

Corporate Bylaws of  
***Children's Dance Theatre***

A California Non-Profit Public Benefit Corporation

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**ARTICLE I**

**OFFICES**

The principle office of this corporation for the transaction of its business is located in the county of Residence of the current Artistic Director. The corporation may also have offices at such other locations where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE II**

**PURPOSES**

**Section 1: Mission Statement**

The Children's Dance Theatre (CDT) nurtures and celebrates creativity by promoting education through the arts not only for its members but also throughout the community. CDT is committed to providing a continuous climate for growth and improvement which allows each child to reach their full potential in dance arts performance, responsible role-modeling and teamwork, utilizing the highest standards of structure and self-discipline.

**Section 2: Objectives and Purposes**

The primary objectives and purposes of this corporation shall be to:

1. Develop into one of the pre-eminent children's dance companies in the region, engendering a dynamic partnership of education through the arts through a cooperative effort between professional artists, businesses and the community-at-large.

2. Perform at school assemblies, community events, seminars and semi-professional productions, supporting our belief that the visual and fine art experience is one of the most valuable educational tools our society has.
3. Nurture responsible leaders and citizens of tomorrow by supporting community efforts in promoting creativity, problem-solving skills, teamwork, self-discipline and positive self-expression.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

#### **Section 1. Number**

The corporation shall have directors, numbering not less than 6, nor more than 12, including the Artistic Director, and collectively they shall be known as the Board of Directors.

The number of directors may be increased or decreased by action of two-thirds of the entire Board, subject to the limitation that no decrease shall shorten the term of any incumbent director.

Each board position shall have only one vote. The Artistic Director shall be a non-voting member of the Board.

#### **Section 2. Powers**

Subject to the provisions of the California Non-Profit Public Benefit Corporation law, the

activities of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **Section 3. Terms of Office**

- A.** The Board of Directors initially appointed in the Articles of Incorporation may serve not less than one year. The term of office each director shall initially serve shall be fixed by a majority vote of the directors initially appointed in the Articles of Incorporation.
- B.** The Artistic Director or his/her successor shall not be subject to term limitations.

### **Section 4. Nominations and Elections**

- A.** Members of the Board of Directors shall nominate candidates. Election of each candidate to the Board of Directors shall be passed by two-thirds vote of the entire Board.
- B.** The directors shall hold office until the expiration of their respective terms of office and until their successors have been elected and qualified, unless sooner removed by death, resignation, disqualification or otherwise. The election of directors to fill the expired terms of any directors shall be held at a regular meeting, if such a meeting is held within 15 days prior to the expiration of such director's term of office. Otherwise, the election of directors to fill the expired terms of any director shall be held at a special meeting called by the members of the Board for the purpose.
- C.** The Artistic Director shall hold a non-elective Board position.

### **Section 5. Vacancies**

- A.** A vacancy created by reason of an increase in the number of directors shall be filled by a

vote of a majority of the directors then in office. Directors selected to fill newly created directorships shall hold office until the next regular meeting at which the election of directors is in the order of business and until their successor is elected and qualified.

- B. A vacancy on the Board of Directors created by death, resignation, and removal or otherwise, shall be filled by a majority vote of the Board of Directors for the unexpired portion of the term.
- C. The Artistic Director may only be replaced by a unanimous vote of the Board of Directors.

## **Section 6. Restriction Regarding Interested Directors**

No member may serve on the board as an interested person. For purposes of this Section, "interested persons" means any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law of any such person.

## **Section 7. Meetings**

- A. Regular Meetings.** Regular meetings shall be held monthly on the third Saturday of the month with or without notice other than the notice provided in these bylaws, or by written resolution if said date is changed by an act of the Board of Directors.
- B. Regular and Annual Meetings.** The regular and annual meetings shall be held for the purpose of electing officers of the board, electing directors to fill any expired terms of office, and the transaction of any other business that may come before the Board.
- C. Special Meetings.** A special meeting of the Board of Directors may be called by any officer of the Board of Directors, or by any two or more directors. Such meetings shall be held at the place designated by the person or persons calling the meeting. Notice of such special meeting shall be in accordance with the notice of provisions of Section 8 hereof.

