

**BYLAWS  
OF  
CALIFORNIA CREATIVE ARTS, INC.**

**1. ARTICLE I. Definitions**

- 1.1. **Name.** The “Corporation” shall mean: California Creative Arts, Inc. (also known as CCA), its successors and assigns. The Board of Directors may designate other names for specific activities and programs as it deems appropriate.
- 1.2. **Board.** The “Board” shall mean the Board of Directors of the Corporation.

**2. ARTICLE II. Offices**

The principal office for the transaction of business is located in Los Angeles County. Any change from this location shall be noted by the Secretary in Meeting Minutes, and this Article may be amended to state the new location.

**3. ARTICLE III. Purposes, Objectives, and Governing Instruments**

The specific purposes of the Corporation are to provide community, resources, opportunities, and support for artists, as set forth in the Articles of Incorporation, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3”).

In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

- 3.1. **Governing Instruments.** The Corporation shall be governed by its Articles of Incorporation and its Bylaws.
- 3.2. **Nondiscrimination Policy.** The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.
- 3.3. **Limitations on Activities.** No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to

any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

#### 4. **ARTICLE III. Membership**

4.1. **Members.** Members of the Board of Directors shall constitute the voting membership of the corporation.

#### 5. **ARTICLE IV. Board of Directors**

5.1. **Composition of the Board of Directors.** The number of Board members shall be at least two and no more than five. Directors shall be of adult age. Directors shall be: President, Vice President, Secretary, Treasurer and Membership Lead.

5.2. **Powers and Duties.** Subject to the provisions of law, of the Certificate of Incorporation and of these bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

5.3. **Election and Term of Office.** The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. Each Director shall hold office until the next annual meeting of the Board and until such Director's successor has been elected and qualified, or until his or her death, resignation or removal. Candidates for membership shall be selected from among those presented by the Nominating Committee, which shall consist of three persons appointed by the President. A majority of members present may also nominate candidates for positions on the board of directors. Directors shall be elected by a majority vote of those members present.

5.4. **Terms.** Each director shall serve for a term of no more than three years, or until a successor is selected. Initially, one-third of the directors shall serve three-year terms; one-third shall serve two-year terms and one-third shall serve one-year terms. Terms shall be established so that one-third of the directors may be elected each year.

- 5.5. **Annual Meeting.** A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting. The president may designate additional meeting dates. One-third of the Board members then sitting may, by written request, schedule additional meetings.
- 5.6. **Additional Meetings.** Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.
- 5.7. **Notice of Meetings.** Board members shall receive seven days' notice of regularly scheduled meetings. This notice may be given in writing, in person, by telephone, or by any other reasonable method.
- 5.8. **Waiver of Notice of Meeting.** A director may, in writing, waive notice of any meeting of the Board of Directors either before or after the meeting, and such waiver shall be deemed the equivalent of giving notice.
- 5.9. **Quorum.** A quorum shall be a simple majority of the directors then sitting.

At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

- 5.10. **Voting.** At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.
- 5.11. **Adjournment.** A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

- 5.12. **Informal Action.** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.
- 5.13. **Removal.** Any director who has missed three or more consecutive meetings may be removed by a majority vote of the Board members then sitting. A director may be removed for any reason by a vote of two-thirds of the members then sitting.
- 5.14. **Resignation.** Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective
- 5.15. **Vacancies.** Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting, or by appointment of the President. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.
- 5.16. **Committee.** The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an executive committee and other standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.
- 5.17. **Participation by Telephone or Video Conference.** Any single or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. A member participating by telephone or video may count toward a quorum.
- 5.18. **Proxy Voting.** There shall be no proxy voting. Upon a vote of two-third members then sitting, the Board may allow proxy voting on a specific resolution, provided that a copy of the resolution shall be distributed to members at least 30 days prior to the meeting at which proxy voting on the resolution is proposed.

5.19. **Compensation of Board Members.** No member of the Board of Directors shall receive any salary or compensation for their services as a director. No member shall receive any service or benefit not provided to the general public. Members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the corporation. Members shall be entitled to receive reasonable fees for goods or services rendered to the corporation in capacities other than as members of the board.

## 6. **ARTICLE V. Officers**

6.1. **Election and Qualifications; Term of Office.** The Officers of the Corporation shall be a President, a Secretary, a Treasurer, a Vice-President and a Membership Lead. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of one year. The same person may hold more than one office, except that the same person may not be both President and Secretary. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and one or more Membership Leads. Such Officers shall serve for such period as the Board may designate.

6.2. **Vacancies.** Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

6.3. **Powers and Duties of the President.** The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall preside at all meetings of the Board and executive committee. The President shall appoint members to standing and ad hoc committees. The President shall perform whatever duties the Board of Directors may from time to time assign. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

6.4. **Powers and Duties of the Vice-President.** The Vice-President shall carry out the duties of the president when the president is absent or incapacitated; shall have the same power and duties as the president when acting in that capacity, and shall perform whatever duties the Board may from time to time assign.

