

BYLAWS OF **LOS BANOS ARTS COUNCIL, INC.**
a California Nonprofit Public Benefit Corporation

ARTICLE I

NAME

The name of this corporation shall be LOS BANOS ARTS COUNCIL, INC.

ARTICLE II

PURPOSE

The primary purpose of the LOS BANOS ARTS COUNCIL shall be to advance, support, encourage, promote and advocate cultural and educational activities in Los Banos and to benefit charitable and non-profit activities, including service club activities in the Los Banos area. In this respect, the Council may sponsor public educational programs, administer the property owned by the LOS BANOS ARTS COUNCIL, undertake such other related services and programs deemed necessary to encourage participation in and appreciation of the arts, local history, and other cultural resources and activities by all citizens of the area.

The secondary purpose and mission of the LOS BANOS ARTS COUNCIL, is to promote or sponsor activities or events which, in the opinion of the Council's Board of Directors, will enhance the financial or economic status of the LOS BANOS ARTS COUNCIL. No activities which

have as their primary purpose the promotion of any religion or religious principals, shall be permitted on the property owned by the LOS BANOS ARTS COUNCIL.

ARTICLE III

MEMBERSHIP

Section 1 - Eligibility Requirements.

Membership is contingent upon payment of appropriate annual dues, fees and assessments. Such payment shall constitute a member in good standing. A member may be an individual, and incorporated entity, an unincorporated entity, a designated family unit, an educational entity or a municipal corporation.

Section 2 - Voting Rights.

Every membership in good standing shall be eligible to vote for the Board of Directors or on any other agendized issue at the annual general meeting.

Section 3 - General Membership Meeting.

A meeting of the general membership shall be held annually to elect directors and transact such other business as may be necessary.

Notice of the time and place of the general annual membership

meetings shall be given to the members at least fourteen (14) days in advance of the annual meeting. The annual meeting shall take place not later than September 30 of each year, unless for good cause, the Board of Directors of the LOS BANOS ARTS COUNCIL agrees (by a vote of three-fourths of the Directors present at any duly called Board meeting) to set an alternate date, which date shall be not later than October 30 of that same year.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 - Number and Election.

This corporation shall be managed by a Board of Directors consisting of not fewer than eleven (11) nor more than twenty-one (21) directors. Initially each year vacancies on the Board may be filled by a vote of the members at the annual meeting from a slate presented to them by the president-appointed nominating committee. Replacement directors and/or vacancies on the Board of Directors may be appointed/filled by a vote of the majority of the directors present at any duly called or calendared meeting of the Board. All directors must be members of the Los Banos Arts Council. It is the general intent that the membership of the Board of Directors shall reasonably reflect the demographic characteristics of the Los Banos area.

Section 2 - Nominating Procedures.

In the last quarter of the fiscal year, the Council president shall appoint a nominating committee to select candidates for election as officers and members of the Board of Directors at the next annual meeting. The committee shall submit its list of candidates to the Board of Directors at least thirty (30) days before the next annual meeting. Additional nominations may be submitted (with the consent of the nominees) from the floor at the annual meeting. Candidates receiving the highest number of votes shall be elected as directors.

Section 3 - Terms of Office.

The terms of office for all directors shall be for three (3) years. No person shall serve on the Board for more than five (5) consecutive three-year (3) terms (in addition to any immediately preceding partial term). However, directors may serve one additional year as an officer.

Section 4 - Meeting and Voting.

The Board shall meet on a regularly scheduled basis. In addition, special meetings may be called as the Board shall from time to time determine. The president, or any five members of the Board, may also call special meetings, provided all Board members have been

notified.

A quorum for the transaction of business at Board meetings shall consist of those members present, providing all Board members have been duly notified. At all meetings of the Board, business shall be transacted by a majority vote of those present and entitled to vote.

Unless otherwise specified by the presiding officer at the end of each Board meeting all regularly scheduled meetings of the Board shall take place on the second Tuesday of each month at the Arts Council property beginning at 7:00 P.M.

Section 5 - Powers.

The Board of Directors and/or the Executive Committee shall manage the business and activities of the corporation and shall possess and exercise all powers of the corporation conferred by law. They shall hire the executive director as funding is available. Checks, notes, drafts and other orders for payment or money shall be signed by such persons as the Board of Directors shall authorize.

Section 6 - Termination of Membership.

