



ARENA THEATER

CORPORATE BYLAWS OF Arena Theater Association, INC.

**INCORPORATED 1986
STATE OF CALIFORNIA**

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Table of Contents

Article I - The Corporation in General	Page 4
Section 1 – Name	
Section 2 – Purpose	
Section 3 – Place of Business	
Section 4 – Not-for-Profit Organization	
Article II - Membership:	Page 5
Section 1 – Definition of Membership	
Section 2 – Classes of Membership	
Section 3 – Regular Members - Dues	
Section 4 – Payment of Dues	
Section 5 – Voting Rights	
Section 6 – Non-Discrimination	
Section 7 – Modifications	
Section 8 – Incur Indebtedness	
Article III – Membership Meetings	Page 6
Section 1 – Place of Meetings	
Section 2 – Annual Meeting & Election of Directors	
Section 3 – Quorum	
Section 4 – Adjourned Meetings	
Section 5 – Special Meetings of Members	
Article IV – Corporate Board of Directors	Page 8
Section 1 – Directors and Elections	
Section 2 – Tenure of Directors	
Section 3 – Policies	
Section 4 – Rights of Directors	
Section 5 – Number and Qualifications	
Section 6 – Conflict of Interest	
Section 7 – Vacancies	
Section 8 – Powers	
Article V – Meetings of the Board of Directors	Page 12
Section 1 – Regular Meetings	
Section 2 – Special Meetings	
Section 3 – Place of Meetings	
Section 4 – Meetings by Telephone	
Section 5 – Notice of Meetings	
Section 6 – Waiver of Notice	
Section 7 – Quorum	
Section 8 – Adjournment	

Bylaws Arena Theater Association

Section 9 – Action without a Meeting

Section 10 – Conduct of Meetings

Article VI - Officers of the Board of Directors

Page 15

Section 1 – Enumeration of Officers

Section 2 – Election and Term of Office

Section 3 – Subordinate Officers

Section 4 – Removal

Section 5 – Resignation of Officers

Section 6 – Vacancies in Office

Section 7 – Responsibilities of Officers

Article VII – Committees of the Board

Page 18

Section 1 – Committees

Section 2 – Standing Committees

Section 3 – Advisory Committees

Article VIII – Books and Records

Page 21

Section 1 – Maintenance and inspection of Articles and Bylaws

Section 2 – Maintenance and inspection of other Corporate Records

Article IX – Contracts, Checks and Deposits

Page 21

Section 1 – Contracts

Section 2 – Checks, Drafts, Etc.

Section 3 – Deposits

Article X – Fiscal Year

Page 22

Article XI – Amendments to the Bylaws

Page 22

BYLAWS
OF
Arena Theater Association, Inc.
(A Nonprofit Corporation)

ARTICLE I: THE CORPORATION IN GENERAL

Section 1: NAME

The name of this organization shall be **Arena Theater Association, Inc.** It is an organized not-for-profit corporation under the laws of the State of California.

Section 2: PURPOSE

The purpose of this Corporation is to preserve the historic Arena Theater as a community resource providing a variety of performing arts and entertainment events.

Section 3: PLACE OF BUSINESS

The principal office for the transaction of business by the Corporation shall be located in Mendocino County, California. The Board of Directors may change the principal office from one location to another.

Section 4: NOT-FOR-PROFIT ORGANIZATION

All of the assets and earnings of the Corporation shall be used exclusively for charitable, benevolent and educational purposes, in the course of which operation:

- a. No part of the net earnings shall inure to the benefit of or be distributable to individual Directors or officers, or other persons except that the Corporation shall be empowered to pay reasonable compensation of services rendered and to make payment and distribution in furtherance of the purposes set forth herein;
- b. No substantial part of the activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;
- c. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from tax under Section 501 (c) (3) of the internal Revenue Code of 1986, as may from time to time be amended.

Bylaws Arena Theater Association

ARTICLE II: MEMBERSHIP

Section 1: DEFINITION OF MEMBERSHIP

A Member of the Arena Theater Association shall be a natural person who has paid the annual membership dues as determined by the board of directors.

Section 2: CLASSES OF MEMBERSHIPS

There shall only be one class of Member. The Board of Directors shall establish various categories of membership for fund-raising purposes.

