

BYLAWS OF THE COMMUNITY LIGHT OPERA AND THEATRE ASSOCIATION

A California Nonprofit Public Benefit Corporation

ARTICLE 1. ORGANIZATION DESIGNATION

This organization is known as the Community Light Opera and Theatre Association and may be designated as CLOTA. CLOTA is an incorporated nonprofit 501(c)(3) and is centered in Kern County.

ARTICLE 2. PURPOSE

SECTION 1: 501(c)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2: SPECIFIC OBJECTIVES AND PURPOSES

The primary purpose of this organization is to promote the performing arts through the giving of public performances, including sponsoring special events for the benefit of the community or the organization as a whole, and through establishing educational activities.

ARTICLE 3. MEMBERS

SECTION 1: DEFINITION

Members of this organization include anyone who meets the category requirements. Membership categories include but are not limited to general members, associate members, and honorary life members as outlined below. Memberships are no longer than 1 calendar year and are nontransferable. The Board of Directors is given the authority to create other membership categories as needed.

A. General Members. General members are those individuals who have submitted the requisite form and dues, and may be anyone 18 years of age or older. General members may participate in any aspect of the organization, which includes but is not limited to participating in the organization's productions, serving on committees, voting, running for and serving on the Board of Directors. The Board of Directors is responsible for setting dues and determining donation categories based on this definition.

B. Family Members. Family memberships consist of a maximum of two general members and associate members within the immediate family as listed on the requisite form.

C. Life Members. "Life memberships" is a designation no longer used in this organization. Previous Life memberships given by CLOTA shall be honored and shall be given all rights and privileges of general memberships.

D. Honorary Life Members. Honorary life members serve in the same capacity as general members, but pay no dues. Honorary life membership is bestowed by majority vote of the Board of Directors upon individuals who, the Board believes, have significantly contributed to the organization.

E. Associate Members. Associate members are those individuals who are under the age of 18 years and have submitted the requisite form. Associate members may participate in productions of the organization, but have no other privileges of a general member. The Board may bestow an associate membership upon any individual unable to pay the requisite general membership dues.

SECTION 2: TERMINATION

A. Membership is automatically terminated at the end of each calendar year.

B. Membership may also be terminated by the Board of Directors if it is found that a member has engaged in conduct unbecoming and materially and seriously prejudicial to the interests of the purposes of the corporation.

C. Member will be given 15 days prior notice of the termination and the reasons therefore. Written notice of the termination must be given through either first class or registered mail, sent to the last address shown on the corporation's records. If requested, an opportunity will be provided for the member to be heard orally by a quorum of the Board of Directors or in writing, not less than 5 days before the effective date of the termination. All rights of membership cease upon termination.

SECTION 3: NONLIABILITY OF DIRECTORS AND MEMBERS

The directors and members shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE 4. MEETINGS OF MEMBERS

SECTION 1: ANNUAL AND OTHER MEETINGS

A. Meetings will be held twice yearly, once for the purpose of nominating a Board Directors, and once for the purpose of awards, recognitions, and annual reports, including a financial report.

B. Other general membership meetings may be held at the discretion of the Board of Directors.

C. Special meetings may be called by either the majority of the Board of Directors, the Board President, or 5 percent of the general membership of the corporation.

SECTION 2: NOTICE OF MEETINGS

m A written notice of the meeting shall be mailed by the Secretary not less than 10 nor ore than 90 days before the date of the meeting to each member.

SECTION 3: QUORUM FOR MEETINGS

A quorum shall consist of a majority (50 percent plus 1 member) of CLOTA members present.

SECTION 4: VOTING RIGHTS

All general, previous Life, and Honorary Life members are entitled to one vote each. Associate members are not entitled to vote. No voting by proxy is allowed.

ARTICLE 5. DIRECTORS

SECTION 1: NUMBER

CLOTA shall have a minimum of 7 and a maximum of 10 Directors.

SECTION 2: QUALIFICATIONS

All directors must be members of CLOTA.

SECTION 3: NOMINATION AND ELECTION OF BOARD DIRECTORS

The Board of Directors shall form a nominating committee annually, which shall solicit a slate of nominees to run for the Board of Directors. Nominees will be listed on a ballot, which will be mailed to the general membership at the beginning of November. Ballots must be returned by November 30 and will be tallied by the nominating committee.

SECTION 4: POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and the Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 5: DUTIES

The CLOTA Board of Directors shall perform the following duties:

A. Perform any and all duties imposed on them collectively or individually by law, by the CLOTA *Articles of Incorporation*, or by these by-laws;

B. Annually review and approve CLOTA's standing rules.

SECTION 6: TERMS OF OFFICE

Each Director shall hold office for a term of 2 years beginning at the first January Board meeting of the year following that Director's election to the Board and concluding at

the end of the 24th month of his or her term. Board members shall be elected on a staggered basis so that no more than five Board members are elected each year.

