

**BYLAWS
OF
Los Angeles League of Arts.**

**ARTICLE I
NAME AND LOCATION**

Section 1. Name. The name of the corporation shall be **Los Angeles League of Arts.**

Section 2. Office. The **Los Angeles League of Arts** shall at all times maintain in the State of California a registered agent, whose business office shall be the registered office of the **Los Angeles League of Arts.** The principal office of the corporation shall be located at 3593 Griffin Ave, Los Angeles, California.

**ARTICLE II
PURPOSES**

Section 1. Nature of Corporation. The **Los Angeles League of Arts** is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. It shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and California Revenue and Taxation Code section 23701(d) and the regulations issued thereunder.

Section 2. Primary Purposes. The purposes of the **Los Angeles League of Arts** are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code and under the California Revenue and Taxation Code section 23701(d). Within these limits, the purposes of the **Los Angeles League of Arts** include, but are not limited to, promoting participatory art forms and community based activities and building themed events by:

- Fostering cross-cultural community interactivity through participatory civic, educational and arts activities;
- Follow the Statement of Community Principles set out in Schedule A to these bylaws;
- Acquire, accept, solicit and receive gifts, contributions, donations, devises and bequests of money, real and personal property and right of every nature and description and to hold, invest expend, use or deal with the same in furtherance of the objects of the corporation; and
- Encouraging and empowering local civic and arts groups while spreading word of their work to a global audience to demonstrate the community value and social relevance of participatory art forms.

ARTICLE III BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors (“Board”) shall establish the corporation’s policies and review and change them as necessary, oversee its programs and activities, supervise its Executive Director, authorize major expenditures, oversee its financial affairs and ensure the proper management and use of its assets and property. The Board shall also ensure that the corporation properly employs appropriate corporate formalities, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Directors shall diligently prepare for, attend, and participate in Board or Committee meetings, as needed, in order to carry out these tasks. Directors shall register their addresses with the Secretary, and notices of meetings mailed or e-mailed to them at such addresses shall be valid notices thereof.

Section 2. Qualification of Directors. Directors shall be at least eighteen years of age. Nominees for the office of director shall have a demonstrated commitment to the mission and purpose of the corporation and have an understanding of corporate governance and a history of business and/or cultural achievement.

Section 3. Number of Directors. The Board of Directors shall consist of no less than three (3), and no more than ten (10), members.

Section 4. Election and Term of Directors. At each annual meeting of the Board, the Board shall elect, by a two-thirds majority vote, directors to hold office for a two year term. Each director shall hold office until the expiration of the term for which elected and until a successor has been qualified and elected, or until prior resignation or removal. Directors may voluntarily resign, or may be removed by the Board as provided herein, at any time. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 5. Removal of Directors. Directors may be removed with or without cause by at least a two-thirds majority vote of the Board. Such vote shall be by secret ballot if any director so requests.

Section 6. Resignation of Directors. (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the Chairperson or Secretary of the **Los Angeles League of Arts** or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors.

Section 7. Filling Vacancies. The Board may elect, by a two-thirds majority vote, new directors to fill any vacancies on the Board. A director elected to fill a vacancy will serve only until the next regular

election of directors, at which time that director shall be re-elected by the Board in order to remain a director.

Section 8. Conduct of Directors. Directors shall discharge their duty of loyalty and their duty of diligence in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation. Directors shall have a sound ethical history and a strong appreciation for community building and the arts, and shall conduct themselves accordingly.

Section 9. Annual Meeting. The Board shall hold an annual meeting, the time and date of which shall be set by the Board.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or Executive Committee. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the state of California, as the date, hour, and place for holding any special meeting of the Board called by them.

Section 11. Quorum. At all meetings of the Board, the presence of a quorum is necessary to allow the transaction of corporate business or the making of corporate decisions. A quorum is defined as a majority of the number of directors in office immediately before the meeting begins. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

Section 12. Voting. Each director shall have one vote. Except as otherwise provided by law or these bylaws, the affirmative vote of a majority of directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Where a super-majority is required by law or these bylaws, the affirmative vote of such super-majority of directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Section 13. Conference Calls. Meetings may be held by telephone, video conferencing, or other similar technology so long as all participating directors may simultaneously hear and speak with one another. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions without Meetings. The Board may make any decision or take any action without a meeting if written consent that sets forth the action so taken is signed by all directors. The resolution is effective when the last director signs such written consent, whereupon it shall be filed in the corporation's minute book.

Section 15. Notice of Meetings. Notice of every Board meeting shall be given to each director stating the date, time, and location of the meeting and the purpose of the meeting if so required by law or these bylaws. The notice shall be given not less than fifteen (15) days in advance of the meetings if delivered by phone or in person, email, mail, telegram, facsimile or other means of electronic transmission to each Director at his address as show in the records of the **Los Angeles League of Arts**. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice shall be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 16. Waiver of Notice. Notice of a meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 17. Compensation. Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the **Los Angeles League of Arts** in any other capacity and receiving compensation therefore.

