

ARTS COUNCIL OF THE CONEJO VALLEY BYLAWS

ARTICLE I - NAME

This organization shall be known as the Arts Council of the Conejo Valley (hereafter also referred to as the ACCV).

ARTICLE II - PURPOSE

The purpose of the Arts Council of the Conejo Valley shall be to sponsor, encourage and provide support for cultural and educational organizations in the Conejo Valley and surrounding areas. The Council as the pre-eminent support agency for the arts may in conjunction with the member organizations offer cooperative planning, research, fund raising, and public education programs creating opportunities for regional art groups to expand their performance offerings. The Council may administer property, and undertake such other services and programs as are deemed necessary to encourage interest, participation, and excellence in all forms of the creative and performing arts by all citizens in the area.

ARTICLE III - MEMBERSHIP

Section 1: Eligibility

All community organizations directly involved with the creative arts or performing arts and/or involved with the promotion or education of the creative arts or performing arts shall be eligible for membership in the ACCV.

Section 2: Becoming a Member

An eligible community organization shall become a Member of the ACCV by submitting an application for membership to the ACCV Board of Directors, c/o the ACCV Director of Membership, with payment for their first year's membership dues and with organizational information, as per sections 4 and 5 respectively. After reviewing the application for membership, the ACCV Board of Directors shall grant membership to all eligible organizations.

Section 3: Responsibilities of Membership

Each Member organization shall designate one delegate—to serve as a Representative to the ACCV and attend the ACCV Annual Membership Meeting. Each Member organization shall pay dues as described in Section 5. Each Member organization shall supply membership information as described in Section 6.

Section 4: Rights and Privileges of Membership

Members in good standing shall be entitled to all rights and benefits of membership including but not limited to being featured on the ACCV web site with links to Member Organizations' web sites; non-profit Member Organizations may use the ACCV nonprofit bulk mailing reduced postal rate with certain restrictions; reduced rental rates for rehearsal rooms and teaching rooms; special attendance recognition at art show receptions and opening nights; ACCV assistance with Member Organizations projects, events and promotions; featured in major promotional efforts produced by the ACCV and other events determined by the ACCV Board of Directors.

Section 5: Annual Membership Dues

All Members of the ACCV shall pay annual membership dues. Changes in the amount of Members dues shall be at the discretion of the Board of Directors. Membership dues shall be for a twelve (12) month period and shall be due and payable upon joining the ACCV. Membership dues not paid within 30 days of their due date shall be considered delinquent.

Section 6: Annual Membership Information

All Member organizations, at the time of their original application for membership in the ACCV and then whenever subsequently requested by the ACCV Board of Directors, shall submit a summary of their purpose or bylaws, the names of their governing board (or equivalent) and the name of their Representative to the ACCV.

Section 7: Membership Standings

A Member fulfilling all of the responsibilities of membership described in Section 3 shall be a Member in good standing and shall be entitled to the rights and privileges of membership, as described in Section 4. A Member not fulfilling the responsibilities of membership described in Section 3 shall not be a Member in good standing and therefore shall not be eligible to exercise the rights and privileges of membership. Any Member not in good standing shall be notified of this in writing by the Director of Membership and shall be informed that their membership will automatically terminate if the Member does not fulfill their membership responsibilities within 30 days.

ARTICLE IV - PATRONSHIP

Section 1: Definition

Patrons are individuals, families, organizations and/or businesses who wish to be financially supportive of the arts in the greater Conejo Valley. Patrons shall not have the rights and privileges of membership, but shall be granted other benefits as deemed appropriate by the ACCV Board of Directors.

Section 2: Patron Categories

The Patron Contributor categories shall be special classifications to recognize patrons which provide significant financial donations and in-kind services on a sustaining basis.

Categories for ACCV patrons shall be:

- Artist
- Supporter
- Donor
- Sponsor
- Benefactor

Other Patron categories may be created by the Board of Directors as it deems necessary.

Section 3: Contribution Levels

The Board of Directors shall set minimum levels of annual contribution commitment needed to qualify for each ACCV Patron category. Patron dues shall be for a twelve (12) month period and shall be due and payable upon becoming an ACCV patron.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Definition

The Board of Directors shall consist of not more than fifteen (15) ACCV Officers.

Section 2: Authority of Directors

The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3: Reporting

The Board of Directors shall prepare an annual summary of ACCV activity of the past year for presentation at the Annual Membership Meeting as provided in ARTICLE VII. The Board of Directors shall be responsible for assuring that proper business and financial reporting to state and federal agencies occurs annually.

Section 4: Voting Eligibility

The Officers of the ACCV shall constitute the voting members of the Board of Directors. Each Officer shall be entitled to cast one (1) vote for each decision made at meetings of the Board of Directors. Each Officer shall also be entitled to cast one (1) vote for each decision made at the Annual Membership Meetings.

Section 5: Board Member Position Descriptions

Members of the Board of Directors shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the council. A summary of the duties of each position on the board follows.

