



**Bylaws of the Contra Costa County Performing Arts Society
Approved by the Membership April 22, 2016**

Article I. Membership

Section 1.01: Membership Requirements

- The corporation has one class of members.
- Membership is open to any individual interested in the performing arts.
- Member rights such as voting, privileges and interests are equal.
- Members do not have any interest or property rights in the corporation's assets.

Section 1.02: Membership Dues

- The Board of Directors shall determine categories of membership and their annual dues.
- Dues are payable annually on or prior to June 30.
- Dues are pro-rated for individuals and couple members joining after June 30 as determined by the Board.
- Payment of dues entitles members to full voting rights.

Section 1.03: Membership Termination

- Membership in the corporation terminates as follows:
 - Letter of resignation presented to the Board of Directors; or
 - Failure to pay annual dues.

Article II. Membership Meetings

Section 2.01

- The President shall designate the meeting locations.
- A meeting may be in person, by email, or facsimile.
- Notice of the meetings, including location and time will be delivered to each member via email, facsimile, or U.S. mail at least 10, but no more than 90 days prior to each meeting. Notice will include agenda, specifying the content of the meeting.
- Members shall meet annually each fiscal year in April at a time and location designated by the President for the purposes of electing Directors and Officers and transacting other business.

- Approval by the members, of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice states the general nature of the proposal:
 - (a) Removing a director without cause;
 - (b) Filling vacancies on the board;
 - (c) Amending the articles of incorporation; or
 - (d) Electing to wind up and dissolve the corporation.
- Any proposal required to be voted on by the entire membership shall be considered approved if a simple majority (50% of the membership plus one additional vote) of those members voting approve such proposal.
- The President shall use Robert's Rules of Order to govern the meetings insofar as the rules do not conflict with the law, these bylaws, and the Articles of Incorporation.

Section 2.02: Special Meetings

- The Board of Directors, the chair of the Board, the president, or 5% or more of the members, may call special meeting by complying with statutory notice requirements.

Article III. Directors

Section 3.01: Number of Directors

- The corporation will have not less than eight (8) or more than fifteen (15) directors. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

Section 3.02: Director Duties and Terms of Office

- Directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided by law.
- Directors shall serve the corporation without compensation.
- Directors' term of office shall be three (3) years except when elected to fill an unexpired term.
- Board of Director members shall serve no more than nine consecutive years.
- The Board of Directors shall appoint additional members as needed until the next annual meeting.

Section 3.03: Director Meetings

- Directors shall meet regularly, at least twice per fiscal year, at the principal office of the corporation or another location that is mutually agreeable.
- A Director's meeting may be in person, or virtual, by email, facsimile, telephone or regular mail.

- The President or any four Directors may call special meetings and designate the date, location, and time of the additional meeting.
- Meeting notices, including location and time, will be delivered to each member via email, facsimile, or U.S. mail at least seven (7) days prior to each meeting. Meeting notice will include an agenda, specifying the content of the meeting.
- Any proposal must be approved by a simple majority (50% plus one vote) of the Directors present at such meeting.
- When necessary, the President and a simple majority of Board members may take action reasonably necessary to further the purposes of the corporation. Any such action shall subsequently be ratified by a majority of the Board.
- The President shall use Robert's Rules of Order to govern the meetings insofar as the rules do not conflict with the law, these bylaws, and the Articles of Incorporation.

Article IV. Officers

Section 4.01: Specific Officers and Terms of Office

- The corporation shall have a President, Vice-President, Secretary and Treasurer who shall be Directors of the corporation.
- Officers of the corporation shall be elected at the annual meeting. Terms of office shall be for one year, coinciding with the fiscal year. Vacancies shall be filled by the Board.

Section 4.02: Duties of the President

- The President shall be the chief executive officer of the corporation and Chair of the Board and shall supervise and direct the affairs of the corporation, in cooperation with the Board of Directors.
- The President shall perform all duties pertaining to the office and other duties as provided by the Bylaws or prescribed by the Board of Directors.
- The President may sign checks and other documents in lieu of the Treasurer.

Section 4.03: Duties of the Vice President

- The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act.
- The Vice President shall also perform other duties prescribed by the Board of Directors.

Section 4.04: Duties of the Secretary

- The Secretary shall keep minutes of all meetings of the members and of the Directors.
- The Secretary shall give all notices as required by the Bylaws.
- The Secretary shall be the custodian of the corporate records.
- The Secretary shall perform all duties pertaining to the office of Secretary and any other duties prescribed by the Board of Directors.

Section 4.05: Duties of the Treasurer

- The Treasurer shall have charge and custody of all the corporation's funds and shall deposit all funds received, shall sign checks and documents as required and keep records and all financial transactions.
- The Treasurer shall invest corporate funds as directed by the Board of Directors.
- The Treasurer shall give reports and accountings to the Directors and members as required by the Board of Directors or members.
- The Treasurer shall perform all duties pertaining to the office of Treasurer and any other duties prescribed by the Board of Directors.

Section 4.06: Compensation

- Officers of the corporation shall serve without compensation.

Article V. Committees

Section 5.01

- The Board of Directors, by resolution, may designate Ad Hoc Committees for specific purposes from time to time.
- The resolution designating the committee shall provide the following:
 - Committee purpose;
 - Chairperson appointment; and
 - Termination date;

Article VI. Miscellaneous Provisions

Section 6.01: Fiscal year

- The corporation's fiscal year shall be from June 1st through May 31st.

Section 6.02: Payments and Leases

- An officer shall sign any contracts, leases or other instruments in the name of and on behalf of the corporation as authorized by the Board of Directors.

Article VII. Parliamentary Authority

Section 7.01

- Robert's Rules of Order shall govern the society in all cases where they are applicable and consistent with the bylaws or special rules of order of the society.

Article VIII. Amendment of Bylaws

Section 8.01: Amendment process

- Bylaws may be adopted, amended or repealed by consent of a simple majority of the members voting at a properly noticed annual meeting or at a meeting called specifically to amend the Bylaws.

APPROVED:

Board of Directors/ Date: March 22, 2016

Membership/ Date: April 22, 2016

Secretary/ Date: _____