

BYLAWS OF TRINITY COUNTY ARTS COUNCIL

ARTICLE I NAME

The name of this corporation shall be Trinity County Arts Council (henceforth referred to as the "Arts Council").

ARTICLE II PRINCIPAL OFFICE

The principal office of Trinity County Arts Council for the transaction of its business shall be located in the County of Trinity, California.

ARTICLE III PURPOSES AND OBJECTIVES

SECTION A

The PURPOSES of the Arts Council are to:

- 1) Promote public interest in all the arts, including, but not limited to visual, decorative, literary, and performing arts;
- 2) Encourage and assist the endeavors of artists and artistic groups in Trinity County.
- 3) Provide educational, cultural, entertainment and recreational benefits to the children and adults residing in Trinity County.
- 4) Mentor young people and emerging artists in Trinity County.

SECTION B

The OBJECTIVES of the Arts Council are to:

- 1) Provide an on-going mechanism for effective countywide arts communications, planning, and programming.
- 2) Assist the local economy by promoting the employment of local artists and artisans in both the public and private sectors.
- 3) Provide a venue for the marketing of Trinity County arts, artists and artisans to the broadest audience possible.

ARTICLE IV DIRECTORS

SECTION A

NUMBER: The Trinity County Arts Council Board of Directors shall consist of no less than three (3) and no more than eleven (11) directors, including officers (henceforth referred to as "the Board").

SECTION B

ELECTION: Applicant shall submit a letter of interest and a resume for review by all directors. An applicant shall become a director by a majority vote of the Board.

SECTION C

TERMS: Each director shall hold office until s/he resigns, is dismissed, or is otherwise disqualified to serve. There are neither terms nor term limits set herein. Terms and term limits may be adopted as a matter of policy and procedures, and this action shall not affect the spirit or content of these Bylaws, nor require an amendment to it.

SECTION D

POWERS:

- 1) Subject to California Nonprofit Public Benefit Law and any limitations in the Articles of Incorporation and Bylaws, the activities and affairs of the Arts Council shall be conducted and all corporate powers shall be

exercised by or under the direction of the Board.

- 2) The Board shall have the power to elect officers and directors.
- 3) The Board may approve the appointment of an Executive Director, define the authority and duties of said Executive Director, and determine compensation for this position.

SECTION E DUTIES: It shall be the duty of the Directors to:

- 1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- 2) Appoint and remove employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix compensation of any and all officers, agents and employees of the Arts Council.
- 3) Supervise all officers, agents and employees of the Arts Council and evaluate their performances to assure their duties are performed properly.
- 4) Meet at such times and places as required by these Bylaws.
- 5) Register their addresses, telephone numbers and e-mail addresses with the Secretary
- 6) Allocate funds in accord with the Purposes and Objectives of the Arts Council: Specifically: the Board shall direct and implement the state/local partnership program and funds allocated to Trinity County California Arts Council, including but not limited to, assisting in the accordance with the guidelines provided by the California Arts Council.
- 7) Work with the Trinity County Board of Supervisors and departments of the county with respect to development of the arts within the county government operations
- 8) Review and approve the annual Arts Council budget.

SECTION F COMPENSATION: Directors who are not also serving as officers shall serve without compensation. Directors may submit receipts for expenses incurred in performance of their duties. Reimbursement shall be by approval of the Board.

SECTION G RESTRICTIONS REGARDING INTERESTED DIRECTORS: Notwithstanding any other provisions of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For the purpose of this section, "interested person" means either:

- 1) Any person currently being compensated by the Arts Council for services rendered within the previous twelve (2) months, whether as an employee, Independent Contractor, or otherwise: or
- 2) Any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, daughter-in-law, son-in-law, mother-in-law father-in-law of any such person.

SECTION H LIMITATIONS: No director or officer of the Arts Council shall act independently in matters pertaining to the conduct of the Arts Council's business.

SECTION I NON-LIABILITY OF DIRECTORS: To the extent that a person who is, or was, a director, officer, employee or other agent of the Arts Council has been successful

on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that s/he is, or was, an agent of the Arts Council, or has been successful in defense of any claim issue or matter therein, the Board may indemnify such person/s against expenses actually and reasonably incurred in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him/her, then the Board may provide indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with Nonprofit Public Benefit Corporation Law, Section 5238.

SECTION J **VACANCIES:** Vacancies on the Board will be filled by majority vote of the Board or is the number of directors in office is less than a quorum,
1) by unanimous consent of the directors in office; or
2) by a sole remaining director.

SECTION K **RESIGNATION:** Any director may resign by giving notice to the President of the Board, the Secretary of the Board, or the Board collectively. The resignation will be effective upon the date of receipt unless the notice specifies a later date for the effectiveness of such resignation. The acceptance of such resignation shall not be necessary to make it effective. No director may resign if the Council would then be left without a duly elected director or directors in charge of its affairs, except upon to the Secretary of State, State of California.

