

(Draft Update 4-23-2015)

BY-LAWS

OF

DOWNEY ARTS COALITION

ARTICLE I

NAME AND PURPOSE

The name of this corporation is and shall be

DOWNEY ARTS COALITION

And the specific and primary purpose of the corporation is to stimulate, develop, foster, encourage, and promote public interest in, and appreciation of the fine arts (including but not limited to the visual and plastic arts, poetry, dance, music, theatre, film- and video-making).

ARTICLE II

MEMBERSHIP

Section 1. Qualifications.

(a) Any person shall be qualified for active membership upon filling out a membership form and paying yearly dues.

(b) Non-profit and for-profit entities will be eligible to apply to become Business Members with the approval of the Board.

Section 2. Voting Rights.

Only active members shall have the right to vote.

Section 3. Membership Forms.

All membership forms shall be in writing upon such forms as may from time to time be prescribed by the Board of Directors.

Section 4. Liability of Members.

No member of the corporation now or hereafter elected shall be personally liable to its creditors for any indebtedness or liability and any and all creditors shall look only to its assets for payment.

Section 5. Dues and Assessments.

Annual dues for active members shall be payable at the beginning of each fiscal year (as herein established). The amount and categories of dues shall be established by the Board of Directors with the approval of the membership.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Place and Time of Meetings.

Meetings of the members shall be held at such places and times as may be designated by the Board of Directors, except that an annual meeting for election of officers and members of the Board of Directors must be held at least one month before the end of the fiscal year.

Section 2. Special Meetings.

Special meetings of the members for any purpose or purposes may be called at any time by the President or by a majority of the Directors.

Section 3. Notice of Meetings.

Notice of each regular and special meeting shall be given to each member entitled to vote thereat, either personally, by prepaid mail addressed to such member at his address appearing on the books of the corporation, or by e-mail or other electronic communication as approved by the members. Such notices shall be sent not less than seven (7) days before each meeting, and shall specify the place, day, and hour of the meeting. In addition thereto, notices of special meetings

shall state the general nature of the business to be considered at such meeting. The notice of the Annual Meeting shall designate it as such.

Section 4. Quorum.

The presence in person of twelve (12) members entitled to vote at any regular, annual, or special meeting shall constitute a quorum for the transaction of business.

Section 5. Voting at Meetings.

Unless otherwise provided in these By-laws, votes may be taken by voice, by show of hands, or by ballot. Members shall have no rights to cumulate their votes. No member may vote or act by proxy.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number of Directors.

The Board of Directors shall consist of the officers of the corporation and at least three (3) directors at large.

Section 2. Powers of Directors.

The powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

(a) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, the articles of incorporation, and the By-Laws, as they may deem best.

(b) To adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

(c) To do and perform any and all acts reasonably necessary or proper or convenient for the accomplishment of the specific or primary purpose for which this corporation is formed.

(d) To exercise such other and further powers as may be vested in them by virtue of the provisions of the laws of the State of California.

Section 3. Term.

(a) The Board of Directors shall serve until their successors shall be elected and qualified at the annual meeting of the corporation; to serve as such for a term of one (1) year, or until their successor or successors shall be elected and qualified.

(b) The members of the Board may at any time elect Directors to fill any vacancy, and may elect any additional Directors at the meeting at which an amendment of the By-Laws is voted authorizing an increase in the number of Directors.

Section 4. Compensation.

The Directors shall receive no compensation for their services as such.

Section 5. Termination.

Any member of the Board may be removed from office, with or without cause, by affirmative vote of a majority of the members of the Board then in office.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Place of Meetings.

Meetings of the Board of Directors shall be held at any place within the State of California that has the approval of Board Members.

Section 2. Organizational Meetings.

Soon after the election of new Directors, and before the next general meeting, the Board of Directors shall meet for the purpose of organization and transaction of any business.

Section 3. Regular Meetings.

Regular meetings of the Board of Directors shall be held at such times as the Board may set.

Section 4. Special Meetings.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or if the President is absent or unable or refuses to act, by any three (3) members of the Board of Directors.

Section 5. Attendance at Meetings.

If a Director shall fail to attend three (3) consecutive meetings of the Board of Directors without leave of absence, that person's office as a Director may be declared vacant by a vote of a majority of all the remaining Directors.

Section 6. Quorum.

A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors.

ARTICLE VI

OFFICERS

Section 1. Officers.

The officers of this corporation shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. Term.

All officers of the corporation shall serve for terms of one year.

Section 3. Vacancies.

A vacancy in any office shall be filled by the Board of Directors.

Section 4. President.

Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation, shall direct the execution of the purposes, acts and functions of the corporation, and when authorized by the Board of Directors, shall sign and execute in the name of the corporation all deeds, agreements and other instruments for which the corporate signature is required. The President shall be the Chairman of the Board of Directors at which he or she shall be present. The President shall appoint the Chairman of the Standing Committees, and shall be an ex-officio member of all committees except the Nominating Committee.

