



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

**AMENDED AND RESTATED
BY-LAWS**

DECEMBER 21, 2023

TABLE OF CONTENTS

ARTICLE I NAME AND OFFICES.....	1
ARTICLE II STATEMENT OF PURPOSE.....	1
ARTICLE III MEMBERSHIP.....	2
ARTICLE IV MEETINGS OF MEMBERS.....	3
ARTICLE V TRUSTEES.....	5
ARTICLE VI OFFICERS.....	8
ARTICLE VII COMMITTEES.....	10
ARTICLE VIII FISCAL YEAR.....	12
ARTICLE IX AMENDMENTS TO THE BY-LAWS.....	13
ARTICLE X INDEMNIFICATION.....	13
ARTICLE XI EXECUTIVE COMPENSATION.....	13

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

**AMENDED AND RESTATED BY-LAWS
DATED NOVEMBER 21, 2020**

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 PURPOSE

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:

- A. Serving and representing a broad range of organizations that engage in community arts education.
- B. Providing a national voice for community arts education.
- C. Identifying and promoting best practices and ideas in arts education.
- D. Bringing together organizations and individuals to exchange ideas and information about community arts education.
- E. 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.

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 **MEMBERSHIP**

All members in good standing of the Guild at the time of the adoption of these By-laws shall be deemed members of the Guild. New members shall be admitted 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 Guild (any such organization or individual, a “member”):

- (i) Full Member: 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) Education Affiliate: a for-profit organization that offers arts learning opportunities;
- (iii) Business Affiliate: a company or organization interested in furnishing goods or services to members and others within the community arts education field; and
- (iv) Individual Affiliate: an individual who supports the Guild’s mission and values.

The benefits and features for each category of membership shall be decided from time to time by the Board in its sole discretion.

(b) Dues.

All members are required to pay annual dues according to a schedule of rates to be published and available to the general public.

(c) Resignation.

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

(d) Expulsion of Members.

Any member 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 these By-laws or for any cause deemed prejudicial to the best 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 Member Meeting. A member may be provisionally expelled by a 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
MEETINGS OF MEMBERS

(a) Annual Meeting.

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

(b) Special Meetings.

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 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.

Except as otherwise provided by statute or these By-laws, only Full Members have voting privileges at Member Meetings. At any Member Meeting, each Full Member present, in person or by proxy, shall be entitled to one vote.

(e) Proxies.

Any member may be represented at any Member Meeting or vote thereat and execute consents, waivers and releases and exercise any of its other rights by email or written proxy or proxies signed by such member. Proxies are 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.

(f) Quorum.

Representatives of 25% of the Full Members, present either in person or by proxy, shall constitute a quorum 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.

Notice may be waived in writing, either before or after the holding of 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 Member Meeting. The attendance of any member at any such meeting without protesting prior to or at the commencement of the meeting shall be deemed to be a waiver of notice of such meeting.

(h) Adjournment.

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) 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 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;
- (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.

(iii) Any action required or permitted to be taken by the members may be taken without a meeting if all members entitled to vote consent in writing to such action. Such consent may be written or electronic. If the consent is written, it 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
TRUSTEES

(a) Powers and Duties 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.

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

(i) Trustees Emeriti: Trustees Emeriti shall be appointed for life, and may attend meetings of the Board 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 11 and no more than 27. 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 remainder shall be representatives of the public at large. No Full Member 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 Trustee who is an incumbent Officer may remain a Term Trustee until the completion of his or her then current term as an Officer and any permitted 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.

(iii) Term Trustees may be appointed on an interim basis by a majority vote of the Board at a regular meeting of the Board for a term to commence on the date of the Board meeting, and to continue only until the earlier of (i) election as a Term Trustee as set forth in Article 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;
- (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.

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 or, if Term Trustees are not then elected, or if the Annual Meeting is not held at the time fixed therefore in these By-laws, then at a 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.

A meeting of the Board for the election of Officers and the transaction of such business as may properly come before the meeting shall be held shortly following the Annual Meeting of members each year. The Board 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 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.

