

F C A C
FREMONT CULTURAL ARTS COUNCIL
P.O. BOX 1314
FREMONT, CA 94538

BY-LAWS

REVISED 1991

ARTICLE I

NAME

The corporation shall be known as the Fremont Cultural Arts Council, hereinafter called the "Council."

ARTICLE II

GENERAL PURPOSES

The Council exists to coordinate and promote cultural arts activities in the City of Fremont; to serve as a collective voice in matters of public policy affecting the cultural arts; to research grants available for the arts and to disseminate this information to the community; to promote the public image of Fremont as a balanced community; and to otherwise support the cultural arts.

ARTICLE III

FORM

The Council is organized as a public benefit non-profit corporation pursuant to the general Non-Profit Corporation Law of the State of California. Contributions are deductible under Section 501-C-3 of the Internal Revenue Code.

ARTICLE IV

MEMBERSHIP

Section 1.

Any member of a cultural organization in Fremont, or interested citizen who subscribes to the general purposes of the Council may become a member by paying dues in accordance with ARTICLE VII.

Section 2. Honorary Member

The Board of Directors may elect any member or other person whom it feels has provided extraordinary service to the Council, or whom the Board feels such election to be of benefit to the Council, to be an Honorary Member.

Section 3. Life Member

Any person who conforms with the requirements hereinafter set forth –

- a. who is the age of 65 or more, after having been a member for total of 15 years; or,
- b. who is the age of 70 years or more, after having been a member for a total of 10 years, -- shall automatically and forthwith become a Life Member.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number

The authorized number of directors shall be thirteen. This number includes the officers designated in ARTICLE VI who also served as directors. In addition, a person appointed by the City of Fremont shall serve as a liaison member without voting privileges.

Section 2. Selection

The officers and five other directors shall be elected by the members at the annual meeting and shall take office immediately following the meeting. Four additional directors may be appointed by the Board.

Section 3. Term of Office

The elected directors shall hold office for a term of one year or until their successors have been elected. Appointed directors shall hold office until the conclusion of the next annual meeting.

Section 4. Qualifications

Directors shall be members of the Council.

Section 5. Vacancies

A vacancy shall be deemed to exist if a member misses three consecutive meetings without a leave of absence granted by the Board. Vacancies shall be filled by a majority of the remaining directors, although less than a quorum.

Section 6. Powers and Duties

Subject to the limitations of the Articles of Incorporation and these By-Laws, the activities and affairs of the Council shall be conducted and all corporate powers shall be exercised by or under the control of the Board. The Board may delegate the management of the activities of the Council to any person or persons, to committees, however composed, or to a management company, provided that the affairs of the Council shall be managed and all corporate power shall be exercised under the ultimate discretion of the Board.

Section 7. Meetings

There shall be at least six regular meetings of the Board annually. The time and place for such meetings shall be set by the directors at their first meeting. Special meetings may be called by the President or any three members of the Board. Special meetings shall be held on four days notice by first class mail or 24 hours notice by telephone or in person.

Section 8. Quorum

Five members of the Board constitutes a quorum. When a quorum is initially present at a Board meeting, the Board may continue to transact business notwithstanding the withdrawal of directors. Any action taken must be approved by three directors.

ARTICLE VI

OFFICERS

Section 1.

The officers of the Council shall be a President, Vice President, Treasurer, and Secretary.

Section 2. President

The President shall preside at all meetings of the Board. The President shall be an ex-officio member of all committees except the Nominating Committee, and shall have such usual powers of supervision and management as may pertain to the office of President and perform other duties as may be prescribed by the Board.

Section 3. Vice President

The Vice President shall possess all the powers and perform all the duties of the office of President in the event of the absence, disability, or death of the President, until the Board shall fill the vacancy. The Vice President shall act as liaison to the cultural organizations in Fremont, and perform such other duties as may be prescribed by the Board.

Section 4. Treasurer

The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the Council. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Council, with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Council, with a second signature, as may be ordered by the Board; shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Council; and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 5. Secretary

The Secretary shall keep, or cause to be kept, minutes of all Board meetings, the annual meeting, and other membership meetings. The Secretary shall report new officers and directors to the State of California. The Secretary shall maintain a membership roster and shall give, or cause to be given, notice of all Board and membership meetings, and shall have other powers and perform such other duties as may be prescribed by the Board.

ARTICLE VII

FINANCIAL ADMINISTRATION

Section 1. Dues

Annual dues of the members shall be determined by the Board.

Section 2. Fiscal Year

The fiscal year of the Council shall commence on the first day of July each year.

Section 3. Fiscal Report

The Board shall send the members each year, not later than September 1, a fiscal report containing the following information.

- a. The assets and liabilities, including the trust funds of the Council, as of the end of the fiscal year, and a report of the principal changes in them during the year.
- b. The receipts and disbursement of the Council for both general and restricted purposes for the fiscal year.
- c. A copy of any report of independent accountants or, if there is no such report, the certificate of an authorized officer of the Council that such statements were prepared without audit from the books and records of the Council.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

The Nominating Committee shall be appointed by the President and confirmed by the Board no later than January. The Nominating Committee shall be composed of three members, two of whom are not currently officers or directors of the Board. The proposed slate of nominees shall be sent to the members 30 days prior to the annual meeting.

Section 2. Elections

The election shall be by ballot, except that, if there is but one nominee for any office, the election shall be by voice vote. A majority vote of members present and voting shall constitute an election.

ARTICLE IX

MEETINGS OF MEMBERSHIP

Section 1.

The annual meeting shall be held in May. Other membership meetings may be called by the Board as needed or at the request of five members.

Section 2. Quorum

Twelve members shall constitute a quorum at all membership meetings. If less than one-third of the members are present, action may only be taken on business announced in the notice of the meeting.

ARTICLE X

AMENDMENTS

Proposed amendments to the By-Laws must be presented to the membership at least 30 days in advance of a membership meeting. Discussion and voting will occur at the next regularly scheduled meeting. Amendments will take effect when approved by two-thirds of the members present and voting.

ARTICLE XI

PARLIMENTARY AUTHORITY

In all matters not covered by the Articles of Incorporation and By-Laws, the Council will be governed by Sturges Standard Code of Parliamentary Procedure.