Section 3: REGULAR MEMBERS - DUES

Members shall be admitted upon the payment of the prescribed dues as established and adjusted by the Board of Directors.

Section 4: PAYMENT OF DUES

Membership dues shall be payable annually, or as determined by the Board of Directors.

Section 5: VOTING RIGHTS

The Board of Directors shall be elected by the Membership. Each Member shall be entitled to cast one vote on any question properly submitted for a vote. The Board of Directors shall determine the method of voting (including in person and/or by proxy).

Section 6: NON-DISCRIMINATION

No application for membership shall be denied because of sex, race, age, or religious persuasion.

Section 7: MODIFICATIONS

Changing this Article requires ratification by a vote of the membership. A 2/3 majority of votes cast is required for ratification.

Section 8: INCUR INDEBTEDNESS

Increasing indebtedness against the Arena Theater building, or selling the building, requires ratification by a vote of the membership. A 2/3 majority of votes cast is required for ratification.

Bylaws Arena Theater Association

ARTICLE III: MEMBERSHIP MEETINGS

Section 1: **PLACE OF MEETINGS**

All annual and special meetings of members shall be held at a location within Mendocino County designated by the Board of Directors.

Section 2: **NOTICE OF ANNUAL MEMBERSHIP MEETING**

The annual meeting of the membership shall be held in April of each year. The method of public notice of the annual membership meeting shall be determined by the Board of Directors. Notice shall be given at least twenty days before the meeting. Such notice shall specify the place, the day and the hour of the meeting and the list of nominees for open Director positions.

The requirement that an Annual General Membership Meeting be held in 2020 will be waived due to the continuing COVID-19 Pandemic and Governor Newsom's Stay-at-Home Order.

Section 3: **ELECTION OF DIRECTORS**

At the annual membership meeting directors shall be elected by a vote of the membership. Nominations for Directors shall be presented by the Membership Committee 2 weeks prior to the public notice of the meeting. Reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the powers of the membership.

The requirement that Board members be elected by vote of the membership at the Annual General Membership Meeting in 2020 will be waived. The three vacant Board of Directors seats shall be filled with the three candidates for those seats due to the continuing COVID-19 Pandemic and Governor Newsom's Stay-at-Home Order.

During times of national or natural disaster, pandemic, public health emergencies or other similar conditions the Arena Theater Board of Directors may vote to hold the Annual General Membership Meeting and Election of Board members remotely by conference telephone, videoconference or other similar electronic communication device and all participating Members appearing remotely shall be deemed to be present, in person, at such remotely-held meeting and shall count toward a quorum.

When electing Board Members in such a manner, the Arena Theater Board of Directors may also vote to allow a longer voting period of up to two calendar weeks prior to the remotely held Annual General Membership Meeting and each Member submitting a vote during that period shall also be deemed to be present, in person, at such remotely-held meeting and shall count toward a quorum.

Bylaws Arena Theater Association

Section 4: **QUORUM**

The presence of the lesser of 30 members, or members representing 10% of the voting power, at a duly called meeting, shall constitute a quorum for the purpose opening a meeting. Business may be conducted until the meeting is adjourned, regardless of the number of members present.

Section 5: **ADJOURNED MEETINGS**

Any membership meeting, whether or not a quorum is present, may be adjourned until a later time by the vote of a majority of the members present. If thirty days elapse before resumption of the adjourned meeting, public notice of the time and place of reconvening shall be given in the same manner as for an Annual Meeting.

Section 6: **SPECIAL MEETINGS OF MEMBERS**

Special meetings for any purpose whatsoever may be called by a petition signed by at least 10% of the membership. Such petition shall be submitted to the chairman of the Membership Committee for confirmation of membership of those signing. As soon as the petition is validated, the President shall schedule the special meeting at a time not more than thirty days following the filing of the petition with the Membership Committee chairman. Advance notice of all special meetings shall be given in the same manner as for an Annual Meeting. The nature of the business to be transacted shall be included.

Bylaws Arena Theater Association

ARTICLE IV: CORPORATE BOARD OF DIRECTORS

Section 1: DIRECTORS AND ELECTIONS

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expense incurred in attending Directors' meetings. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 8 of this Article.

No director shall be personally liable for the debts, liabilities, or obligations of the Corporation except those arising from his/her fraud, bad faith, negligent act, or other breach of duty.