SECTION L **DISMISSAL:** A director may be dismissed by a majority vote of the Board following a closed session hearing for the following reasons:
1) Conduct in the performance of the Arts Council business is determined to be contrary or detrimental to the accomplishment of the purposes, objectives and/or the performance of the business of the Arts Council: or
2) Non-participation is such as, but not limited to, missing three (3) or more meetings without notice of absence during a twelve (12) month period.

ARTICLE V **OFFICERS**
Officers serve simultaneously as directors and therefore are subject to Sections D, E, G, H, and I of ARTICLES IV.

SECTION A **NUMBER OF OFFICERS:** The officers of the Arts Council shall be President, Secretary, and Treasurer. The Board may also agree to have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers or other officers. The same person may hold any number of offices except that neither the Secretary, nor the Treasurer may serve as the President of the Board.

In the event that a secretary or administrative assistant is hired, that individual may choose to accept some or all of responsibilities of Secretary or Treasurer. In

such a case, the office of Secretary or Treasurer may be held by a non-director who would be devoid of voting rights and responsibilities, unless said individual applies to and is accepted to the Board as a director.

SECTION B ELECTIONS: Any director may serve as an officer of the Board. Officers shall be elected at the annual meeting, or at any time a vacancy occurs, but a majority vote of the Board. A simple call for nominations, by the President, or person presiding in absence of the President, shall be sufficient to initiate the election process, beginning with the highest office to be filled, or limited to the office newly vacated.

SECTION C TERM: Each officer shall hold office until s/he resigns, is dismissed, or is otherwise disqualified to serve, or until his/her successor shall be elected. Officers are elected to a 1-year term, but there are no term limits set herein. Term limits may be adopted as a matter of policy and procedure, and this action shall not affect the spirit or content of these Bylaws, nor require an amendment to it.

SECTION D DUTIES OF THE PRESIDENT: The President shall be the chief executive officer of the Arts Council and shall, subject to the control of the Board, supervise and control the affairs of the Arts Council and the activities of the officers. S/he shall perform all duties incidental to his/her office and such other duties as may be required by law, by the Articles of Incorporation, by the Bylaws, or which may be prescribed from time to time by the Board. The President shall preside at all meeting of the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, s/he shall, in the name of the Arts Council, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which have been authorized by the Board. The President shall set the agenda for regular meeting of the Board in concert with the Secretary.

SECTION E DUTIES OF SECRETARY: The Secretary shall certify and keep at the principal office of the Arts Council the original, or a copy, of these Bylaws as amended to date. S/he shall keep at the principal office of the Arts Council or at such other place as the Board may determine, records of minutes of all meetings of the directors, and if applicable, meetings of committees, recording therein the time and place of meeting, whether regular, annual, or special, how called, how notice thereof was given, the names of those present at the meeting, and the proceedings thereof. S/he shall see that all notices are duly given in accordance with the provisions of these Bylaws or as require by law. S/he shall be custodian of all records and duly executed documents, execution of which on behalf of the Arts Council is authorized by law or these Bylaws. S/he shall exhibit at any reasonable time the Bylaws or the minutes of the proceedings of the Board to any director of the Arts Council, or his/her agent or attorney, on request therefore.

SECTION F DUTIES OF TREASURER: Subject to the provisions of these Bylaws relating to ARTICLE VIII "Execution of instruments", the Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Arts Council and deposit all such funds in the name of the Arts Council in such banks or other depositories as shall be selected by the Board. Treasurer shall receive, and give receipts for, monies due and payable to the Arts Council from any source whatsoever and disburse, or cause to be disbursed, the funds of the Arts Council as

may be directed by the Board, taking proper vouchers for such disbursements. Treasurer shall keep and maintain adequate and correct accounts of the Arts Council's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. S/he shall exhibit at any reasonable time the books of account and financial records to any director of the Arts Council, or to his/her agent or attorney, on request therefore. The Treasurer and/or the Bookkeeper shall prepare a regular financial report to be presented at the regular Board meetings. Report should include all disbursements, monies received, and current account balance(s) for time period since last report as prepared. S/he shall prepare annual financial reports as described in Article VIII, Sections C and D. S/he shall perform any such other duties as may be assigned to him/her from time to time by the Board.

SECTION G COMPENSATION: Officer's salaries, if any, shall be fixed from time to time by resolution of the Board. No officer shall be prevented from receiving such salary by reason of the fact that s/he is also a director of the Arts Council. Any salaries received by an officer of the Arts Council shall be reasonable and given in return for services actually rendered to the Arts Council which relate to the performance of the charitable or public purposes of the Arts Council.