## **Section 8. Notice of Meetings**

Regular meetings of the board may be held without notice. Special meetings of the board

shall be held upon 48 hours notice by electronic mail to the last known address of each director as shown in the records of the corporation.

### **Section 9. Place of Meetings**

Meetings shall be held at the Academy of Performing Arts in Tracy, California unless otherwise designated by the Board of Directors.

### **Section 10. Quorum**

A quorum shall consist of fifty percent of the number of Directors plus one. If less than such numbers are present at said meetings, a majority of the directors present shall adjourn the meeting. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting provided that any action thereafter taken must be approved by at least a majority or the required quorum or such greater percentage as may be required by law or by these Bylaws.

### **Section 11. Majority Action as Board Action**

Every Act of decision done or made by a majority, or a two-thirds vote for those certain acts and decisions requiring two-thirds or vote by these Bylaws, present a meeting duly held at which a quorum is present is the act of the Board of Directors. Proxy votes shall not be permitted.

### **Section 12. Compensation**

Directors shall not receive any stated or fixed salaries for their services but by a resolution of the Board of Directors, may be reimbursed for reasonable expenses in the course of the performance of their duties as members of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

### **Section 13. Non-Liability of Directors**

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation. The Corporation shall provide insurance liability for Board of Directors.

### **Section 14. Indemnification By Corporation of Directors, Officers, Employees and Other Agents.**

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against such expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements, of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

(See also Section 5407.5-personal immunity to volunteers and Section 5239 of California Nonprofit Public Benefit Corporation Law)

## **ARTICLE IV**

### **OFFICERS**

#### **Section 1. Number of Officers**

The officers of the corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers as it shall deem desirable.

Such Officers to have authority and perform the duties prescribed from time to time by the Board of Directors. Neither the Secretary nor the Treasurer may serve as the Chairperson of the Board. No related persons, as defined in Article 3, Section 6, may serve as both Chairperson, Vice Chairperson and Secretary or Treasurer.

## **Section 2. Election and Term of Office**

The officers of the corporation shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer so elected at the annual meeting shall have been duly elected and qualified.

## **Section 3. Removal and Resignation**

Any officer may be removed, either with or without cause, by a majority vote of a quorum of the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson of the Board or the Secretary of the Corporation two weeks prior to termination. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **Section 4. Vacancies**

A vacancy in any office occasioned by death, resignation, removal disqualification or otherwise, may be filled by the Board of Directors at its next regular meeting, or a special meeting called for that purpose, for the unexpired portion of the term.

## **Section 5. General Duties of the Board of Directors**

- A.** The Board of Directors must be present at the scheduled monthly meetings. Members will be permitted 3 unexcused absences. An excused absence is either medical

emergency by director or immediate family member or work related conflict. Upon the 4<sup>th</sup> unexcused absence the matter will be brought to the board meeting for possible removal from the board.

- B.** Boards of Directors are required to work sign-in tables at rehearsals and performances. Amount of time will be evenly distributed among all board members.
- C.** Board of Directors are required to oversee a specific committee ie. (costumes, parade, tea party, gift shop. Ect) based on the needs of the corporation at the present time.
- D.** If a Board of Directors has a child/children who is a member of the CDT then that Board of Directors child must adhere to all the guidelines, rules, and expectations as stated in the CDT contract.
- E.** Each Board of Directors will be required to sign a partnership agreement upon acceptance of becoming a board member.

## **Section 6. Duties of the Chairperson of the Board**

The Chairperson of the Board 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 officer.

