

BY-LAWS OF THE ARTS COUNCIL FOR LONG BEACH – LONG BEACH

(As presented to the Board of Directors for ratification on June 7, 2010)

ARTICLE I

NAME

Section 1: The name of this organization shall be the Public Corporation for the Arts, dba Arts Council for Long Beach.

Section 2: The principal office for the transaction of the business of the Corporation is located in Long Beach, Los Angeles County, California.

ARTICLE II

PURPOSE

Section 1: The purpose of the Arts Council for Long Beach shall be as stated in the Articles of Incorporation and is to carry out its mission to promote the arts by encouraging and supporting the development of diverse artistic and cultural resources.

Section 2: The tax-exempt, charitable corporation shall be non-profit, non-sectarian, and non-political in all its policies and activities.

ARTICLE III

OFFICERS

Section 1: The officers of this Corporation shall consist of:

- A. President
- B. Secretary
- C. Treasurer
- D. Vice President, Allocations
- E. Vice President, Organizational Planning
- F. Vice President, Development
- G. Vice President, Advocacy and Community Relations
- H. Vice President, Public Art Programs
- I. President-elect (to serve as a Vice President of either Allocations, Organizational Planning, Major Gifts, Advocacy and Community Relations, or Public Art)
- J. Immediate Past President

Section 2: The term of office shall be for one year, renewable annually. No officer shall hold more than one office simultaneously, unless one office is President-elect.

- A. All officers shall be elected annually from a slate of nominees proposed by the Leadership Development Committee and submitted by the Leadership Development Committee at a Board of Directors Meeting for approval by the Board. In addition to nominees submitted by the Leadership Development Committee, nominations may be made from the floor, provided the nominee is eligible to run, the nomination is seconded, and that the candidate indicates verbally or in writing a willingness to accept the nomination. Should a vacancy occur during the year, the Board President would recommend to the Leadership Development Committee a replacement. If approved by the Leadership Development Committee, the nominee shall be submitted to the Board for its approval.

- B. All officers, unless filling a vacancy during the year, shall normally be installed at the Annual Meeting of the Board of Directors.

ARTICLE IV

DUTIES OF OFFICERS

Section 1: The Board President shall preside at all meetings of the Board of Directors. With the Secretary, the Board President shall sign all contracts and other instruments authorized by the Board of Directors, or authorize some other officer or officers, or the Executive Director to sign such documents. The incoming Board President, or the current Board President if filling a vacancy, shall recommend nominees to serve as officers. If approved by the Leadership Development Committee, those nominations shall be submitted to the Board for its approval. The Board President may appoint chairs of ad hoc committees and representatives of the ARTS COUNCIL FOR LONG BEACH to outside organizations. The Board President shall be an ex-officio member of all committees, with the exception of the Leadership Development Committee where the President will be a full committee member. The Board President shall set the agenda for all Board and Executive Committee meetings in consultation with the Executive Director, and shall be responsible for all functions assigned to the position by the Board.

In the event the Board President is absent, disabled, or refuses to act, the Board President's duties shall be temporarily exercised by the Board Officers in the following order: Board President Elect, Secretary, and Treasurer.

Section 2: The Vice President, Allocations shall chair the Allocations Committee, oversee the Allocations process, assist with the development of additional funds, and shall be responsible for all functions assigned to the position by the Board. The Allocation Committee shall appoint panel members to evaluate grant applications, recommend allocation of such funds based on the panel ratings to the Board of Directors.

Section 3: The Vice President, Organizational Planning, shall chair the Organizational Planning Committee, shall be responsible for the strategic planning process for the Board of Directors and shall ensure that the organizational objectives and action plans reflect the overall mission statement and goals of the organization, shall chair the Leadership Development Committee, and shall be responsible for all functions assigned to the position by the Board.

Section 4: The Vice President, Development, shall chair the Resource Development Committee and shall be responsible for all functions assigned to the position by the Board.

Section 5: The Vice President, Advocacy/Community Relations, shall chair the Advocacy/Community Relations Committee and shall be responsible for all functions assigned to the position by the Board.

Section 6: The Vice President, Public Art Programs, shall chair the Advisory Committee for Public Art and shall be responsible for all functions assigned to the position by the Board.

Section 7: The Treasurer shall have charge of all funds of the Corporation, and shall make sure that such funds are deposited in the council name in a bank of banks approved by the Board of Directors. The Treasurer shall, working with staff, submit a written report reflecting the current financial condition of the council at least quarterly and shall make a fiscal statement at the Annual Meeting. The Treasurer shall serve as chair of the Finance Committee, shall be involved with the preparation of the budget, and shall be responsible for all functions assigned to the position by the Board.

Section 8: The Secretary shall, working with staff, maintain the minutes of all official Board and Executive Committee meetings. Together with the Board President, the Secretary shall sign all contracts and other documents or instruments authorized by the Board of Directors, unless the Board of Directors specifically authorizes some other officer or officers, or the Executive Director to sign such instruments, and shall be responsible for all functions assigned to the position by the Board.