The Membership Committee will solicit nominations for Directors at least thirty (30) days prior to the Annual Membership Meeting. Any member in good standing may be nominated or self-nominate. The Membership Committee will review the status of each nomination and present all valid nominations to the Annual Membership Meeting for a vote at the time of notice for the meeting. The nominated members who receive the most votes will fill the vacancies for Directors.

Section 2: TENURE OF DIRECTORS

The term of a Director of the Board shall be ~~two~~ three years. Terms shall be staggered for 1/3 to expire each year.

Section 3: POLICIES

The Board of Directors shall establish the Bylaw's policies and procedures for the Corporation to carry out its purposes all in conformity with the laws of the State of California.

Section 4: RIGHTS OF DIRECTORS

No Director by virtue of his/her membership on the Board shall have any individual right or interest in any property of this Corporation.

Section 5: NUMBER AND QUALIFICATIONS

The Board of Directors shall consist of nine (9) persons. Directors must be a natural person, a legal adult and a member of the Arena Theater Association in good standing; he or she may not be a paid staff member of ATA, while serving as a Director.

Section 6: CONFLICT OF INTEREST

A personal or financial interest or involvement in any customer, client, competitor, or supplier of Arena Theater Association, including outside employment or consulting, is considered a potential conflict of interest. If a Director or any of his or her close relatives has, or is considering having, a personal or financial interest in a customer, client,

Bylaws Arena Theater Association

competitor or supplier of Arena Theater, the Director must disclose the interest or relationship to the Board of Directors. Failure to promptly disclose actual or potential conflicts of interest to the Board of Directors may be cause for removal from the Board of Directors.

A Director who has a conflict of interest shall not participate in or be permitted to hear the Board or Committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

Each Director shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of Arena Theater Association, Inc. Furthermore, each Director shall not disclose or use information relating to the business of Arena Theater Association for the personal profit or advantage of the Director or a family member.

A Director may not give or accept gifts, loans, or favors from persons having business relationships with Arena Theater Association. The receipt or giving of small gifts or casual entertaining for business purposes, however, is not prohibited.

Section 7: VACANCIES

- a. Events causing a vacancy. A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of any of the following:
 1. the death, resignation, or removal of any Director;
 2. the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of the court, or has been convicted of a felony, or has been found by a final judgment of any court to have breached a duty under Sections 5230 et seq. of the California Nonprofit Corporation Law;
 3. the vote of the members of the Board to remove a Director;
 4. The vote of the membership to remove a Director;
 5. an increase in the authorized number of Directors.
- b. Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, the Treasurer, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective for a future time, the Board of Directors may elect a successor to take office when the

Bylaws Arena Theater Association

resignation becomes effective. Except upon notice to the Attorney General, no Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

- c. Removal of Director from Office. A Director may be removed from office after three consecutive absences from regular meetings of the Board of Directors; for conduct deemed not to be in the best interests of the Corporation; for failure to report actual or potential conflict of interest; for failure to maintain membership in good standing; by a vote of two-thirds of the members of the Board; by attending less than 50% of the regular Board meetings within the fiscal year; or by a two-thirds vote of the membership.
- d. Leave of Absence. A temporary vacancy on the Board may occur when a Director requests a leave of absence. The temporary vacancy shall last no more than 6 months.
- e. Reduction in Number of Directors. No reduction in the authorized number of directors shall have the effect of removing any Director from office before that Director's term of office expires.
- f. Filling Vacancies. Any vacancy occurring on the Board of Directors by reason of any cause set out in Section 7 of this Article and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the majority vote of the remaining Directors then in office, even though less than a quorum, or by the sole remaining Director.

Section 8: POWERS

- a. General Powers. Subject to any restriction or limitation imposed by the California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- b. Specific Powers. Without prejudice to the general powers above set out, and subject to the same limitations, the Board of Directors shall have the power to:
 - 1. select and enter into an employment agreement with an Executive Director and delegate to him/her the selection, compensation, and removal of all other employees, and the selection and compensation of consultants acting as independent contractors. If no Executive Director is in place, the Board of Directors shall assume all functions of the Executive Director until one is in place. In addition to the above functions, the Board of Directors will be responsible for/or supervise those conducting all necessary business of the Corporation.
 - 2. subject to the provisions of subparagraph (1) above, select and remove the

Bylaws Arena Theater Association

officers and agents of the Corporation and prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws.