SECTION 7: MEETINGS

A. Regular meetings of the Board will be designated in the standing rules by the Board at their January meeting.

B. Special meetings may be held as needed. Such meetings may be called by the Board President or any officer or by two Directors.

SECTION 8: QUORUM

A quorum shall consist of a majority of Directors serving on the Board.

SECTION 9: VACANCIES

A. Vacancies on the Board of Directors shall exist upon the death, resignation, or removal of any Director.

B. Any Director may resign effective upon giving written notice or documented communication to the President, the Secretary, or the Board of Directors as a whole.

C. Vacancies of any Director may be filled by temporary appointment by the Board of Directors but must be approved by the members at the next general membership meeting. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors.

SECTION 10: NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 11: INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 12: INSURANCE FOR CORPORATE AGENTS

The corporation will carry liability insurance, which will be maintained by the Treasurer.

ARTICLE 6. OFFICERS

SECTION 1: DESIGNATION OF OFFICERS

This corporation shall have at minimum a President, Vice President, Secretary and Treasurer, and may determine additional officers as needed.

SECTION 2: QUALIFICATION, ELECTION, AND TERM OF OFFICE

Officers shall be elected by the Board of Directors for the calendar year.

SECTION 3: REMOVAL AND RESIGNATION

Officer may be removed through the same procedures as outline in Membership Termination (See Article 2, Section B).

SECTION 4: DUTIES

A. President

The President shall be the chief executive officer of the corporation and shall, **subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers.** He or she shall preside at all meetings of the Board of Directors and all membership meetings. The President shall cause an annual audit of CLOTA's financial records to take place.

B. Vice President

In the absence of the President the Vice President shall perform all the duties of the President, and other duties as assigned by the President.

C. Secretary

The Secretary shall perform the following duties:

- (1) Maintain the Bylaws and Standing Rules;
- (2) **Maintain copies of all meeting minutes of the Directors and members.**
- (3) See that all notices are duly given in accordance with the provisions of **the Bylaws or as required by law.**
- (4) Maintain CLOTA's records and seal.
- (5) **Maintain current and past membership lists containing the name and address of each member and any records associated with membership.**
- (6) **Make available, upon request by any CLOTA Director or member, the Bylaws, list of members, and the minutes of the proceedings of the Directors of the corporation.**
- (7) Perform all duties incident to the office of Secretary and other duties as **may be assigned by the Board of Directors or required by law, the *Articles of Incorporation*, or these Bylaws.**

D. Treasurer

The Treasurer shall perform the following duties:

- (1) **Take charge and custody of, and be responsible for, all funds and securities of CLOTA, and deposit all such funds in CLOTA's name in such banks, trusts, or other depositories as selected by the Board of Directors;**

- (2) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;
- (3) Disburse, or cause to be disbursed, funds of the corporation as may be directed by the Board of Directors;
- (4) Keep and maintain correct accounts of CLOTA's properties and business transactions;
- (5) Exhibit at all reasonable times the financial records to any Director of CLOTA;
- (6) Render to the Directors whenever requested, an account of any or all transactions as Treasurer and of the financial condition of CLOTA;
- (7) Prepare and certify, or cause to be prepared and certified, the financial statements to be include in any required reports; and
- (8) Perform all duties incident to the office of Treasurer and other duties as assigned by the President.

ARTICLE 7. COMMITTEES

With the exception of the Nominating Committee, the President shall appoint committees as needed to support CLOTA's business. The Board of Directors shall annually appoint three persons, all of whom must be CLOTA members, to comprise the Nominating Committee.

ARTICLE 8. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1: EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent of the corporation to enter into any contract the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer or agent shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2: CHECKS AND NOTES

All checks must be signed by two officers of the Board of Directors.

SECTION 3: DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4: GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 8. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1: MAINTENANCE OF CORPORATE RECORDS

Archival reports, records, and the corporate seal shall be kept at the principal office of the corporation.

SECTION 2: RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

ARTICLE 9. IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1: LIMITATIONS ON ACTIVITIES

This corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2: PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3: DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4: PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such

manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 10. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE 11. BYLAWS

SECTION 1: AMENDMENTS TO BYLAWS

Any changes, revisions, repeals or other alterations to the corporation's Bylaws shall be submitted to the general membership for review and approval by vote. Majority vote of those present shall constitute approval.

ARTICLE 12. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the *Articles of Incorporation* shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 13. PARLIMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, will be the parliamentary authority for CLOTA.

ADOPTION OF BYLAWS

History of amendments and changes of bylaws

Original—1/30/1988

Changes—11/30/1993

Changes—10/7/2007