SECTION H VACANCIES: Any vacancy in any office other than that of President shall be filled temporarily by appointment by the President, until such time as the Board shall vote to fill the vacancy. These vacancies will be filled at the discretion of the Board and may or may not be filled as he Board shall determine. Vacancy in the office of President shall be filled by a majority vote of the Board in an emergency meeting.

SECTION I RESIGNATION: Any officer may resign at any time by giving written notice to the President, the Secretary, or to the Board collectively. The resignation will be effective upon the date of receipt unless the letter specifies a later time for the effectiveness of such resignation. The acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of any contract, which has been approved or ratified by the Board relating to the employment of any officer of the Arts Council.

SECTION J DISMISSAL: Any officer may be dismissed at any time by a majority vote of the Board, with or without cause.

ARTICLE VI MEETINGS

SECTION A PLACE OF MEETINGS: All annual and regular meetings of the Board shall be held at a time and location within Trinity County designated by the Directors. All special meeting shall be held at any time and place within the State of California designated by the person(s) calling the meeting.

SECTION B REGULAR MEETINGS: The Board shall meet at least once each quarter of the calendar year, and as often as necessary. The dates, venues, and times of the quarterly meetings for the year will be determined by the Board at the first meeting of each year. All meetings of the Board shall be open to the public, except during closed session.

SECTION C ANNUAL MEETING: The Annual meeting of the Board of Directors shall be determined by the Board at the first regular Board meeting of the calendar year. At the annual meeting, officers and directors shall be elected, reports of the affairs of the Arts Council shall be heard, and any other business may be transacted which is within the powers and duties of the Board. Public notice of the annual meetings shall be given at least twenty (20) days before the meeting. Such notice shall specify the place and date and time of the meeting.

SECTION D SPECIAL MEETINGS: Special meeting of the Board may be called by the President, the Secretary, or by any two directors.

SECTION E WAIVER OF NOTICE AND CONSENT TO HOLD MEETINGS:

The transactions of any meeting of the Board, however called and noticed and wherever held, are as valid as though the meeting had been duly held after the proper call and notice, provided a quorum, as hereinafter defined, is present, and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to hold the meeting, or approval of the minutes thereof. All such waiver, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION F QUORUM: A quorum shall consist of one-third of the number of current sitting directors, including officers. A director on official leave of absence shall not be counted for the purposes of determining a quorum.

- 1) In the absence of a quorum a meeting may be:
 - a) adjourned for lack of quorum; or
 - b) convened in committee, in which case, no action may be taken, and any discussion of agenda items shall be considered advisory to the full Board, to be acted upon when a quorum is next achieved.
- 2) In the presence of a quorum, a duly-convened meeting may continue to conduct business notwithstanding the loss of a quorum due to any director(s) having withdrawn from the meeting, provided a sufficient majority of votes required are received, as though a quorum were still present.

SECTION G ELECTRONIC MEETINGS: Electronic meetings shall be permitted or disallowed as a function of policy and procedures under guidance of prevailing law and legal counsel.

SECTION H RECESSED MEETINGS: A duly convened meeting may be recessed to another time and/or place by a majority vote of the directors present. In the event a meeting is recessed for more than twenty-four (24) hours, notice is required, to inform any and all not in attendance at the recessed meeting.

SECTION I ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING: Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all Board members shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all Board members" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent shall be filed with the minutes of the Board proceedings.

Actions by such consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous consent of the Board without a meeting and that the Bylaws of the Arts Council authorize the directors to so act; such statement shall be *prima facie* evidence of such authority.

SECTION J CONDUCT OF MEETINGS:

1) Board meeting shall be presided over by the President or President Pro Tem of the Board. The Secretary of the Board shall act as secretary at all board meeting, provided that, in his/her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

2) Meeting shall be generally governed by Robert's Rules, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, and Articles of Incorporation, or with provisions of law.

ARTICLE VII COMMITTEES

SECTION A EXECUTIVE COMMITTEE: The Officers of the Board shall comprise the Executive Committee, the duties of which are to oversee all activities and functions of the Arts Council, prepare the annual budget, and set the goals and objectives to be achieved by the Arts Council. The Committee shall keep regular minutes of its proceedings and file them with the Arts Council records, and report the same to the Board from time to time as the Board may require.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the Executive Committee's authority, increase or decrease, the number of its members (but not to below three), and fill vacancies therein from the members of the Board.

SECTION B STANDING COMMITTEES: Standing committees of the Arts Council shall be established by the Board.

SECTION C ADVISORY COMMITTEES: The Arts Council may have advisory committees as designated by the Board. Advisory committees may consist of person who are not members of the Board, and as such shall act only in an advisory capacity to the Board and shall be limited in authority.