3. conduct, manage, and control the affairs and business of the Corporation, and make policy relating thereto not inconsistent with law, the Articles of Incorporation, and these Bylaws.
4. appoint community advisory committees for various projects of the Corporation, as needed or desirable.
5. change the principal office of the Corporation in the State of California from one location to another.
6. borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered, for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
7. accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.
8. to present and accept proposals for funding from any private or public source for purposes not inconsistent with the purposes of the Corporation, and to act as fiscal agent for any other organizations for such grants.

Bylaws Arena Theater Association

ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS

Section 1: REGULAR MEETINGS

Regular meetings of the Board shall be held each month at a time to be designated by the President. The organization shall also schedule additional retreat(s) for the Board of Directors for Board development and strategic planning as needed.

Meetings of the Board of Directors shall be open to the public and staff with the exception of any Closed Sessions. Actions taken in Closed Sessions will be reported and included in the minutes of the next regular meeting. Minutes of the regular meetings of the Board are available upon request to the Secretary of the Board.

Section 2: SPECIAL MEETINGS

The President, the Vice-President, the Secretary, the Treasurer, or any two directors may call special meetings of the Board of Directors for any purpose at any time.

Section 3: PLACE OF MEETINGS

- a. Regular Meetings. Regular meetings of the Board of Directors, may be held at any place within or without the State of California that has been designated from time to time by resolution of the Board. In the absence of such a designation, regular meetings shall be held at the principal office of the Corporation.
- b. Special Meetings. Special meetings of the Board of Directors shall be held at any place within or without the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal office of the Corporation.
- c. Consent to Place of Meeting. Notwithstanding paragraphs (a) and (b) of this section, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by a majority of the Directors of the Board, either before or after the meeting. If consents are given, they should be filed with the minutes of the meeting.

Section 4: MEETINGS BY TELEPHONE

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting and the public can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 5: NOTICE OF MEETINGS

Notice of meetings shall be given to each Director by personal delivery of a written notice, by first class mail, postage paid, by e-mail or by telephone communication, either directly to

Bylaws Arena Theater Association

the Director or to a person at the Director's office or residence who would reasonably be expected to communicate such information promptly to the Director, or by e-mail, or by facsimile transmission.

Notices sent by first class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, e-mail, or telephone shall be delivered or telephoned at least forty-eight hours before the time set for the meeting.

The notice shall specify the time and place of the meeting, however, it need not specify the purpose of the meeting.

Section 6: WAIVER OF NOTICE

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting each of the Directors not present signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 7: QUORUM

A simple majority of the filled seats of the Board of Directors shall constitute a quorum. Subject to the provisions of the California Nonprofit Corporation Law and to the provisions of these Bylaws, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 8: ADJOURNMENT

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned more than twenty-four hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Bylaws Arena Theater Association

Section 9: ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Board of Directors, excluding Bylaw Amendments, may be taken without a meeting if all members thereof, individually or collectively, consent in writing thereto. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 10: CONDUCT OF MEETINGS

Meeting of the Board of Directors shall be governed by *Robert's Rules of Order*; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with Articles of Incorporation of this Corporation or with provisions of law.

Bylaws Arena Theater Association

ARTICLE VI: OFFICERS OF THE BOARD OF DIRECTORS

Section 1: ENUMERATION OF OFFICERS

The officers of the Corporation shall be a President, Vice-President, Secretary and the Treasurer. Each office of the Board of Directors shall be held by a separate Director.

Section 2: ELECTION AND TERM OF OFFICE

The officers shall be elected annually by the Board of Directors at its April regular meeting with terms beginning at the first of May. If the election of officers is not held at such annual meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 3: SUBORDINATE OFFICERS

The Board of Directors may appoint, and may authorize the President or other officer to appoint any other officers that the business of the Corporation may require, each of whom shall have such title, hold office for such period, have such authority, and perform such duties as may be determined from time to time by the Board of Directors.

Section 4: REMOVAL

Any officer elected or appointed by the Board of Directors or authorized by the Board to be appointed by the President or another officer may be removed by a vote of two-thirds of the members of the Board, or two-thirds of votes cast by the membership, whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to any contractual rights of the officer so removed.