Section 5a: Officers

The Officers of the ACCV shall be:

President:

Shall be the Chief Executor Officer (CEO) with all duties and privileges of that office and preside at all Board of Directors and Membership meetings. Shall call special meetings when necessary and serve as ex-officio member of all ACCV committees except the nominating committee. As necessary, the President may appoint Officers, committees and committee chairs as provided in ARTICLE VI.

Vice President:

In the absence of the ACCV President, it shall be the duty of the ACCV Vice President to perform the duties of the ACCV President. The Vice President shall attend all Board of Directors and Membership meetings and perform other duties at the direction of the ACCV President.

Recording Secretary:

Shall keep an accurate record of all ACCV Board of Directors and Membership meetings. Shall mail or e-mail minutes of Board of Directors meetings to all members of the ACCV Board of Directors not later than two weeks following the meeting. Shall mail or e-mail minutes of Membership Meetings to all Member organization Representatives and members of the Board of Directors not later than one month following a Membership Meeting. Shall oversee maintenance of all ACCV records.

Corresponding Secretary:

Shall send notices of all Board of Directors meetings to the members of the ACCV Board of Directors. Shall send notices of the annual Membership Meetings to all Member organization Representatives and members of the ACCV Board of Directors. Shall prepare other ACCV Correspondence at the direction of the President or Board of Directors.

Treasurer:

Shall keep an accurate accounting and set of books of the ACCV, oversee receipt and disbursement of all funds with the approval of the ACCV Board of Directors, present monthly financial reports to the Board of Directors, serve on the ACCV Finance Committee, see that an annual financial report is prepared and presented at the Annual Membership Meeting described in ARTICLE VII and present the books for audit annually. Shall oversee the preparation of all documents required by government agencies (such as the California Franchise Tax Board, Internal Revenue Service, California Secretary of State, California Attorney General) related to the corporate business of the ACCV. The fiscal year of the treasurer's books shall be July 1 through June 30 (note: the fiscal year for tax reporting may differ from this period).

Historian:

Shall arrange for, collect, and archive newspaper articles, photographs, printed programs, and other such memorabilia that will serve to preserve the history of the Arts Council of the Conejo Valley and its services to the arts community.

Directors:

The five (5) Directors shall chair each of their committees and report to the Board of Directors on any and all action for approval by the board.

Director of Finance:

Shall coordinate activities of a standing committee responsible for finance and for the development of grants-in-aid and budget preparation. The Director shall work closely with the ACCV Treasurer and shall report on finance related issues at Board of Directors and at the Annual Membership Meetings. The Director of Finance shall present proposed annual budgets at Board of Directors meetings for Board review and approval.

Director of Membership:

Shall coordinate activities of a standing committee responsible for ACCV membership and patronship development and for keeping records of ACCV Member organizations and Patrons. Shall report on ACCV membership and patron support at Board of Directors and the Annual Membership meetings.

Director of Events and Programming:

Shall coordinate activities of a standing committee responsible for organizing, budgeting and coordinating Member Organizations programs and special activities, including fund-raisers, cultural, educational and social

events/programs, etc. Shall report on Member events, programs and special activities at Board of Directors and the Annual Membership meetings.

Director of Public Relations:

Shall coordinate activities of a standing committee responsible for generating increased understanding and community awareness of, and for fostering a positive image of, the ACCV, its Member organizations and activities, and the arts and cultural activities of the area. Shall be responsible for submitting publicity releases to the news media, overseeing publications of the ACCV, developing public relations programs and materials, etc. Shall report on ACCV public relations activities to the Board of Directors and at the Annual Membership meeting.

Director of Hospitality:

Shall coordinate activities of a standing committee responsible for arranging for the food and entertainment for receptions and other social occasions sponsored by the ACCV Board of Directors.

Members-at-Large:

There shall be up to four (4) Members-at-Large. These officers shall assist the Board of Directors in the performance of its functions and shall work on special projects and committees.

Section 6: Terms for Officers

Officers shall be elected as described in ARTICLE VIII and shall hold their position for a term of two (2) years or until their successors are elected. No Officer or Director shall be eligible to hold the same position for more than two (2) consecutive terms.

Section 7: Board Member Absences

It shall be the duty of each member of the Board of Directors to notify the President in the event that they are unable to attend a regularly scheduled or called meeting. In the event that a board member has three (3) unexcused absences, the position shall be considered vacant and the position filled as provided in ARTICLE VIII Section 2.

Section 8: Past Presidents

The most recent past president of the ACCV shall fill this ex-officio position. The Past President shall serve to help provide continuity to the Board of Directors and operations of the ACCV, assisting the President and the Board of Directors as requested. The Past President may represent the ACCV before public, quasi-public or private bodies having an impact on the cultural affairs of the Conejo Valley area. A Past President that is not an ACCV Officer shall not be a voting member of the Board of Directors.

ARTICLE VI - COMMITTEES

Section 1: Creation of Committees

The President shall have the power to appoint committees as needed with the approval of the Board of Directors and shall name the chair of the committee.

Committee chairs that are not ACCV Officers shall not be voting members of the Board of Directors

Section 2: Ex-officio Committee Member

The President shall be an ex-officio member of all committees except the nominating committee.