ARTICLE V

BOARD OF DIRECTORS

Section 1: Except as otherwise required by law, or provided for in these By-Laws, the control and management of the affairs, funds, and property of this Corporation shall be vested in the Board of Directors.

Section 2: The Board of Directors shall consist of no more than 31 voting members.

Section 3: Eligibility for appointment as a member of the Board of Directors:

- a) To be eligible for appointment as a member of the Board of Directors, a qualified individual must live and/or work in the Greater Los Angeles area.
- b) Potential members from outside this area may also be considered if they possess unique qualifications that will enhance the mission of the ARTS COUNCIL FOR LONG BEACH.
- c) No paid employee of the Corporation shall be eligible to serve as a voting member of the Board of Directors. Board members shall observe all standing rules for the organization, including such policies and procedures as shall be adopted by the Board for the conduct of its members.

Section 4: No director shall be employed by the ARTS COUNCIL FOR LONG BEACH. All Directors will comply with the policies and procedures on conflict of interest adopted by the Board.

Section 5: Directors may be appointed for one, two, or three year terms. No director shall serve more than a total of nine (9) consecutive years and no director shall be eligible for re-appointment until one full year after completing a total of nine (9) years service.

Section 6: The Board of Directors shall be the policy-making and controlling body of the organization, chaired by the Board President as presiding officer. The Board of Directors shall:

- a) Hire an Executive Director, define the duties of the position and fix the compensation for the position.
- b) Transact the general business of the Corporation.
- c) Approve a budget no later than 30 days after it is presented by the Executive Committee.
- d) Authorize necessary expenditures to maintain the appearance, safety, equipment, and operating efficiency of the corporate office.
- e) Set the time and place of the Annual Meeting.

- f) Hold regular meetings at least six times annually at such time and place, and upon such notice, as it may determine.
- g) Arrange for an annual certified audit at the close of the fiscal year by an independent certified public accountant to be chosen by the Board of Directors, such audit to be submitted to the Board within three months after the close of the fiscal year.
- h) The ARTS COUNCIL FOR LONG BEACH will not be a membership organization nor have any members.
- i) May from time to time delegate these responsibilities or portions thereof.

Section 7: There shall be an Ex-Officio classification of director. Eligibility for Ex-Officio director and term is determined by the office or position held by an individual. Recommendations for Ex-Officio director are to be presented by the Executive Committee to the Board of Directors at a regular meeting at which a quorum is present. Approval by two-thirds of those present is required. Ex-Officio directors are not eligible to vote but may attend all Board meetings and serve on committees.

Section 8: There shall be an honorary classification of director. All past Board Presidents whose terms on the Board of Directors have expired shall automatically have honorary membership status. Other honorary directors may be designated, if presented by the Executive Committee and approved by a two-thirds vote of those Directors present at a regular Board of Directors meeting at which a quorum is present. Honorary members are not eligible to vote but may attend all Board meetings and serve on committees. Their term of office shall be at the mutual discretion of the Board and the honorary member.

ARTICLE VI

MEETINGS

Section 1: The legal Annual Meeting of this Corporation shall be held in the County of Los Angeles between September 15 and October 15 each year, at such time and place as the Board of Directors may designate. At this time, newly elected officers and members shall normally be installed.

Section 2: Special meetings of the Board of Directors may be called by the Board President – or by any four members of the board; upon notice to each member not later than three days prior to the date of the meeting.

Section 3: Written notice of all Board of Directors meetings shall be provided to the requested mail or e-mail address of the member, as reflected in the Arts Council's records.

Section 4: A quorum for the Board of Directors shall consist of not less than 30% of the directors of this body, all being properly elected and installed members in good standing.

ARTICLE VII

COMMITTEES

Section 1: Committees Generally

Except as otherwise provided by these By-Laws, the Board of Directors may, by resolution or resolutions passed by a majority of a quorum of Directors then in office, appoint Executive or Special Committees consisting of two (2) or more persons, for any purpose defined by the By-Laws or determined by the Board. At the discretion of the Board, committees may include non-Board members. Committees to which the powers of the Board are delegated shall have power to act only in intervals between meetings of the Board and shall at all times be subject to the control of the Board. Notwithstanding the provisions of Section 2, no act of a committee shall be valid unless approved by the vote or written consent of a majority of its directors.

Section 2: Authority of Committees

No committee created under this Article VII, unless otherwise indicated and with the exception of the Executive Committee acting between meetings of the Board of Directors, shall exercise the authority of the Board of Directors. Any recommendation or position adopted by a committee created under this Article VII, with the exception of the Executive Committee acting between meetings of the Board, shall become effective only upon approval by the Board of Directors.