Section 5: RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Corporation. Such resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Any resignation shall take effect on the date of the receipt thereof or at any later time specified in the notice.

Section 6: VACANCIES IN OFFICE

A vacancy in any office because of death, resignation, removal, or other cause shall be filled by the Board of Directors in the manner prescribed by these Bylaws for election or appointment to that office.

Bylaws Arena Theater Association

Section 7: **RESPONSIBILITIES OF OFFICERS**

- a. **President.** Subject to the control of the Board of Directors, the President shall have general supervision, direction, and control of the business and affairs of the Corporation, shall preside at all meetings of the Board of Directors, shall be a member ex officio of all committees, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.
- b. **Vice-President.** In the absence or disability of the President, or in the event of his/her disability to act, the vice-president shall perform the duties of the President and whose action shall have all the powers of and be subject to all restrictions upon the President. He/she shall have such other powers and duties as may be prescribed by the Board of Directors and these Bylaws.
- c. **Secretary:** The Secretary shall:
 1. keep or cause to be kept, at the principal office of the Corporation, or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and advisory committees, with the time and place of holding, whether regular or special, and if special, how authorized; the notice given, the names of those present at such meetings, and the proceedings of those meetings.
 2. give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given.
 3. have such other powers and perform such other duties as may be prescribed by the Board of Directors and by these Bylaws.
- d. **Treasurer:** The Treasurer shall
 1. keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, fund balances, and other matters customarily included in financial statements.
 2. deposit, or cause to be deposited, all money and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors.
 3. render, or cause to be rendered, to the president and the Board of Directors, whenever they request it, an account of his/her transactions as Treasurer

Bylaws Arena Theater Association

including financial statements; of the financial condition of the Corporation.

4. have such other powers and perform such other duties as may be prescribed by the Board of Directors and by these Bylaws.

Bylaws Arena Theater Association

ARTICLE VII: COMMITTEES OF THE BOARD

Section 1: COMMITTEES

- a. General: All standing committees of the organization shall be appointed by the Board of Directors and their terms of office shall be for a period of one year. The Board of Directors may, by resolution adopted by the majority of Directors then in office, create other ad hoc committees to serve at the pleasure of the Board.
- b. Authority of Committees: To the extent provided in the resolution of the Board of Directors, all committee actions and recommendations shall be subject to the review and approval of the full Board of Directors.
- c. Committee Accountability: Committees of the Board shall establish their own meeting schedules. Minutes of committee meetings shall be recorded for distribution at the next full meeting of the Board of Directors.
- d. In addition to the Standing Committees listed below, the Board has the authority to establish additional temporary or permanent committees at any time as needed in order to carry out the work of the organization

Section 2: STANDING COMMITTEES

The standing committees of the Board shall be as follows:

- a) Membership Committee: The Membership Committee shall consist of a Board Director as chairperson, other Directors and other members as designated by the full Board of Directors. The committee shall foster the mission of the Corporation by overseeing membership related issues; be responsible for organizing and facilitating the annual Membership Meeting; collecting and recording membership dues; recruiting nominations for the Board of Directors.
- b) Executive Committee: The Executive Committee shall consist of the four officers of the Board and one other Board member selected by a majority of the Board. In a genuine emergency or when it is impractical to convene the full Board between regular meetings in ways established in the By-laws (as provided in Article V, section 2; Special Meetings; Article V, Section 4, Meetings by telephone; and Article V, section 9, Action without a meeting), the Executive committee shall have all the powers and authority of the full Board in the intervals between Board meetings, subject to ratification of any actions it takes by a majority vote of the full Board at its next regular meeting where such ratification will be the first order of business. It being understood that the Executive Committee does not have the power to amend the By-laws, or submit changes to the articles of Incorporation, between meetings.
- c) Personnel Committee: The Personnel Committee shall consist of a Board Director as chairperson, and other Directors as designated by the full Board of Directors. In the absence

Bylaws Arena Theater Association

of an Executive Director, the Personnel Committee shall provide employee management functions for the Board of Directors.