ARTICLE IV OFFICERS

Section 1. Officers. Only directors shall be eligible to serve as officers of the corporation. Officers shall report to the Board and shall carry out the policies and decisions of the Board. Officers shall include a Chairperson, a Secretary and a Treasurer, and may also include one or more Vice-Chairpersons, and such other offices as may be created and such officers as may be elected in accordance with these bylaws. The same person may not concurrently hold the offices of Chairman and Secretary, but the same person may hold any other two offices.

Section 2. Election and Term of Office. Officers shall be elected by the Board. As soon as possible following the annual election of directors, the Board will meet to elect officers for the next term. Each officer will hold office until the end of the current term, or earlier if he or she resigns or is removed from such office by the Board.

Section 3. Vacancies. If any office becomes vacant by resignation, retirement, removal, disqualification, or any other cause, the directors in office may elect a director to fill such vacant office. Such elected officer will hold office for the remaining portion of the term of that office.

Section 4. Chairperson. The Chairperson is the chief executive officer of **Los Angeles League of Arts**. The Chairperson may sign, with the Secretary or any other proper Officer of the **Los Angeles League of Arts** authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time. The Chairperson shall preside over all meetings of the **Los Angeles League of Arts**, unless another Officer is directly authorized to do so by the Chairperson, or the Chairperson is unavailable for a meeting.

Section 5. Secretary. The Secretary shall (a) record and file all Board and Committee meeting minutes in the minute book of the corporation, (b) ensure that all notices are duly given in accordance with the provisions of these bylaws and as required by law, (c) act as custodian of the corporation's records, (d) maintain a register of the mailing and email address of each director, (e) ensure that all required state and federal reports are prepared and filed in a timely manner, and (f) perform or oversee the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or by the Board.

Section 6. Treasurer. The Treasurer shall (a) have primary responsibility for the proper management and control of all funds of the corporation, (b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation, (c) present a report at every Board meeting on the financial affairs of the corporation, (d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements and assets of the corporation.

Section 7. Vice Chairperson. The Board may choose to elect one or more Vice-Chairpersons. In the absence of the Chairperson or in the event of the Chairpersons's inability to act, the Vice-Chairperson shall perform the duties of the Chairperson. The Vice-Chairperson, when acting as Chairperson, shall have all the powers and duties inherent in, and shall be subject to all the restrictions of, the office of the Chairperson. The Vice-Chairperson shall also perform such other duties as from time to time may be assigned by the Chairman or by the Board.

ARTICLE V STAFF

Section 1. Staff. The operations of the corporation shall be carried out by staff members who shall have the power to hire volunteer or paid staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary, terminate the employment of staff of the corporation.

Section 2. The Executive Director. The Executive Director is the chief staff person of the corporation and shall supervise the overall operations of the corporation. The Executive Director may serve on the Board as either a director or as an ex-officio member of the Board. The Executive Director shall be recused from all discussions and voting related to the compensation of the Executive Director.

Section 3. Compensation. The salaries of executive staff members shall be fixed from time to time by resolution of the Board. In all cases, salaries paid to staff members shall be reasonable and given in return for services actually rendered to or for the corporation.

Section 4. Other Agents and Employees. The Board may elect such employees and other agents as it from time to time deems necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation as the Board may from time to time determine.

Section 5. Removal. Any employee or agent of the corporation may be removed with or without cause by a vote of the majority of the Board.

ARTICLE VI COMMITTEES

Section 1. Establishment. The Board may, by resolution, establish any committee, including standing committees or temporary committees. Such resolutions shall state the name of the committee, the purpose(s) of the committee, the qualifications for membership, and the powers, authority and duties delegated to the committee.

Section 2. Executive Committee. The Board may create an Executive Committee. Subject to Section 5 of this Article VI, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, subject to the direction and control of the Board. All officers shall be a member of the Executive Committee with such other directors as determined by the Board.

Section 3. Committee Members. Committee members shall be appointed by a majority vote of the Board. The chairperson of the committee shall be selected by the Chairperson of the Board. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee or the member ceases to qualify as a member of the committee.

Section 4. Committee Procedures. Unless otherwise specified, committee meetings will operate with the same quorum and voting requirements as the full Board, and as far as possible will operate according to the procedures of the Board as stated in these bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted shall be presented to the full Board, shall be filed with the Secretary and shall be recorded in the corporation's official minutes.

Section 5. Limitations on Power. No committee may (a) amend the corporation's articles of incorporation or these bylaws, (b) elect or remove any officer or director, or (c) authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation, (d) authorize the dissolution of the corporation or invoke proceedings therefore, or (e) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

Section 6. Vacancies. Vacancies in the membership of any committee shall be filled by the Board of Directors.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII NONLIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Nonliability of Directors and Officers. Except as otherwise provided by law, no person serving without compensation as a director or officer of the corporation shall be liable to any person other than the corporation based solely on his or her conduct in the execution of such office unless the conduct of such director or officer with respect to the person asserting liability constituted gross negligence or was intended to cause the resulting harm to the person asserting such liability. For purposes of this paragraph, such director or officer shall not be considered compensated solely by reason of payment of his or her actual expenses incurred in attending meetings or otherwise in the execution of such office.

