

BYLAWS OF DANZARTS
a California Non-Profit Corporation
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Last Amended January 2024

ARTICLE ONE - OFFICES

Section 1.01. Principal Office. The principal office of the Corporation in the State of California shall be located in the City of San Diego, County of San Diego. The Corporation may have such other offices, either within or without the State of California, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 1.02. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of California a registered office, and a registered agent whose office is identical with such registered office may be, but need not be, identical with the principal office of the Corporation in the State of California, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE TWO - PURPOSES

Section 2.01. Organizational Purposes.DanzArts is a non-profit organization which provides a creative and relevant space for artistic and cultural expression, as well as preserving and raising cultural awareness of Mexico and Spain by giving back to the San Diego County community through dance and music.. DanzArts is a self-sustaining, innovative dance academy that features classically and technically trained instructors who develop performers and seek to share the theatrical dance experience throughout the region. DanzArts promotes and fosters awareness of Hispanic culture through artistic instruction and performance, and provides a space for community development through high-level instruction in its youth and adult dance academies.The corporation is established as a permanent organization in California dedicated to providing such activities.

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE THREE - MEMBERS

Section 3.01. The corporation shall have 7 voting members and the authority to establish non-voting categories of membership.

ARTICLE FOUR - BOARD OF DIRECTORS – Meeting of Members

Section 4.01. **General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of California.

Section 4.02. **Number, Tenure and Qualifications.** The number of Directors shall be not less than three (3), nor more than twenty (20). The initial Directors shall serve terms of one, two and three years, as provided by the Board. The initial terms of additional Directors shall be fixed to ensure that a disproportionate number of Directors (more than one-half) will not be up for election in any given year.

Section 4.03. **Regular Meetings.** Shall take place at a time and place designed by the chair.

Section 4.04. **Annual Meetings.** Shall take place once a year as designated by the chair to elect officers, receive reports of activities, recent report of activities and determine the direction of the coming year.

Section 4.05. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, or any two Directors.

Section 4.07. **Notice.** Notice of any special meeting to be given no less than 2 days prior to the meeting.

Section 4.08. **Quorum.** A majority of the Board of Directors, but never less than three (3), shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.09. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 4.10. Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. However, vacancies need not be filled unless such a vacancy would result in fewer than three directors remaining on the board. A vacant seat must be voted in by majority vote by the board of directors. Can be nominated by 2 members on the board to second the vote

Section 4.11. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 4.12. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a sufficient number of Directors as would be necessary to take that action at a meeting at which all the Directors were present and voted. Each such written consent shall be delivered, by hand or certified or registered mail, return receipt requested, to the Secretary or other officer or agent of the Corporation having custody of the Corporation's minute book. A written consent signed by less than all of the Directors is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this Article, a consent or consents signed by the required number of Directors is delivered to the Corporation as provided in this Article. For purposes of this Article, a telegram, telex, cablegram, or similar transmission by a Director or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a Director shall be regarded as signed by the Director.

Section 4.13. Resignation. Any Director may resign by giving written or verbal notice to the President or Vice President if the President is resigning. The resignation shall be effective at the next called meeting of the Board of Directors, of which meeting the resigning Director shall receive notice.

Section 4.14. Removal. Any Director may be removed with or without cause by a two thirds majority of the remaining Directors.

Section 4.15. Indemnification. The Corporation may indemnify and advance reasonable expenses to directors, officers, employees and agents of the Corporation to the fullest extent required or permitted by California Non-Profit Corporation Act, subject to the restrictions, if any, contained in the Corporation's Articles of Incorporation. The

Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by California Non-Profit Corporation Act.

ARTICLE FIVE – Board of Directors

Section 5.01. Board of Directors. The officers of the Corporation shall be managed by its voting members Board of Directors. a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers.

Section 5.02. Number and tenure of Office. The officers of the Corporation shall be elected by the Board of Directors at Annual meetings of the Board of Directors and shall serve terms of two years duration. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for two years, or until his or her successor shall have been duly elected and shall have qualified. The number of Directors shall be no less than three (3) including President, Vice President, Treasurer, Artistic Director, Childrens Academy Director. To ensure a disproportion of board quorum, elections will be given at any time throughout the year.

Section 5.03. Removal. Any officer elected or appointed by the Board of Directors may be removed with or without cause by a majority vote of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.04. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.05. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in 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 he or she shall perform all duties as may be prescribed by the Board of Directors from time to time, including participating in various committee meetings as a member or chairperson thereof. He or she shall also be responsible for informing the Board of Directors of possible programs, meetings, and functions of the corporation.

Section 5.06. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice

President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

Section 5.07. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; he or she shall keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board of Directors; he or she shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 5.08. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors. The Board of Directors and Officers shall give bonds of the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

Section 5.08_ Artistic Director – Adult Professional Companies/Classes- Plans the creative direction and oversees the administrative direction of DanzArts. Primarily responsible for artistic direction and management of Adult Academy, Esencia Flamenca Dance Company, and Sabor Mexico Dance Company.

Section 5.09 Children’s Academy Artistic Director -Primarily responsible for artistic direction and management of the Children’s Academy. Works closely with the Artistic Director, and assists as needed with Sabor Mexico Dance Company.

Section 5.10. Marketing and Public Relations Director & Production Assistant-Working closely with the Artistic Director, the Marketing & Public Relations Director is primarily responsible for the maintenance of a favorable image of DanzArts to the public.

ARTICLE SIX- COMMITTEES

Section 6.01. Appointment. The Board of Directors shall appoint members of committees established by the Board of Directors. The Board of Directors shall appoint the chairperson of each committee. These committees shall perform such functions and make such reports as the President or Board of Directors shall determine. Members of the Advisory Board may serve on all committees except the Executive Committee.

Section 6.02. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more persons, a majority of who are Directors, which committees, to the extent provided in said resolution shall have and exercise the authority in the management of the Corporation of the Board of Directors. the designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law.

ARTICLE TWELVE - AMENDMENTS TO BYLAWS

Section 12.01. Amendments to Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds majority of the Directors present at any regular meeting or at any special meeting, if at least one day's written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE THIRTEEN - AMENDMENTS TO ARTICLES

Section 13.01. Amendments to Articles. The Articles of Incorporation of the Corporation may, to the extent allowed by law, be altered, amended, or restated and new Articles of Incorporation may be adopted by a two-thirds majority of the Directors present at any regular meeting or at any special meeting, if at least one day's written notice is given of an intention to alter, amend, or restate the Articles of Incorporation or to adopt new Articles of Incorporation at such meeting.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the By Laws of DANZARTS , a California nonprofit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand, this _____ day of

_____, 2024.

Signature

Title _____