- d) Finance Committee: The Finance Committee shall consist of the Treasurer as chair of the committee and at least one other director. The committee shall assist the Treasurer in the completion of his/her duties as listed in Article V, Section 7 of these Bylaws. In addition, the Finance Committee shall prepare or review, if prepared by staff, annual and monthly budget reports; recommend organization financial guidelines; work with staff to design financial reports and ensure that reports are accurate and timely; to advise the Executive Director and other appropriate staff on financial priorities; and to report to the Board any financial concerns and/or opportunities.
- e) Fund Development Committee: The Fund Development Committee shall consist of a Board Director as chairperson, other Directors and other community representatives as designated by the full Board of Directors. The Fund Development Committee is responsible for overseeing the organization's overall fundraising and, in particular, the fundraising done by the Board. The committee is also responsible to establish a fundraising plan; to raise money; to take the lead in organization outreach fundraising efforts; to be responsible for involvement of all Directors in fundraising; and to monitor fundraising efforts to ensure that ethical practices are in place.
- f) Program Committee: The Program Committee shall consist of a Board Director as chairperson, other Directors and community representatives as designated by the full Board of Directors. The Program Committee shall foster the mission of the Corporation by overseeing new program development; monitoring and assessing existing programs; initiating and guiding program evaluations; and facilitating discussions about program priorities for the organization.
- g) Facilities Committee: The Facilities Committee shall consist of a Board Director as chairperson and other Directors and community representatives as designated by the full Board of Directors. The Facilities Committee shall oversee the maintenance, remodeling, repairs and architectural and structural modifications to the facility. In addition, the Facilities Committee shall be responsible for maintaining and/or modifying the facility and equipment to ensure it meets the needs of the organization. This committee shall be responsible for scheduling of the annual maintenance/cleaning closure week and developing and implementing a long range facilities plan which would be presented to the full Board for approval. The committee shall oversee any major maintenance and construction improvement contracts with outside vendors/contractors. The committee shall maintain the original architectural theme and detailing of the building wherever feasible and in accordance with the International Building Code and Mendocino Country building requirements.

Section 3: ADVISORY COMMITTEE

The Board of Directors, by resolution of the Board of Directors then in office, may create a committee or committees consisting of persons who are not members of the Board for the

Bylaws Arena Theater Association

purpose of advising the Board in the administration of the projects of the Corporation or specifically in the administration of a particular project. Members of such a committee or committees shall be appointed by the Board, and a member of the Board shall serve as the chairperson of each advisory committee.

No advisory committee, or member, shall have any authority to act for the Board of Directors, in any fashion, and no act of any advisory committee shall be deemed to be the act of the Board of Directors and shall in no way bind the Board or its members.

Bylaws Arena Theater Association

ARTICLE VIII: BOOKS AND RECORDS

Section 1: MAINTENANCE AND INSPECTION OF ARTICLES & BYLAWS

The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by any Director or Member at any reasonable time.

Section 2: MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The account books and records of the Corporation and the minutes and proceedings of the meetings of the Board of Directors, of any Board committees, and of any advisory committees shall be kept at such place or places as designated by the Board of Directors, or in the absence of such designation, at the principal office of the Corporation.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. Such inspection may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE IX: CONTRACTS, CHECKS, AND DEPOSITS

Section 1: CONTRACTS

The Board of Directors may authorize, in addition to the President, any officer or officers, agent or agents, of the Corporation, including the Executive Director, to enter into any contract or execute any instrument, including proposals and grants for funding, public or otherwise, in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2: CHECKS, DRAFTS, ETC.

All checks, drafts, or orders for the payment of money shall be signed by such officer or officers, agent or agents, of the Corporation, including the Executive Director, and in such manner, as shall be determined by the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer.

Section 3: DEPOSITS

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

Bylaws Arena Theater Association

ARTICLE X: FISCAL YEAR

Section 1: FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of May and end on the last day of the following April.

ARTICLE XI: AMENDMENTS TO BYLAWS

Section 1: AMENDMENTS:

These Bylaws , excluding Article II, may be adopted, amended, or repealed by the vote of the majority of the Board of Directors at any regular or special meeting of the Board if at least fourteen days notice is given of the intention at such meeting to amend or repeal any Bylaw or Bylaws or to adopt new Bylaws.

Amendments to Article II (Membership) must be ratified by a vote of the membership. A 2/3 majority of votes cast is required for ratification.

The corporate Bylaws of Arena Theater Association, Inc. were revised by the Board of Directors on Nov 30, 2011 The following officers of the Board hereby certify that the preceding document is an accurate record of the Board's action.

President

Secretary

Vice-President

Treasurer