

Eagle Lake Art Center

Bylaws

July 13, 2025

The Statement of Intent for the **Eagle Lake Art Center** (ELAC) is to provide creative opportunities to the community and enhance social interactions by supporting community involvement in building artistic business ventures and providing gatherings to enhance socialization of the demographic present at Eagle Lake located in Lassen County, California.

Article I

Offices and Purposes

1. The principal office of Eagle Lake Art Center 501(c)(3) as a nonprofit unincorporated association (incorporated in California xxx, xx, 2025) is located at 509-725 Stone Road, Suite B, Susanville, Lassen County California. The office location and mailing address may be changed by the Board of Directors, so long as it remains in Lassen County. The current mailing and physical address shall be posted at all times on the ELAC website at eaglelakeartcenter.com.
2. The primary objectives and purposes of this corporation shall be the following:
 - a. To through arts and crafts bring our community together in a fun, positive, and creative environment inspiring artists of all levels to come, grow, and create with us;
 - b. To foster an environment of friendship and comradery as a priority;
 - c. To sponsor activities emphasizing artistic and creative expression;
 - d. To contribute to the community's quality of life and economy;
 - e. To provide opportunities to experience and participate in the arts for all people in all areas of the county but specifically those individuals residing in or visiting Eagle Lake;
 - f. To promote the use of local existing art resources, including opportunities for local artists to teach and market their works;
 - g. To maintain a relevant, resilient, and sustainable organization in the pursuit of the aforementioned objectives; and

- h. To operate on a nonpartisan basis, without participation in elections or in the legislative process.

Article II

Board of Directors

1. **Governing Board:** The corporation shall be governed by the Board of Directors (Board), consisting of three (3) individuals who shall hold office from the time of appointment until resignation. The Board may remove an officer at any time without cause by a majority vote. The number of Board members may be increased at the discretion of the Board at an agenda meeting and must be accepted and reflected in the minutes. The additional positions must be filled through the vacancies process.
2. **Duties of the Board:** Directors shall meet as set forth in these Bylaws and shall comply with the Bylaws. They shall exercise all the powers of the corporation in a prudent manner and as fiduciaries of the corporation. They shall employ and supervise all agents and employees of the corporation and set policy for the corporation. Directors are empowered to act in the place of legal members of the corporation, of which there are none.
3. **Compensation:** Directors shall not receive compensation from the corporation, but they may receive reimbursement for out-of-pocket expenses incurred for the corporation's benefit, as justified in the documentation submitted to the Board for approval and in compliance with GSA per diem guidelines.
4. **Limitation on Interested Directors:** Not more than 49% of the Board members shall have been recipients of compensation from the corporation within the preceding twelve (12) months.
5. **Vacancies:** Vacancies occur from death, resignation, removal without cause by a majority vote of the Board, or by an increase in the number of board members. Prospective Board member candidates are brought to the attention of the Board through a nominating process overseen by the Executive Committee. Vacancies may be filled by majority vote of the Board then in office.
6. **Non-liability of Directors:** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Article III

Indemnification and Insurance

1. The corporation may indemnify any director, employee, or other agent of the corporation to the fullest extent allowed under the California Nonprofit Benefit Corporation Law.
2. The corporation will maintain liability and Directors and Officers insurance to indemnify any director, employee, or other agent of the corporation against any liability arising out of their service to the corporation as a self-dealing (Corp. Code 5233).

Article IV

Meetings

1. Regular: Regular meetings shall be held at least quarterly at a location selected by the Board of Directors and may be held more often at the discretion of the Board.
2. Special: Special meetings, for any purpose, may be called at the discretion of the President or Vice President of the Board.
3. Notice of Meetings: The notice shall specify the time and place but need not contain an agenda. Unless waived in writing by all directors, a minimum of twenty-four (24) hours' notice by personal delivery, telephone, or email shall be required in advance of any meeting. Notice to the media and other interested parties shall be given in accordance with the purposes of the corporation.
4. Quorum and Voting: The quorum shall be a majority of all directors currently appointed. No action shall be taken by the Board in the absence of a quorum. Each director shall have one vote. A majority vote of the directors present is required to adopt an action by the Board, except as otherwise provided by state law. Proxy voting shall not be allowed. Directors with a financial interest in the matter before the Board shall recuse themselves for that agenda item.
5. Action Without a Meeting: Any action that can lawfully be taken by the Board may be taken without a meeting if all directors concur in writing.

Article V

Officers

1. Board Officers: The Board shall select a president, vice president, and secretary/ treasurer and assign duties to these officers from time-to-time, such assignments shall be recorded in the official minutes of meetings. The Board may remove an officer at any time without cause by majority vote. An officer may resign at any

time by giving written notice to the president and secretary, or by oral resignation accepted at a meeting and reflected in the minutes.

2. President duties and responsibilities: Chairs meetings, sign checks, reviews and approves courses to be taught at the center, may participate on any committee and attend any committee meeting, and shall conduct debriefing meetings after events and ensure incorporation of improvements prior to the next event.
3. Vice President duties and responsibilities: Chairs meetings when the president is not available, sign checks, reviews and approves courses to be taught at the center, may participate on any committee and attend any committee meeting, and shall participate in debriefing meetings after events and ensure incorporation of improvements prior to the next event.
4. Secretary/Treasurer: Assists the president and vice president with administrative and financial functions, may coordinate with outside professionals to ensure the appropriate tax filings are completed in a timely manner, serves in an advisory capacity to all committees with fiscal impact to the organization, shall participate in debriefing meetings after events and support other officers in ensuring incorporation of improvements prior to the next event.
5. Executive Director: The Board may select an Executive Director to be the chief executive officer of the corporation and to carry out the policies of the Board. The Executive Director need not be a member of the Board and may be compensated as an employee of the corporation. The Secretary/Treasurer or Finance Committee if one is seated, shall supervise the fiscal operations delegated to the Executive Director.