A director shall be considered terminated by a formal, written resignation of the Director. Those directors who accumulate three (3) consecutive un-excused absences or four (4) consecutive excused

absences (except in emergency situations as determined by the Board) of the regularly scheduled meetings of the Los Banos Arts Council shall be considered to be non-members of the Board of Directors. Any Director who accumulates the above-stated absences shall be notified in writing of their automatic termination by a letter signed by the President or Secretary of the Los Banos Arts Council. Any vacancies on the Board shall be filled by the Board of Directors for the unexpired term of the terminated Director however, any terminated Director may be reinstated as a Director on application made by the terminated Director and approved by three-fourths of the Directors present at any regularly called meeting.

Section 7 - Board Members as Employees.

Employees of this corporation may serve as a member of the Board of Directors, however, they shall be disqualified from voting on any matters relating to their salaries, compensation, or benefits.

ARTICLE V

OFFICERS

Section 1 - Number and Election.

The officers of the Los Banos Arts Council shall be the president, a first vice-president, two (2) second vice-presidents, a treasurer and a secretary. Of the two second vice-presidents, one shall be

designated as the individual responsible for program development, and the second designated as the person responsible for resource development. They shall be elected annually by a majority vote of the membership at the annual meeting and shall immediately assume their duties on the date of election. Vacancies because of death, resignation, removal or otherwise shall be filled by the Board of Directors. Except for the secretary and treasurer, no officer shall serve in the same capacity more than four (4) consecutive yearly terms.

Section 2 - Duties.

1. President: The president shall preside at all Board meetings, maintain an overview of the organization, insure that all policies of the Board are followed, serve as the official representative of the organization, appoint all committees, and serve as an ex-officio member of all committees.

2. First Vice-President: In the absence or disability of the president, the first vice-president shall perform all duties of the president. The first vice-president shall have other powers and responsibilities as may be prescribed from time to time by the Board. The first vice-president will succeed to the presidency upon completion of the president's term.

3. Second Vice-President for Program Development: The second vice-president for program development shall oversee program development, policies and procedures regarding said programs, and shall perform other duties as may, from time to time be prescribed by the Board of Directors.

4. Second Vice-President for Fund Raising and Resource Development: The second vice-president for resource development shall coordinate all resource development activities and perform any other duties as may be prescribed by the Board of Directors.

5. Treasurer/Financial Officer: The treasurer shall be the finance officer and chair of the finance committee. The treasurer/finance officer shall oversee the disbursement of the funds of the corporation. The treasurer shall have other powers and responsibilities as may be prescribed from time to time by the Board of Directors.

6. Secretary: The secretary shall be responsible to see that the minutes of the board meetings are kept, shall supervise the keeping of records of the corporation, shall conduct the social correspondence of the Council except as otherwise provided by

staff, and shall discharge such other duties as prescribed by the Board of Directors.

ARTICLE VI

COMMITTEES & APPOINTMENTS

Section 1 - Executive Committee.

The Executive Committee shall consist of all the officers of the Los Banos Arts Council as well as the immediate past president. The president and in his or her absence, the first vice-president shall serve as chair of this executive committee. This committee shall have and exercise, in the intervals between meetings of the Board of Directors, all of the powers of the Board which may from time to time be lawfully delegated to it regarding management of the business and affairs of this corporation. All actions of the executive committee shall be subject to review by the full Board of Directors.

Section 2 - Additional Committees.

The additional committees of the Los Banos Arts Council shall be those as set forth below. Except as specifically designated the president shall appoint the members of each committee who shall serve at the pleasure of the president for the term and in the manner prescribed by him or her.

a. Nominating Committee: During the last quarter of the fiscal year, the president shall appoint a nominating committee to select candidates for election as officers for a term of one (1) year.

b. Program Development Committee. The Program Development Committee shall consist of the second vice-president for program development who shall serve as committee chair and any other members appointed by the president. The committee shall coordinate the program of the Los Banos Arts Council including but not limited to arts education and artistic presentations.

c. Fund-Raising Events - Resource Development Committee. The fund-raising - resource development committee shall consist of the second vice-president for fund raising and resource development who shall serve as committee chair and any other members appointed by the president. This committee shall coordinate all fund-raising events of the organization and develop plans and/or make recommendations for utilization of those funds and all other resources of the organization.

d. Membership Committee. The membership committee shall consist of the committee chair and any other members appointed by

the president. This committee shall coordinate all membership development activities.

e. Finance Committee. The finance committee shall consist of the committee chair and any members appointed by the president. The committee shall oversee the disbursement of the funds of the corporation.

f. Budget Committee: The budget committee shall consist of the president, the first vice-president, the finance committee chairperson, and other members appointed by the president. This committee shall develop and monitor the budget prior to and during the fiscal year of this organization.

g. Other Committees. The president may appoint/designate such other standing or special committees as may be required from time to time to assist the Board.