ARTICLE VIII EXECUTION OF INSTRUMENTS

SECTION A EXECUTION OF INSTRUMENTS: The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Arts Council officer or agent to enter into contract or execute and deliver any instrument in the name of or on behalf of the Arts Council. Such authority may be general or confined to specific instances, and authorization should be reflected in the minutes in which this action was authorized. Unless so authorize, no officer, agent, or employee shall have power or authority to bind the Arts Council by contract or engagement or pledge its credit or render it liable monetarily for any purpose or in any amount.

SECTION B CHECKS AND NOTES: Except as otherwise specifically determined by resolution of the Board, or as otherwise require by Law, checks, drafts, promissory notes, order for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer, the President, ~~or~~ the Secretary, or the Bookkeeper as authorized in the contract between the Arts Council and the Bookkeeper as specific duties of the Bookkeeper.

SECTION C DEPOSITS: All funds received by the Arts Council shall be deposited to the credit of the Arts Council in such banks or other depositories the Board may designate.

SECTION D GIFTS: The Board may accept on behalf of the Arts Council any contribution, gift, bequest, or device for the charitable or public purposes of the Arts Council.

ARTICLE IX CORPORATE RECORDS AND REPORTS

SECTION A MAINTENANCE OF CORPORATE RECORDS: The Arts Council shall keep at its principal office in the County of Trinity, State of California:

- 1) Minutes of all meeting of directors and committees of the Board, indicating the time and place of such meeting, whether regular, annual, or special, how called, the names of those present, and the proceedings thereof;
- 2) Adequate and correct books and records of account, including accounts of properties and business transaction and accounts of assets, liabilities, receipts, disbursements, gains and losses; and
- 3) A copy of the Arts Council's Articles of Incorporation and Bylaws as amended to date.

SECTION B DIRECTORS' INSPECTION RIGHTS: Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Council. Any inspection under the provisions of the Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION C ANNUAL REPORT: The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Arts Council's fiscal year to all directors of the Arts Council. The report shall contain the following information in appropriate detail:

- 1) The assets and liabilities including the trust funds of the Arts Council as of the end of the fiscal year;
- 2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- 3) The revenue or receipts of the Arts Council, both unrestricted and restricted to particular purposes, during the fiscal year;
- 4) The expenses or reimbursements of the Arts Council for both general and restricted purposes, during the fiscal year.
- 5) The Report shall be signed and dated by an authorized officer of the Arts Council verifying that the statements were prepared without audit from the books and records of the Arts Council.

SECTION D ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS: This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- 1) Any transactions in which the Arts Council was a party, and in which any of the following had direct or indirect financial interest:
 - a) Any director or officer of the Arts Council; or
 - b) any holder of more than ten percent (10%) of the voting power of the Arts Council.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifteen thousand (\$15,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than fifteen thousand dollars (\$15,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if indemnification was approved by the members pursuant to Section 238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall describe names of interested persons involved in such transaction, stating each person's relationship to the Arts Council, nature of such persons' interest in the transaction, and where practical, amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the partnership's interest need be stated.

ARTICLE X FISCAL YEAR The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI AMENDMENT OF BYLAWS Any amendment of the Bylaws shall be adopted by a majority vote of the Board.

ARTICLE XII AMENDMENT OF ARTICLES

SECTION 1 Any amendment of the Articles of Incorporation shall be adopted by a majority vote of the Board.

SECTION 2 CERTAIN AMENDMENTS: Notwithstanding the above Section of the Article, the Arts Council shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of its initial agents, except to correct an error in such statement or to delete such statement, and this shall be done only upon filing a "statement by a Domestic Non Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XIII PROHIBITION AGAINST SHARING CORPORATION PROFITS AND ASSETS

No director, officer, employee, or other person connected with the Arts Council, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the Arts Council, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for service performed for the Arts Council in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

ARTICLE XIV MEMBERS Since the Arts Council makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action, which would otherwise, under law, require approval by a majority of the members or approval by the members, shall only require the approval of the Board. Any pursuit of membership, and authority of members, shall be a matter of policy under authority of the Board, and not affect these Bylaws, nor require amendment to it.

Amended Bylaws were approved by the Trinity County Arts Council Board on November 14, 2016
WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, being directors of the Trinity County Arts Council, a California non-profit corporation, hereby consent as follows: adopt the foregoing Bylaws, consisting of eleven (11) pages, including this page of *Written Consent*, as the Bylaws of this Corporation.

Current sitting Directors:

Dated:

_____ President

_____ Secretary

_____ Treasurer

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto (The Trinity County Arts Council) and that such Bylaws were duly adopted by the Board of Directors of said corporation on November 14, 2016.

Secretary, _____

Dated: _____