Section 3: Nominating Committee

The nominating committee shall be charged with developing and delivering a report to the Board of Directors consisting of a nomination slate for new Officers a meeting of the Board of Directors not less than one month prior to the Annual ACCV Membership Meeting.

Section 4: Liaison Committee:

Shall provide links between the ACCV and other organizational entities within the community. Liaisons shall work closely with ACCV 's two major partners, the Conejo Recreation and Park District and the City of Thousand Oaks, to strengthen the cultural community of the Conejo Valley. Liaisons shall also serve as official communication channels from the ACCV, reporting on ACCV activities and approved motions of the Board of Directors to outside organizations, and reporting back to the Board of Directors on their meetings with outside groups. Liaison positions may be created, and appointments made, by the President with the approval of the Board of Directors. Liaisons that are not ACCV Officers shall not be voting members of the Board of Directors.

Section 5: Bylaws Review Committee

The Bylaws shall be reviewed annually by a Bylaws Review Committee to check their currency and to review operational compliance with the bylaws. The Bylaws Review Committee shall make a report to the Board of Directors of the findings of the review with any recommendations for changes.

ARTICLE VII - MEETINGS

Section 1: Board of Directors Meetings

The Board of Directors shall meet monthly and also at the call of the President. A calendar of monthly Board of Directors meetings shall be agreed upon by the newly elected board at its first meeting following the Annual Membership Meeting and posted on the ACCV website. Member organization Representatives may freely attend any Board of Directors meetings but shall have no vote. A Representative or Board member wishing to have a specific item placed on the Board of Directors meeting agenda shall contact the ACCV President at least one week prior to the meeting to guarantee a place on the agenda. The ACCV Corresponding Secretary shall notify all members of the ACCV Board of Directors and Membership Organizations of upcoming Board of Directors meetings that are not listed on the ACCV website.

Section 2: Annual ACCV Membership Meeting

Member Organization Representatives and members of the Board of Directors shall meet annually in June. The Annual Membership Meeting shall serve to review the status of the Arts Council of the Conejo Valley, its performance during the past year, objectives and goals for the coming year and the introduction of the Board of

Directors. Other business, as directed by the Board of Directors may also be addressed at this meeting. At least one (1) month prior to this meeting, the ACCV Corresponding Secretary shall notify Member Organization Representatives and members of the Board of Directors of the meeting time and place.

Section 3: Quorums

Section-3a: Board of Directors Meetings

A quorum shall consist of five (5) ACCV Officers.

Section 3b: Reconvened Meetings

If at a regularly scheduled or called meeting a quorum is not present, the meeting may be adjourned by a majority vote of those present with voting rights to a maximum of twenty-four hours or a minimum of fifteen minutes. At the reconvening of the meeting, those present with voting rights shall constitute a quorum.

Section 3c: Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

ARTICLE VIII - NOMINATION, ELECTION & APPOINTMENT OF OFFICERS

Section 1: Nominations for and Election of Officers:

Nominations for all Officer Positions shall be submitted as a report to the Board of Directors by the nominating committee pursuant to ARTICLE VI Section 3. Upon approval by the Board of Directors the new Board of Directors shall assume their duties at the close of that meeting.

Section 2: Vacancies for Unexpired Terms

Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors excluding the President. In the event of a tie vote, the President shall choose the succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office. In the event that the office of President becomes vacant, the Vice President shall assume the office of President and the office of Vice-President shall remain vacant until the end of that officer's term. In the event of vacancies in the offices of President and Vice President at the same time, the Director of Programming shall preside at an emergency election at a special Board of Directors meeting called for this purpose. If any other office becomes vacant the President shall fill the vacancy by appointment. Officers appointed shall assume the duties of the office immediately and shall serve until the end of the term of that office. If there is no Board Member to fill an open office at the time of the election of the new Board of Directors, the President shall appoint a Board Member to fill that position. If the appointed Board Member has previously termed out of office that rule shall be suspended upon a vote of the majority of the Board of Directors.

Section 3: Terms for Officers

Terms for Officers are described in ARTICLE V, Section 6.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Parliamentary Authority shall be governed by Robert's Rules of Order, newly revised.

ARTICLE X - BYLAWS AMENDMENT

Section 1: Amendment of Bylaws

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting.

Section 2: Effective Date

Bylaw amendments shall be effective immediately upon their ratification by the Board of Directors.

ARTICLE XI - STANDING RULES

Standing Rules may be added by majority vote of the Board of Directors at any Board of Directors meeting. These Standing Rules may be amended at any Board of *Directors* meeting by two-thirds vote without previous notice

ARTICLE XII - FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of the Corporation shall be July 1 - June 30 but may be changed by resolution of the Board of Directors.

Section 2. Checks, Drafts, Etc

All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 3. Deposits and Accounts.

All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special federal insured accounts (FICA) in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 4. Investments.

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 5. Reimbursement.

Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

ARTICLE XIII - BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE XIV - INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the ACCV may be indemnified by ACCV by means of an insurance policy against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of ACCV, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE XV - Dissolution

Upon termination, dissolution, or winding up of the corporation in any manner for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provisions for payment of all liabilities of the Foundation, shall be distributed to, and only to, one or more organizations described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.