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**BYLAWS OF
ARTS COUNCIL OF TORRANCE**

A CALIFORNIA PUBLIC BENEFIT CORPORATION

**ARTICLE I
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the Arts Council of Torrance is located in Los Angeles County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the Council's principal office can be changed only by amendment of these Bylaws. The Board of Directors may, however, change the principal office from one location to another within the named county.

**ARTICLE 11
OBJECTIVES AND PURPOSES**

SECTION 1. The Council shall establish communications among the community to encourage interest in the arts and to enable these persons to provide organization and leadership to promote cultural arts growth.

SECTION 2. The Council shall assess the "state of the arts" in Torrance (for example existing educational facilities, studios, theatres, theatre groups, choruses, bands, orchestras, dance troupes, visual arts associations and/or organizations, galleria).

SECTION 3. The Council shall advise on ways to improve and stimulate fine arts appreciation and skills.

SECTION 4. The Council shall find ways to encourage greater scope and depth of community-

wide arts appreciation upon which to base continuing interest and support. The art concerns of all ages and groups in the community shall be considered and achievement promoted in the arts for all youth

**ARTICLE III
BOARD OF DIRECTORS**

SECTION 1. The Board of Directors of the Council (hereafter called the Board) shall consist of the following elected officers, chairmen of appointed committees, and appointed positions.

President
First Vice President - Program
Second Vice -President - Membership
Secretary
Treasurer
Corresponding Secretary
Historian

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this council, the activities and affairs of this Council shall be conducted and all Council powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. Only members in good standing shall be eligible to serve as members of the Board.

SECTION 4. The term of each officer shall be one year beginning at the Outgoing-Incoming Board Meeting after his installation.

SECTION 5. The annual election of officers shall be at the annual meeting or as designated by the Board of Directors.

SECTION 6. DUTIES OF OFFICERS

President: The President shall be the chief executive officer of the Council and shall, subject to the control of the Board, have general supervision, direction, and control of the business and officers of the Council. He/She shall preside at all general meetings and serve as chairman at the meetings of the Board. He/She shall be an ex-officio member of all committees with the exception of the nominating committee. He/She shall have such other duties as may be prescribed by the Board or the Bylaws.

First Vice President (Programs): In the absence of the President, the First Vice President shall perform all duties of, and when so acting shall have all the powers of and be subjected to all the restrictions upon, the President.

Serve as Program Chairman of the general membership meetings and perform such duties as may be prescribed by the President or the Board. Duties include, but are not limited to the following:

1. Reserving locations for the General Membership Meetings (GMM). Serve as primary contact between venue and members. Arrange for table decorations
2. Acquire speakers and/or entertainment for each GMM and arrange for appropriate equipment needed for program.
3. Work with President to establish order of the GMM agenda and recruit persons to participate ie lead Pledge of Allegiance, lead in patriotic song, give inspirational message (optional)
4. Oversee printing and distribution of invitations to each GMM meeting.

Second Vice President (Membership): The Second Vice President shall be membership chairman and shall be responsible for informing interested persons that membership dues are payable on or before the first monthly meeting of the fiscal year.

He/She shall compile a membership book containing the names, addresses and phone numbers of each dues paid member and any honorary life member. This shall be completed and presented at the November general meeting and/or mailed to each listed member.

He/She shall encourage membership throughout the fiscal year. New members' names, addresses and phone numbers shall be made available as an amendment to the original membership book when needed. He/She shall supply the Secretary with each annual membership book so that he/she may record information needed or his/her records.

He/She shall perform such duties as may be prescribed by the President or the Board.

Secretary: The Secretary shall certify and keep at the principal office of the Council the original, or a copy, of these Bylaws as amended or otherwise altered to date, Record the minutes of the meetings of the Board of Directors and full membership meetings. Keep at the principal office of the Council or at such other place as the Board may determine, a book of minutes of all meetings of the Directors and full membership meetings, and, if applicable, meetings of committees of directors and of members, recording therein the time and

place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Be custodian of the records and of the seal of the Council and see that the seal is affixed to all duly executed document, the execution of which on behalf of the Council under its seal is authorized by law or these Bylaws.

Keep at the principal office of the Council, a membership book containing the name and address of each and any members and, in the case where any membership has been terminated, he/she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the Council, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Council and full membership meetings.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Council, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Corresponding Secretary: The Corresponding Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

In general, perform all duties incident to the office of Corresponding Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Council, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Treasurer: Subject to the provisions of these Bylaws relating to the “execution of Instruments, Deposits and Funds,” the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Council, and deposit all such funds in the name of the Council in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due the Council from any source.

Disburse, or cause to be disbursed, the funds of the Council as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Council’s properties and business transactions, including accounts of its assets, liabilities receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Council, or to his or her agent or attorney on request.

Render to the President and Directors at regular Board or Directors’ meetings and full membership meetings, whenever requested, an account of transactions as Treasurer and of the financial condition of the Council.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial

statements to be included in any required papers.

Prepare, or cause to be prepared, all necessary reports required for insurance, and for filing all tax returns and other forms required for government agencies. These shall be copied, dated and filed in the principal office of the Arts Council.

The Treasurer shall be chairman of a budget committee to be appointed annually by the President and approved by the Board of Directors. The budget proposed by this committee shall be submitted to the Board of Directors for review and approval before the annual June membership meeting and when approved shall be submitted to the general membership for final approval at the annual June membership meeting.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Council, by these bylaws, or which may be assigned by the President of the Board.