Article VI

Committees

Committees Advisory Only: No committee shall be delegated powers of the Board. All committees shall be approved by the Board and shall be advisory to the Board. Committee chair positions shall be appointed by the Board and may include individuals that serve on multiple committees. Members of the committees shall be chosen by the committee chair and confirmed upon approval by two-thirds majority vote of the Board. Officers are to be notified of any decision made by committees. Committees may not enter into financially binding agreements without prior authorization via the budgetary process and may not exceed budgetary authority without approval of the Board. Other committees may be formed at the discretion of the Board without amendment to the Bylaws.

1. **Advisory Committee:** The Advisory Committee shall be composed of the officers and of four (4) members nominated by the Executive Committee and may include full-time and part-time residents of the Eagle Lake communities and surrounding area with twenty (20) or more volunteer hours per year or other individuals with areas of expertise needed for the operation of the corporation. The Advisory Committee shall meet at least semi-annually at meetings called by the President or Officers of the Board. Advisory Committee members may serve as chairpersons of other committees.
2. **Classes:** Coordinates the selection, scheduling, and logistics of classes offered by the ELAC and may request assistance from other committees to carry out their duties and responsibilities.
3. **Facilities Inside –** Coordinates the manpower and procurement of supplies to ensure the building's interior is clean and ready for events and classes and may request assistance from other committees in carrying out their duties and responsibilities.
4. **Facilities Outside –** Coordinates the manpower and procurement of supplies to ensure that the building's exterior is clean and ready for events and classes, coordinates and arranges for the compensation of any pest extermination or weed removal and spraying, disposes of the waste after events, assists Marketing with positioning road side signage for the promotion of events, and may request assistance from other committees in carrying out their duties and responsibilities.
5. **Food and Beverage Committee –** Coordinates the manpower to procure, provide, and distribute all food and beverage at events, is responsible for any permits required to be obtained to provide food and beverages, may determine the foods and beverages to be provided, and may request assistance from other committees in carrying out their duties and responsibilities.
6. **Fund Raising Committee –** Coordinates all activities that raise money for the continuation of the mission of the organization except for classes and vendors, may have a representative participate on other committees where revenue is generated, and may request assistance from other committees in carrying out their duties and responsibilities.
7. **Marketing Committee –** Coordinates the marketing and promotion of all activities conducted by the ELAC, reviews all advertising, provides timely posting to the website and social media locations for all events and classes, may create subcommittees to address specific promotional activities, and

may request assistance from other committees in carrying out their duties and responsibilities.

8. Vendors – Coordinates the contracts between the ELAC and artists and crafters selling their items either in the ELAC or during events coordinated by the ELAC, evaluates potential new vendors, may attend other similar events hosted in neighboring communities in Northern California to recruit additional vendors, and may request assistance from other committees in carrying out their duties and responsibilities.

Article VII

Non-Legal Members

Membership Symbolic Only: The corporation shall have no legal members within the meaning of the California Nonprofit Corporation laws. The term “members” as used by the corporation refers exclusively to non-legal members whose membership is symbolic of their support for the corporation’s purposes. Non-legal members contribute financially to the corporation in exchange for discounts, recognition, and other perquisites.

Article VIII

Execution of Instruments, Deposits, and Funds

Internal policies and procedures may be more restrictive than the Bylaws, but they may not be less restrictive.

1. Execution of Instruments: The Executive Director, President, and Vice President are authorized to execute any contract or instrument on behalf of the corporation. Contracts with a fiscal impact shall not exceed the budgetary amount without prior approval of the Board.
2. Checks and Notes: Checks, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the President or Vice President except as otherwise determined by the Board of Directors in a voted action recorded in the minutes of a meeting.
3. Deposits and Gifts: Funds may be deposited as determined by the Board, which may accept on behalf of the corporation any contributions of gift to the corporation.
4. Reimbursement for travel expenditure must be approved by the Board and shall be in accordance with the GSA per diem rates posted at GSA.gov.

5. An individual may be asked to leave the premises or be excluded from events or activities conducted by the ELAC if the individual's behavior violates any law of this country, state, municipality, or any of the items reflected in Article I.

Article IX

Records and Reports

1. Records: Official corporate records shall be kept at the principal office of the corporation and shall include but not be limited to: minutes of all Board meetings; books and records of accounts of business transactions, assets and liabilities; lists of directors and non-legal members, with addresses; personnel records; insurance records; and the Articles and current Bylaws.
2. Inspection Rights: Records shall be at all times open to inspection by Directors during business hours non-legal members also shall have a right of inspection, except personnel records. The right to inspection includes the right to copy.

Article X

Amendments of Bylaws and Articles

Subject to applicable provisions of state law, the Board may amend the Articles and Bylaws of the corporation by a two-thirds vote of all directors then appointed. Any amendment of the Articles shall be reported to the California Secretary of State.

Article XI

Dissolution

Business will continue until terminated or dissolved. At the time of dissolution of the business entity all remaining assets shall be transferred to the Lassen County Arts Council or similar community nonprofit organization.

THE FOREGOING BYLAWS WERE ADOPTED BY THE BOARD ON THE **13th** DAY
OF **JULY, 2025**



Donna Round
President

Date
July 13, 2025