Section 3: Standing Committees

a) Executive Committee

1. The President of the Board of Directors shall serve as chair of this committee, which shall include all the officers of the Board, and no more than two (2) Members at Large. Between the meetings of the Board of Directors, the Executive Committee shall have and exercise the authority of the Board in the management of the corporation subject to limitations imposed by the Articles of Incorporation, these by-laws and the applicable law.
2. Minutes of the Executive Committee meetings shall be provided to members of the Board of Directors on a timely basis.
3. The Board President shall nominate, and the Executive Committee shall select the members of the Leadership Development Committee and shall submit the slate to the Board of Directors for approval.

4. The Executive Committee shall review and approve the annual budget for the upcoming fiscal year for presentation to the Board of Directors no later than 45 days prior to the end of the fiscal year.
5. The Executive Committee shall serve as the By-Laws and Personnel Committee.

b) Allocations Committee

The Vice President, Allocations shall be chair of this committee. The Allocations Committee shall review and oversee the process, which shall evaluate the applications for funds appropriated annually by the City of Long Beach and any other funding sources. The Allocations Committee shall appoint panel members to evaluate grant applications, recommend allocation of such funds to the Board of Directors based on the panel's review, and shall perform such other duties assigned to it by the Board.

c) Organizational Planning Committee

The Vice President, Organizational Planning shall be chair of this committee and the chair of the Leadership Development Committee. The Organizational Planning Committee shall be responsible for the planning process for the Board of Directors, shall ensure that the organization action plans reflect the overall mission statement and goals of the organization, and shall perform such other duties assigned to it by the Board.

d) Development Committee

The Vice President, Development, shall be chair of this committee. The Development Committee shall be responsible for all fund-raising activities and programs of the organization as well as such other duties assigned to it by the Board.

e) Advocacy/Community Relations Committee

The Vice President Advocacy/Community Relations shall be chair of this committee. The committee shall be responsible for relations with governmental entities and representatives, efforts to raise awareness among the public of the organization, its mission, and activities, and such other duties assigned to it by the Board.

f) Leadership Development Committee

The Vice President, Organizational Planning shall be chair of this committee. The Leadership Development Committee shall include the Board President and no more than six (6) board members and the Executive Director.

The duties of this committee shall be to nominate a Board President for the next fiscal year and, with the advisement and consent of that nominee, nominate the Officers of the Board and other appointments, and to submit a slate of nominees for Officers of the Board, new and renewing Board members, and Board committee chairs unless otherwise designated, no later than 30 days before the Board of Directors ratification of the slate. The Leadership Development committee will perform such other duties assigned to it by the Board.

g) Finance Committee

The Treasurer shall be chair of this committee. The committee shall be responsible for reviewing the organization's financial statements, operating budget, audit, security procedures, investments, and other related issues. It will prepare and submit the annual budget to the Executive Committee, by a time designated by the Executive Committee, and shall undertake such other duties assigned to it by the Board.

h) Advisory Committee for Public Art

The Vice President, Public Art Programs shall be chair of this committee. As outlined in the Guidelines for the Percent for Public Art Program in Long Beach, the seven members of this committee provide the ARTS COUNCIL FOR LONG BEACH and the Long Beach Redevelopment Agency Board with recommendations on the selection of onsite public art programs and shall assist the community in the assimilation of public art. The committee shall include one representative from the ARTS COUNCIL FOR LONG BEACH and the Redevelopment Agency Board, one visual artist, one performing artist, two art administrators, and one member of the Redevelopment Agency staff. All non RDA members of the Advisory Committee for Public Art are nominated by the Leadership Development Committee and approved by the ARTS COUNCIL FOR LONG BEACH Board of Directors.

j) A quorum for any Standing Committee shall consist of not less than 30% of the members of said committee.

Section 4: Ad Hoc Committees

a) Audit Committee

The Chair of the Audit Committee shall chair this committee. The committee shall be responsible for assuring the financial integrity of the Arts Council for Long Beach by overseeing its financial statements; the independent auditor's qualifications and independence, and performance; and the Arts Council's systems of disclosure and

internal controls regarding finance, accounting, and legal compliance that management and the Board have established.

ARTICLE VIII

VACANCIES

A vacancy on the Board of Directors shall be deemed to exist in the occurrence of one of the following: expiration of term, death, resignation, or removal of any Director.

Section 1: A Board member or officer may be removed for cause by two-thirds vote of the voting members of Board of Directors present, or for failure to comply with the policy on duties of Board members as established by the Board of Directors.

Section 2: Any vacancy on the Board of Directors shall be filled as set forth in Article V, Section 3.

Section 3: Any vacancy on the Executive Committee shall be filled by vote of the board of Directors from a slate nominated by the Board President, approved by the Leadership Development Committee and then presented by the Leadership Development Committee within 30 days of the vacancy.

Section 4: Three consecutive unexcused absences by any director will be deemed as a resignation by that director.

ARTICLE IX

FISCAL YEAR

The fiscal year of this Corporation shall be from the first day of October to the last day of September of the following year, inclusive.

ARTICLE X

AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the voting members present at any Board of Directors meeting, a quorum existing, provided notice of the proposed amendments has been submitted to members of the Board of Directors by mail or e-mail seven days prior to such meeting.