ARTICLE VII

REPORTS

Section 1 - Fiscal Year

The fiscal year shall begin on the first of July and end on the thirtieth of June.

Section 2 - Compilation

The accounts of the treasurer shall be compiled as required by law at the end of each fiscal year and at such times as are deemed by the Board to be expedient.

Section 3 - Financial Reports

A financial report based on such compilation shall be made to the Board by the treasurer at least once annually and transmitted to the members of the Board and to the general membership. Financial reports shall be made available to the members of the Board at their regularly scheduled meetings.

Section 3.a. Audit Report. The Board of Directors shall have the option of conducting its own internal audit of its financial affairs/transactions. To accomplish this, the president by majority vote of the Board shall authorize this report by appointing an audit committee consisting of not less than three (3) individuals. The members of this committee may be members of the Board of Directors or any member of the membership. The financial officer of the Los Banos Arts Council shall not be a member of this committee.

Section 4 - Annual Report

The president shall present an annual report to the Board and to the general membership reviewing the year ended and making such recommendations for the year approaching as may be reasonable.

ARTICLE VIII

RESTRICTED FUNDS

Section 1 - Separate/Restricted Accounts.

In the event funds are received for a restricted purpose (presumably with the requirement that the principal remain intact) a separate and distinct bank account shall be established solely for these funds. The funds in this account shall be used solely for the purpose designated in the donation/contribution made for this designated restricted purpose.

Section 2 - Gifts

All gifts (donations or otherwise) made to the Los Banos Arts Council made for a designated or specific purpose, shall be utilized solely for that purpose and for no other purpose without the permission of the donor. The Board of Directors of the Los Banos Arts Council has the discretion to decline any specific gift which, in the discretion of the Board is unacceptable because the purpose of the gift is illegal, contrary to the mission and purpose of the Los Banos Arts Council, or will create a financial burden to

the Los Banos Arts Council exceeding the benefits to be derived from said gift.

ARTICLE IX

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1 - Execution of Instruments.

The Board of Directors, except as otherwise provided in these by-laws, may by resolution or duly approved motion designated in the minutes of a corporate meeting authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 2 - Checks and Notes

Except as otherwise specifically determined by resolution of the Board, as provided in Section 1 above, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of the corporation shall

be signed by the treasurer and countersigned by one (1) of three (3) designated directors.

Section 3 - Deposits

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE X

AMENDMENT

Section 1 - Procedure

Except for those matters requiring approval by the members, (as stated in Sections 5150, 7150, 7151, 9150, 9151, 5220, 7220, 5224, 7224, 7512, 5613, 5616, 7613 and 7615 of the California Corporations Code) these By-laws may be amended or repealed by a majority of Board present after due notice to the Board members of such proposed action. As to those matters requiring approval by the members, these By-laws may be amended or repealed by a two-thirds vote of the members present at any noticed meeting of the membership called for the specific purpose of amending said By-Laws, or at the annual membership meeting. A copy of the proposed amendment or amendments shall be published in a newspaper of general circulation in the Los Banos area for two (2) weeks prior

to the scheduled meeting. A copy of said proposed amendment or amendments shall be available to any member who requests the same prior to the meeting.

ARTICLE XI

BY LAWS

These By-Laws shall become effective on adoption. Amendment to these By-Laws shall become effective immediately on adoption or at such later time as specified in the amendment.

ARTICLE XII

SEAL

The seal of the corporation shall be in the form affixed below.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The rules contained in Roberts Parliamentary Law or Robert's Rules of Order (as revised) shall govern this organization in all instances in which they are applicable for the conduct of any meeting.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of LOS BANOS ARTS COUNCIL, INC., a California nonprofit public benefit corporation, and the above By-Laws, consisting of seventeen (17) pages, are the By-Laws of this corporation as adopted at a meeting of the Board of Directors held on September 9, 2008 and approved by the membership at the annual meeting held September 18, 2008.

DATED:

Sandra Juarez, Secretary