Historian: The Historian shall maintain an ongoing history of Council activities and events through newsletters, articles, pictures, and any other items of personal or general interest deemed worthy of a place in the Council's archives.

The ongoing history shall be in the hands of the Historian until a new Historian is elected whereby the ongoing history shall be turned over to that Historian. The Historian's ongoing history shall be made available for members to view when deemed appropriate.

Any completed ongoing history shall be stored in the principal office of the Arts Council.

The Historian shall perform such duties as prescribed by the President or by the Board.

SECTION 7. VACANCIES: Any person chosen to fill a vacancy by the death, resignation or removal from office of any officer shall be appointed by the Board of Directors to complete the term of the officer he/she replaces.

SECTION 8. REMOVAL AND RESIGNATION: Any officer who is absent for three consecutive and unexcused meetings or for a total of four unexcused meetings may be removed by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Council. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV
MEMBERSHIP, DUES AND ASSESSMENTS

- SECTION 1. All individuals, organizations, and corporations interested in the cultural growth and development of the arts are eligible.
- SECTION 2. Dues for membership in the Council shall be as established by the Board.
- SECTION 3. Special assessments to cover contingencies shall be determined by the Board of Directors and shall be approved by the majority of the members.
- SECTION 4. Membership dues are payable on or before the first monthly meeting of the fiscal year. Membership dues of persons joining after the annual billing date are payable immediately.
- SECTION 5. Other membership categories shall be determined by the Board of Directors and shall be designated by a majority vote of the members.

ARTICLE V
REGULAR/ANNUAL AND SPECIAL MEETINGS

- SECTION 1. Regular meetings of the Board of Directors shall be held once a month or as otherwise designated by the Board.
- SECTION 2. The place of the Board meetings shall be designated by the Board.
- SECTION 3. Special meetings of the Board of Directors may be called at any time by the President providing that at least five days notice is given to the members. Ten percent of the members of the Board may call a special meeting by written demand served on the Secretary or President, subject to the five day advance notice.

ARTICLE VI
QUORUM

- SECTION 1. A quorum of the general membership shall consist of fifteen per cent of the membership including a majority of the Board.

SECTION 2. A majority of the Board of Directors shall constitute a quorum of the Board.

ARTICLE VII
VOTING BODY

SECTION 1. The voting body shall consist of individual members in good standing and designated representatives of organizations and corporations. No person, organization or corporation shall have more than one vote.

ARTICLE VII
ELECTIONS

SECTION 1. A nominating committee of five members and one alternate (no more than three from the Board and the remainder from the general membership) shall be nominated by the Board of Directors and approved by the general membership meeting held prior to the Annual Meeting. The President shall not be eligible to serve on the Nominating Committee.

SECTION 2. Nominations from the floor may be received after the presentation of the slate of nominees by the Nominating committee, with the consent of the nominees, at the general membership annual meeting. If no nominations are received from the floor, the slate shall be elected by acclamation.

SECTION 3. If nominations are received from the floor, an election committee of no fewer than three members shall be appointed by the President at the general membership annual meeting. This committee shall help the Secretary provide election materials and shall act as tellers for the election.

SECTION 4. A majority of all votes cast shall be necessary for election to office. If no nominee receives a majority there shall be another ballot for that office, the nominee having the lowest being dropped for the new vote. This procedure will continue until a nominee does obtain a majority.

SECTION 5. Voting shall be by written ballot if necessary.

SECTION 6. Officers can succeed themselves for two terms only.

SECTION 7. No proxy votes will be acceptable.

ARTICLE IX
COMMITTEES

SECTION 1. Committees shall be formed by the Board or at the request of the members and approved by the Board.

SECTION 2. Committee chairmen shall be appointed by the Board.

ARTICLE X
FISCAL POLICY

SECTION 1. The fiscal year shall be from July 1st to June 30th .

SECTION 2. Any checks drawn on the Council's funds shall require two signatures. Any two of the following are authorized to sign: President, Treasurer, and two other elected officers selected by the Board of Directors. No checks shall be written for any funds expended or debts incurred except for those funds and debts that have been approved by a quorum of the Board.

SECTION 3. The books of accounts shall at all times be open to inspection by any officer.

SECTION 4. There shall be an independent audit of the Council's accounts at the close of each fiscal year or upon a change of Treasurer.

ARTICLE XI
NONPARTISAN POLITICAL POLICY

SECTION 1. The Council shall not participate in any partisan political action. This prohibition shall not be so construed as to prevent the Council from publicizing or giving nonpartisan support to community issues.

ARTICLE XII
AMENDMENTS

SECTION 1. The Bylaws may be amended by the vote of a majority of the members or the majority of a quorum at a meeting called for that purpose.

SECTION 2. Proposed amendments to the Bylaws must be read at a previous meeting or submitted in written form to all members at least 30 days prior to the general membership meeting.

ARTICLE XIII
STANDING RULES

SECTION 1. Standing rules shall be established or changed by the Board of Directors and chairmen of appointed committees.

ARTICLE XIV
RULES OF ORDER

SECTION 1. Roberts' Rules of Order shall be used as the parliamentary authority unless superseded by the Bylaws of the Council.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Arts Council of Torrance named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Council on the date set forth below. This supersedes any previous Bylaws to this date.

Revision Date: November 15, 2014

Secretary _____

Peggy Howell