Section 5. Vice-President.

In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and in so acting shall have all the powers of the President

Section 6. Secretary.

The Secretary shall keep a full and complete record of the proceedings at all meetings of the Board of Directors and at all meetings of the corporation; shall make service of such notices as may be necessary or proper; shall supervise the keeping of the books of the corporation; and

shall have custody of all books and records, except those specifically assigned to others, such as the Treasurer's book. The Secretary shall conduct all the general correspondence as directed by the Board of Directors.

Section 7. Treasurer.

The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the corporation, and an account of its cash and other assets, if any. Such books of account shall at reasonable times be open to inspection by any member or Director. The Treasurer shall receive and safely keep all funds of the corporation and deposit the same in such bank or banks as may be designated by the Board of Directors. A financial report shall be presented by the Treasurer at each regular meeting of the members. The Treasurer shall render to the President or the Board of Directors, upon request, statements of the financial condition of the corporation.

ARTICLE VII

ELECTION OF OFFICERS AND DIRECTORS AT LARGE

Section 1. Election.

The officers and directors at large shall be elected at the annual meeting of the corporation. The inauguration of the newly elected officers shall be held at the next following regular meeting.

Section 2. Limitation on Term.

The President shall not hold the Presidency for more than five (5) consecutive terms.

Section 3. Nominations.

At least two months preceding the annual meeting, a Nominating Committee of three (3) members shall be selected. The Board shall select one Director and the membership shall select

two (2) members from among active members who are not Board members. Upon the consent of each candidate selected, a list of candidates shall be communicated to the entire membership along with the notice of the annual meeting or earlier. Nominations may be made also from the floor on election night.

ARTICLE VIII

FUNDS

Section 1. Receipt of Money.

All money received by the corporation shall be paid to the Treasurer who shall issue a receipt for same.

Section 2. Withdrawal of Funds.

The funds of the corporation may be withdrawn only by check signed by the Treasurer or by the President.

Section 3. Audit of Books.

Financial reports will be self audited by an appointed member of the board other than the president, treasurer, or their spouses.

Section 4. Fiscal Year.

The fiscal year shall be from January 1 to December 31.

ARTICLE IX

COMMITTEES

Section 1. Appointment.

All Committees shall be appointed by the President subject to confirmation by the Board of Directors.

Section 2. Special Committees.

The President, in consultation with the Board of Directors and with the approval of the members, may establish special committees for such purposes as may be deemed necessary. Such committees will be given a specific charge and will be dissolved once they have carried out their charge.

ARTICLE X

AMENDMENTS TO BY-LAWS

Section 1. Adoption.

New By-Laws may be adopted , amended, or repealed, or these By-Laws may be amended or repealed, by the Board of Directors, subject to membership approval as hereinafter provided.

Section 2. Ratification by Members.

All amendments to the By-Laws must be ratified by the majority vote of the active members present and constituting a quorum at a regular meeting of the members of the corporation and shall be effective only upon such ratification. A copy of any proposed changes to the By-Laws must be distributed to the members at least seven (7) days in advance of any meeting at which they will be voted on.

ARTICLE XI

DISSOLUTION OF ORGANIZATION

Section 1. Dissolution of the Organization

The Downey Art Coalition may be dissolved by action of the Board of Directors at a meeting called by the President or by three members of the Board for the sole purpose of considering dissolution. The President shall determine the time and place for such a meeting due regard for the convenience of Board members. One month prior to the meeting, notification and

invitation to comment before the meeting must be sent to all active members by regular mail or electronically. At least two weeks (14 days) before the meeting, the President must notify all members of the Board of Directors of the meeting in writing sent by regular post or electronically. The President will share with the Board before or at the meeting to consider dissolution all comments received from active members. The organization may be dissolved for grounds judged sufficient by a unanimous vote of the Board. Ratification of dissolution by active members shall not be required.

Section 2. Distribution of assets

Upon dissolution, all liabilities and obligations of the organization shall be paid, satisfied, and discharged or adequate provisions shall be made therefore. All remaining assets shall be transferred to any non-profit corporation with similar purposes as determined by the Board of Directors.

~~CERTIFICATION BY SECRETARY~~

~~I, the undersigned, do hereby certify that I am the duly elected and acting Recording Secretary of DOWNEY ART LEAGUE, a California non-profit corporation, and that the foregoing By-Laws, comprising 12 pages, constitute the By-Laws of said corporation, as duly adopted at a meeting of the Board of Directors and ratified at a meeting of the members thereof, duly held on _____ May 18th, 1992,~~

~~IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this _____ 18 _____ day of _____ May _____, 1992.~~

Signed: Dolores E. Everhart

Recording Secretary

(Place seal here)

New Certification to be drafted for new By-Laws once adopted.