended or repealed only by the vote or written consent of a majority of a quorum at a meeting of members

duly called for that purpose and which is the vote of the majority of those present and voting).

ARTICLE VII **AUDIT**

Section 1. The Board of Directors shall ensure an independent audit of the financial transactions, cash accounts and tax filings has been completed annually. The purpose of this audit is to confirm the accuracy of the financial statements produced by the Treasurer. The selection of the auditor shall be made by the Board of Directors. This audit requirement may be satisfied, at the discretion of the Board of Directors, by a financial statement compiled independently and in accordance with standards established by the American Institute of Certified Public Accountants.

Section 2. The fiscal year shall begin on September 1 and end on August 31.

ARTICLE VIII **DISSOLUTION**

Upon dissolution of the San Dieguito Art Guild, all assets shall be distributed equally to the current membership.

Certification of Secretary

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the San Dieguito Art Guild, a California non-profit Corporation, and that the foregoing by-laws constitute the by-laws of said Corporation as duly adopted originally by the Board of Directors on January 12, 1967 and incorporating changes and amendments made by vote of the membership on January 12, 1970, January 8, 1973, July 11, 1977, May 11, 1996, August 19, 1999 and December 7, 2000.

This document constitutes a complete revision to the By-Laws. In
WITNESS THEREOF, I have hereunto subscribed my name this _____ day

of _____ 2001.

Secretary

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