### **The Chairperson Shall:**

- A.** Perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- B.** Preside at all meetings of the Board of Directors as stated in section 5.
- C.** He(she) may sign, with the secretary, or any other proper officer of the corporation authorized by the Board of Directors, any contract, deeds, or other instruments which the Board of Directors have authorized to be executed, except in those cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of the corporation: and in general shall prescribed by the Board of Directors from time to time.



## **SECTION 7: DUTIES OF THE VICE-CHAIRPERSON OF THE BOARD**

- A.** The Vice-Chairperson of the Board shall be the assistant to the executive officer of the corporation and shall, subject to the control of the Board of Directors, help supervise and control the affairs of the corporation and activities of the officers.
- B.** In the absence of the Chairperson or the event of his (her) inability or refusal to act, the vice-chairperson shall perform the duties of the Chairperson and when so acting, shall have all the powers of, and be subject to all the restrictions upon the chairperson. Any vice-chairperson shall perform such other duties as from time to time may be assigned to him(her) by the chairperson or the Board of Directors.
- C.** The Vice-Chairperson shall preside at all meetings of the Board of Directors where the Chairperson is not able to preside as stated in section 5.

## **SECTION 8 : DUTIES OF THE SECRETARY**

### **The Secretary Shall:**

- A.** Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.
- B.** Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and if applicable, meetings of committees of directors.
- C.** See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- D.** Be a custodian of the records.
- E.** Keep a register of the Post office or email addresses of each member of the Board of Directors.
- F.** In general, perform all duties incident to the office of Secretary and such other duties as

may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 9: DUTIES OF THE TREASURE:**

### **THE TREASURER SHALL:**

- A.** Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- B.** Have charge and custody of, and be responsible for all funds and securities of the corporation: receive and give receipts for monies due and payable to the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- C.** In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **ARTICLE V**

### **COMMITTEES**

#### **SECTION 1 COMMITTEES:**

The Board of Directors may , by resolution designate and appoint one or more committees, which shall consist of one or more Directors. Such committees may consist of persons who are not also members of the board.

## **ARTICLE VI**

### **ACTION BY RESOLUTION**

The Board of Directors may act, without convening a regular or special meeting, by written resolution signed by all the members of the Board of Directors, and duly entered in the Corporate Records

**ARTICLE VII**  
**BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of accounts, and shall keep minutes of all proceedings of its Board of Directors, committees and , if applicable, its members. All books and records of the corporation may be inspected by any individual, or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE VIII**  
**CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**SECTION 1. CONTRACTS**

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of , this corporation, and such authority may be general or confined to specific instances.

**SECTION 2. CHECKS DRAFTS, ETC.**

All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the cooperation, shall be signed by such officer or officers, agent or agents of the corporation and such manner as shall from time to tome be determined by resolution of the Board of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by any other directors of the board.

**SECTION 3. DEPOSITS**

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

## **SECTION 4 GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purpose or for any special purpose of the corporation.

## **ARTICLE IX**

### **FISCAL YEAR**

The fiscal year of the corporation shall begin on the First day of September and end on the Last day of August in each year.

## **ARTICLE X**

### **AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a two-thirds vote of the members of the Board of Directors.

## **ARTICLE XI**

### **AMENDMENT OF ARTICLES\*\* NEED LEGAL GUIDANCE\*\***

This corporation shall not amend its Article of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "statement by a Domestic Non-Profit Corporation" pursuant to section 6210 of the California Nonprofit Corporation Law.

## **ARTICLE XII**

### **PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share entitled to distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

### **DISSOLUTION OF CORPORATION AND DISTRIUBTION OF ASSETS**

#### **WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

The undersigned, as current directors of The Children's Dance Theatre, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws consent to and hereby do, adopt the foregoing Bylaws, consisting of \_\_\_\_\_ (\_\_) pages, as the Bylaws of this corporation.

Dated \_\_\_\_\_

#### **CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Date \_\_\_\_\_

Signature \_\_\_\_\_