Section 2. Indemnification. The corporation shall indemnify, to the fullest extent now or hereafter permitted by law, any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the corporation served in any capacity at the request of the corporation, by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted, in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

ARTICLE VIII IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, staff or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets. Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all its debts and liabilities, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of California.

Section 4. Private Foundation Requirements and Restrictions. In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (a) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code, (b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, (d) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, and (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article IX

Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments. The Board may by resolution authorize any officer or agent of the **Los Angeles League of Arts** to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no director, officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks, Drafts, and Similar Documents. Unless otherwise authorized by resolution of the Board, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the **Los Angeles League of Arts** shall be signed by the Treasurer and, for amounts over \$2,000, shall also be signed by the Chairperson or Executive Director of the corporation.

Section 3. Deposits. All funds of the **Los Angeles League of Arts** shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the **Los Angeles League of Arts** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the **Los Angeles League of Arts**. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of California, and any other relevant jurisdiction.

Section 5. Annual Audit. The Board shall require the performance of an annual audit, which shall involve the services of an independent auditor or accountant in compliance with all state and federal regulations. The auditor may not be the same person who maintains the financial records of the organization, or the person(s) who sign the checks for the organization.

Article X Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records. The Los Angeles League of Arts shall keep at its principal office:

- Minutes of all Board and committee meetings indicating the time and place of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- A copy of the corporation's articles of incorporation and bylaws, as amended to date, which shall be open to inspection as provided by these bylaws and by law.

Section 2. Corporate Seal. The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the Los Angeles League of Arts's principal office. Failure to affix the seal to a corporate instrument shall not affect the validity of such instrument.

Section 3. Directors' Inspection Rights. Every director, either personally or by an agent, shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other inspection rights as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Periodic Reports. The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state to be so prepared and delivered within the time limits set by law.

ARTICLE VIII FISCAL YEAR

The fiscal year of Los Angeles League of Arts shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI MISCELLANEOUS PROVISIONS

Section 1. No Discrimination. The corporation does not and shall not discriminate against any person on the basis of race, nationality, place of origin, ethnic background, religion, gender, sexual orientation, marital status, familial status, economic class, age or mental or physical disability.

ARTICLE XII CONSTRUCTION

If there is any conflict between the provisions of these bylaws and the **Los Angeles League of Arts's** articles of incorporation, the provisions of the articles of incorporation shall govern. Should any of the provisions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE XIII AMENDMENTS

A two-thirds majority of directors is required to make, alter, amend or repeal the corporation's articles of incorporation or these bylaws, and directors shall receive, reasonably in advance of such vote, a written copy of any such proposed amendments.

CERTIFICATE OF SECRETARY

I, the undersigned secretary of the **Los Angeles League of Arts**, do hereby certify that the forgoing bylaws constitute the bylaws of the **Los Angeles League of Arts** as duly adopted by the Board of Directors on the 11 day of NOVEMBER, 2011.

Signed this 11 day of NOVEMBER, 2011.

By: *Debra Stiers*

Name: *DEBRA STIERS*

Title: Secretary

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Schedule A

Statement of Community Principles

Radical Inclusion

Anyone may be a part of our community. We welcome and respect the stranger. No prerequisites exist for participation in our community.

Gifting

Our community is devoted to acts of gifting. The value of a gift is unconditional. Gifting does not contemplate a return or an exchange for something of equal value.

Decommodification

In order to preserve the spirit of gifting, our community seeks to create social environments that are unmediated by commercial sponsorships, transactions, or advertising. We stand ready to protect our culture from such exploitation. We resist the substitution of consumption for participatory experience.

Radical Self-reliance

Our community encourages the individual to discover, exercise and rely on his or her inner resources.

Radical Self-expression

Radical self-expression arises from the unique gifts of the individual. No one other than the individual or a collaborating group can determine its content. It is offered as a gift to others. In this spirit, the giver should respect the rights and liberties of the recipient.

Communal Effort

Our community values creative cooperation and collaboration. We strive to produce, promote and protect social networks, public spaces, works of art, and methods of communication that enable such interaction.

Civic Responsibility

We value civil society. Community members who organize events should assume responsibility for public welfare and endeavor to communicate civic responsibilities to participants. They must assume responsibility for conducting events in accordance with local, provincial and federal laws.

Leaving No Trace

Our community respects the environment. We are committed to leaving no physical trace of our activities wherever we gather. We clean up after ourselves and endeavor, whenever possible, to leave such places in a better state than when we found them.

Participation

Our community is committed to a radically participatory ethic. We believe that transformative change, whether in the individual or in society, can occur only through the medium of deeply personal participation. We achieve being through doing. Everyone is invited to work. Everyone is invited to play. We make the world real through actions that open the heart.

Immediacy

Immediate experience is, in many ways, the most important touchstone of value within our culture. We seek to overcome barriers that stand between us and a recognition of our inner selves, the reality of those around us, participation in society, and contact with a natural world exceeding human powers. No idea can substitute for this experience.

Gratitude

Always acknowledge those who contribute to the community. Give thanks more often. See every volunteer as a gift. It is vitally important to respect what has come before, to fit into the existing context, and to show gratitude to those who step up.