- 6.5. **Powers and Duties of the Secretary.** The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine; shall keep, or cause to be kept, a true and complete record of the meetings of the Board of Directors; shall give, or cause to be given, a notice of all meetings of the directors; shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, the names of persons entitled to participate in corporate affairs. Such books shall be open for inspection as provided by law. The Secretary shall, in general, perform all the duties incident to the office of Secretary subject to the control of the Board of Directors and shall perform other duties as may be prescribed by the Board of Directors.
- 6.6. **Powers and Duties of the Treasurer.** The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.
- 6.7. **Powers and Duties of the Membership Lead.** The Membership Lead shall be an advocate for the membership of the Corporation. The Membership Lead will manage recruitment efforts, and work towards a good member experience. The Membership Lead shall have other powers and shall perform other duties in relationship to membership from time to time as delegated by the Board of Directors.
- 6.8. **Executive Committee.** The Executive Committee shall be composed of the officers of the Board of Directors and other Board members as a majority of the Board shall designate. They shall meet as needed to plan for the Board's work and to fulfill tasks assigned to them by the Board.
- 6.9. **Election and Terms.** The officers shall be elected by the Board of Directors. The term of office shall be for three years, or until the member's term as director expires.
- 6.10. **Delegation.** In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to

time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

- 6.11. **Removal.** Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.
- 6.12. **Resignation.** Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.
- 6.13. **Non-Liability of Directors and Officers.** The Directors and Officers (established in Article V of these Bylaws), whether individually or collectively, shall not be personally liable for the debts, liabilities or other obligations of the Corporation. Nothing in these Bylaws (or in any policies, guidelines, rules, statements of objectives or missions, or similar document) is intended to elevate or enhance the duties or liability of a Director or Officer under applicable law, to abrogate in any way protections afforded Directors and Officers under applicable law or to affect adversely their ability to rely on other persons to the fullest extent permitted by law.

## 7. **ARTICLE VI. Staff**

- 7.1. **Executive Director.** The Executive Director is responsible for administering the program of the corporation. The Executive Director is accountable to the Board of Directors and shall work closely with the Board to fulfill its objectives. The Executive Director, as authorized by the Board's fiscal policy, shall sign or delegate authority to sign checks and enter into agreements with the approval of the Board of Directors, which are necessary to carry out the objectives of the corporation. The Executive Director may hire other staff members as the Board of Directors authorizes. The Executive Director shall be an ex officio member of the board. The Executive Director shall not be entitled to vote but shall be entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the director, are discussed.
- 7.2. **Other Staff.** All other staff shall be supervised by and accountable to the Executive Director.
- 7.3. **Hiring Policies.** Hiring shall be conducted in full compliance with the corporation's anti-discrimination policy. The corporation shall hire no employees who are members of the

immediate family (spouse, grandparent, parent, brother or sister, son or daughter) of any board member, or of any person who will supervise the employee.

## 8. **ARTICLE VII. Committees**

8.1. **Standing Committees - General.** The following shall apply to the Corporation's standing committees:

8.1.1. The Corporation shall have at least three (3) but not more than ten (10), as established in the Corporation's Rules and Regulations, in order to assist in directing and leading the affairs of the Corporation (the "Standing Committees"). The Corporation may assign such other duties and powers to the Standing Committees as are needed for the effective operation of the Corporation.

8.1.2. Standing Committees may be composed of Directors, Officers and/or non-members of the Board.

8.1.3. All Standing Committee chairpersons shall serve a one (1) year term and may be re-appointed for up to three (3) terms in the same committee.

8.1.4. In the event that the office of any chairperson of a Standing Committee becomes vacant for any reason, the Chairperson of the Board may appoint a successor, who shall hold the office for the unexpired term in which such vacancy occurred.

8.1.5. Standing Committee responsibilities are outlined in the Corporation's Rules and Regulations.

## 9. **ARTICLE VIII. Finances**

9.1. **Fiscal Year.** The fiscal year of the Corporation shall be from January 1 to December 31.

9.2. **Budget.** The Board of Directors shall prepare and adopt a budget at its first meeting each year.

9.3. **Annual Financial Statement.** The Treasurer of the Corporation shall prepare an annual financial statement for distribution to Board members.

9.4. **Fiscal Policy.** The Board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the

obligation of funds; approval of contracts, leases, deeds, and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

9.5. **Seal.** The corporation will not use a common seal. The signature of the name of the corporation by an authorized person shall be legal and binding.

#### **10. ARTICLE IX. Parliamentary Procedures**

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

#### **11. ARTICLE X. Dissolution**

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

#### **12. ARTICLE XI. Amendments of the Charter and Bylaws**

The charter and these bylaws may be amended, supplemented, or repealed by a two-thirds vote of the directors present at any meeting at which a quorum is present. Before directors may vote on an amendment to the charter or bylaws, notice must be given to directors of the proposed amendment at a prior meeting of the board, and in no case, less than 30 days before the amendment is to be considered. These bylaws shall become effective upon approval by the board of directors.

#### **13. ARTICLE XII. Statement of Nondiscrimination**

The corporation shall not discriminate against any person in the hiring of personnel, the election of board members, provision of service to the public, the contracting for or purchasing of services, or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

These Bylaws were adopted at a meeting of the Board of Directors of California Creative Arts, Inc. on May 5, 2022.

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Michelle Rossi  
President

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Gayle Barnes  
Vice President

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Stefanie Girard  
Secretary

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Shaily Pasi  
Treasurer