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.

(k) Action by the Board.

- (i) 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.
- (ii) Unless otherwise restricted by the Certificate of Incorporation, any one or more Trustees or member of any Committee thereof who is not physically present at a meeting of the Board or a Committee may participate by means of a telephone conference 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 Term Trustee can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or Committee.
- (iii) Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all Term Trustees or Committee 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 Term Trustees. If the consent is electronic it must be able to be reasonably determined to have been authorized by the Term Trustee. The resolution and the written consents thereto by the Board or Committee shall be filed with the minutes of the proceedings of the Board 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.

ARTICLE VI
OFFICERS

(a) Board Officers.

The officers of the Board may include a Chair, up to two Vice-Chairs, Secretary, and Treasurer (the “Board Officers”). The Term Trustees shall elect these Board Officers from among the Term Trustees for a term of 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 eligible to be a Board Officer. The Board Officers shall be eligible for re-election 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. 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 a Board Officer to continue to serve beyond two terms, the Board, by a majority vote, may extend that 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 Board and the Executive Committee. The Chair performs the other duties usual to that office and such duties as may be assigned by the Board.
- (ii) The Vice Chair(s): shall be assigned specific responsibilities by the Chair and shall deputize for the Chair.
- (iii) The Secretary: performs such other duties as may be usual 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 Guild and shall cause appropriate books and accounts to be kept. The Treasurer shall perform such other duties as may be usual 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.

The Board may at any meeting fill any vacancy existing on the roster of 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.

All Trustees, Officers, and appointed agents shall comply with the Guild's Conflict of Interest Policy as established by the Board.

ARTICLE VII
COMMITTEES

(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. 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.

(i) Members and 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 Officer, if any, shall be a non-voting ex-officio member of the Committees.

(iii) The Chair, if any, shall be a voting ex officio member of all 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.

The Executive Committee shall consist of the 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, carry out such actions as may be delegated to it by the Board and shall possess and exercise all of the powers of the Board in the management of the affairs of the Guild as may be necessary and which cannot reasonably await a meeting of the full Board, other than that of filling vacancies on the Board. 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 at its next succeeding meeting where such action shall be subject to ratification or revision by the Board, 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.

The Finance Committee may consist of three or more persons. The Committee may attend to the preparation of budgets of the Guild and direct the disposal and investment of the funds and securities of the Guild.

(d) Audit Committee.

The Audit Committee, which shall be comprised solely of Independent Term Trustees, shall oversee the accounting and financial reporting processes of the Guild and the audit of the 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 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.

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

Only Independent 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 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 to the Board at the Annual Meetings of the members and, in the event of a vacancy on the Board between 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 by the Board and in the event of a vacancy among the 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
- (iv) review and monitor procedures, policies and structure related to the composition and function of the Board and to make relevant recommendations regarding these By-laws.

(f) Quorum and Action by Committee.

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
FISCAL YEAR**

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

**ARTICLE IX
AMENDMENTS TO THE BY-LAWS**

These By-laws may be altered or amended at any duly called meeting of the Guild by a 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 Guild at least 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 X
INDEMNIFICATION**

- (a) The Guild shall indemnify each Trustee, Officer and employee and each former Trustee, Officer and employee of this Guild, and each person who is serving or has served at its request as a Trustee, director, 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 such person was, is or may be made a party by reason of being or having been such Trustee, director, Officer or employee, provided a determination is made (i) by the Board 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 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 a majority of the voting members, that (a) such Trustee, director, 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 Guild of which such person is or was a Trustee, director, Officer or employee, (b) such person acted in good faith in what such person reasonably believed to be the best interests of the Guild, and (c) in any matter the subject of a criminal action, suit or proceeding, 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 or employee may be entitled apart from the provisions of this Article XIII.

**ARTICLE XI
EXECUTIVE COMPENSATION**

The Guild may pay compensation in a reasonable amount to members, directors, Term Trustees or Officers, for services rendered. 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 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: