

BY LAWS OF:
SAN JUAN CAPISTRANO FIESTA ASSOCIATION

A NON PROFIT CORPORATION

ARTICLE I: **OFFICES**

Section One: **PRINCIPAL OFFICE.** The principal office of the corporation in the State of California will be within in the city of San Juan Capistrano, County of Orange, California.

ARTICLE II A: **CORPORATION STATUS**

This corporation 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 public and charitable purposes.

ARTICLE II B: **CORPORATION PURPOSE**

The specific purpose of this corporation is to provide continuing education programs to the public on preserving the historical tradition and heritage of the city of San Juan Capistrano through the activities and programs of the fiesta de las Golondrinas.

ARTICLE III: **MEMBERS**

Section One: **CLASSES OF MEMBERS.** The corporation will have two classes of members. The designation of such classes and qualifications and rights of the members of such classes will be as follows:

- A. General Member – The general member will be entitled to one (1) vote.
- B. Lifetime Member – The lifetime member is an honorary membership selected by the board of directors and is entitled to one (1) vote.

Section Two: **ADMISSION.** An applicant will be admitted to membership in the corporation only upon making application and paying dues in accordance with Member Class. Applications for membership will be in such form as will be prescribed by the board of directors. An affirmative vote of two-thirds of the board of directors will be required for election to membership.

Section Three: **VOTING RIGHTS.** Each voting member in good standing, upon having paid his or her annual dues by March 31 of each year, will be entitled to one vote on each matter submitted to a vote of the members. Members joining after March 31 are ineligible to vote for a new board of directors and are also ineligible to run for the board of directors. Absentee ballots or proxy ballots for election or any other decision before the board of directors are not permitted.

Section Four: **SUSPENSION OR EXPULSION OF MEMBERS.** The board of directors, by a majority vote at any regular constituted meeting, may terminate the membership of any regular member, who becomes ineligible for membership, or may suspend or expel any member who will be in default in the payment of dues for the period fixed in Article III of these bylaws. In addition, the board of directors by affirmative vote of two thirds at any regular constituted meeting, may suspend or expel a member for conduct that the board deems detrimental to the objectives or interests of the corporation or in violation of its bylaws, constitution, code of ethics or rules and/or regulations, provided the member is given written notice of the proceedings against him or her and an opportunity to be heard in his or her own defense.

Section Five: **RESIGNATION.** Any member may resign by filing either in person, by united states postal service, or electronically or written resignation with any board member of the corporation, but such resignation will not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section Six: **TRANSFER OF MEMBERSHIP.** Membership in this corporation is not transferable.

ARTICLE IV: **DUES**

Section One: **MEMBERSHIP FEE.** The board of directors may from time to time, recommend the amount of initiation fees, if any, and annual fee payable to the corporation by members of each class, with the approval of the General Membership.

Section Two: **PAYMENT OF FEES.** Membership fees will be due on January 1 of each year and delinquent on April 1 of each year. Once paid, membership dues are not refundable.

Section Three: **DEFAULT AND TERMINATION OF MEMBERSHIP.** When any member of any class will be in default in the payment of dues, the membership will thereupon be terminated.

ARTICLE V: **MEETINGS OF MEMBERS**

Section One: **ANNUAL MEETING.** The annual meeting of the members will be held on the designated Wednesday in the month of May in each year, at the hour of 7:00 p.m. for the purpose of electing directors and for the transaction of such other business as may come before the Association. If the day fixed for the annual meeting will be a legal holiday in the state of California, such meeting will be held on the next succeeding Wednesday. If the election of directors will not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors will cause the election to be held at special meeting of the members as soon thereafter as may be convenient.

Section Two: **SPECIAL MEETINGS.** Special meetings of the members may be called by the president, the board of directors, or not less than one-tenth of the members having voting rights.

Section Three: **REGULAR MEETINGS.** Regular meetings of the general membership will be held monthly on the designated Wednesday/s of each month in the City of San Juan Capistrano.

Section Four: **PLACE OF MEETINGS.** The board of directors may designate any place, within the City of San Juan Capistrano, as the place of meeting for any annual meeting or any general membership meeting called by the board of directors.

Section Five: **NOTICE OF MEETING.** Written or printed notice stating the place, day and hour of any meeting of members will be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the president or the officers calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called will be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with proper postage thereon prepaid.

Section Six: **INFORMAL ACTION BY MEMBERS.** Any action required by law to be taken at a meeting of the members, or any action that may be taken without a meeting if a consent in writing, set forth the action to be taken, will be signed by all the members entitled to vote with respect to the subject matter thereof.

Section Seven: **QUORUM.** The members holding five percent of the votes that may be cast at any meeting will constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE VI: **BOARD OF DIRECTORS**

Section One: **GENERAL POWERS.** The board of directors will manage the affairs of the corporation.

Section Two: **NUMBER, TENURE AND QUALIFICATIONS.** The number of directors will not be less than twelve or more than fifteen. Directors will hold office for a term of two years with approximately one half the directors to be elected each year.

Section Three: **REGULAR MEETINGS.** A regular annual meeting of the board of directors will be held without further notice other than by this bylaw, immediately after, and at the same place as the annual meeting of the members at which time the board of directors will elect its officers. The board of directors will provide by resolution the time and place, either within or without the state of California, for the holding of additional regular meetings of the board without other notice than such resolution.

Section Four: **SPECIAL MEETINGS.** Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of California, as the place for holding any special meeting of the board called by them. The reason for calling the special meeting must be specific. No other business may be transacted at that meeting.

Section Five: **NOTICE.** Notice of any special meeting of the board of directors will be given at least twenty-four hours previously thereto by written notice (including e-mail), sent by mail, or by telephone to each director at his or her address shown by the records of the corporation. If mailed,

such notice will be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereupon prepaid.

Any director may waive notice of any meeting. The attendance of a director at any meeting will constitute a waiver of notice of such meeting, except when 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 the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by the law or by these bylaws.

Section Six: **QUORUM.** A majority of the board of directors will constitute a quorum for the transaction of business at any meeting of the board, but, if less than a majority of directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section Seven: **MANNER OF ACTING.** The act of the majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors, unless the act of a greater number is required by law or these bylaws.

Section Eight: **VACANCIES.** Any vacancy occurring in the board of directors and any directorship will be filled by the board of directors to meet the minimum requirements specified in Article V, Section Two. A director elected to fill a vacancy will be elected for the unexpired term of his predecessor in office.

Section Nine: **COMPENSATION.** Directors, as such, will 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 such regular or special meetings of the board, but nothing herein contained will be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section Ten: **CLOSED MEETINGS.** Closed meetings may be called by the president or two board members to discuss disciplinary, financial or personal matters.

Section Eleven: **CONFLICT OF INTEREST.** No officer or board members will conduct any business within the organization wherein they would have a direct or indirect financial or derivative benefit.

Section Twelve: **BOARD MEMBER DISQUALIFICATION.** In the event a Board member has been removed from the Board of Directors by a successful two-thirds vote of the sitting BOD members, then that removed Board member is precluded from serving on a subsequent Fiesta Association Board of Directors for a period of five (5) years from the date of that member's removal.

This can be overturned at any subsequent Annual Meeting providing ALL of the following criteria are met:

- 1) At the time of the Annual Meeting, the General Membership receives full disclosure as to why the removed Board member was removed.
- 2) The removed Board member's eligibility reinstatement vote must be a separate line item on the ballot.

- 3) The removed Board member must receive at least two-thirds of the votes of the members in attendance at the Annual Meeting.

Upon a successful reinstatement of the removed Board member's eligibility, then that individual is free and clear to seek election to the Board of Directors at that Annual Meeting.

ARTICLE VII: **OFFICERS**

Section One: **OFFICERS.** The officers of the corporation will be president, two vice-presidents, a corresponding/recording secretary and a treasurer. Additional members of the board of directors will consist of committee chairpersons as well as sufficient members at large to provide for a total number of not less than twelve or more than fifteen. The board of directors may elect or appoint such other chairpersons as it will deem desirable. Such chairpersons will have the authority to perform the duties prescribed by the board of directors. No two or more chairs may be held by the same person. Directors must be voting members of the corporation.

Section Two: **ELECTION AND TERM OF OFFICE.** The officers of the corporation will be elected annually by the board of directors at the annual meeting. Each officer will hold office until his or her successor will have been duly elected and will have been qualified.

Section Three: **REMOVAL.** Any director elected or appointed by the board of director may be removed by a two-thirds vote of the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

Section Four: **VACANCIES.** A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section Five: **EL PRESIDENTE / LA PRESIDENTA.** The president will be the principal executive director of the corporation and will supervise and control all of the business and affairs of the corporation. He or she will preside at all meetings of the members and of the board of directors. He or she may sign, with the treasurer or any other proper director of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments that the boards of directors are required to carry out.

Section Six: **VICE-PRESIDENTS.** In the absence of the President or in the event of his/her inability or refusal to act, the vice-presidents, in order of their election, will perform the duties of the president, and when so acting, will have all the powers of and be subject to all the restriction upon the president. Any vice-president will perform such other duties as may be prescribed by the board of directors from time to time.

Section Seven: **TREASURER.** If required by the board of directors, the treasurer will give a bond for the faithful discharge of his/her duties in such a sum and with such surety or 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 in such banks, trust companies, or other depositories as will be selected by the board of directors.

Section Eight: **CORRESPONDING/RECORDING SECRETARY.** The recording secretary will keep the minutes of the meetings of the members and the board of directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records and the seal of documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with these provisions, keep a register of the post office address of each member which will be furnished to the secretary by such member, and in general perform all duties as from time to time may be assigned to him/her by the president or the board of directors.

Section Nine: **BOARD OF DIRECTORS.** Internal management and conduct of the business of the corporation will be vested in a board of directors, composed of not less than twelve or more than fifteen members of the corporation. The board of directors is authorized to hire and discharge employees, to make all contracts and authorize transactions in the ordinary course of business of the corporation and to do all things necessary or incident thereto with the approval of the majority vote of the board of directors. The board of directors may act by unanimous written agreement of its members, or have had reasonable notice. The directorship will, at each regular meeting of the board of directors, and from time to time when requested by the board of directors, make a full report of all business transacted by the committee.

ARTICLE VIII: COMMITTEES

Section One: **COMMITTEES.** Committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by majority of the directors present at a meeting constituting a quorum of the board of directors. Except as otherwise provided in such resolution, members of such committees will be members of the corporation and the president of the corporation will appoint the chairperson thereof, with the approval of the board of directors. Any chairperson may be removed by the board of directors whenever, in their judgment, the best interests of the corporation will be served by such removal. The board of directors may establish any committee it deems necessary to conduct the business of the corporation.

Section Two: **CHAIRPERSON.** The chairperson may appoint members of their committees without any further approval of the board of directors.

Section Three: **VACANCIES.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section Four: **QUORUM.** Unless otherwise provided for 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 a meeting at which a quorum is present shall be at the act of the committee.

Section Five: **RULES.** Each committee may adopt rules for its own government which must be consistent with these bylaws or with the rules adopted by the board of directors.

ARTICLE IX: USE OF CORPORATION'S FACILITIES

Section One: No person, except a member of the corporation, will use the facilities and or property owned or leased by the corporation. Said member of corporation must submit in writing to the board of directors a request for said use of facilities and or property for approval of the board of directors.

ARTICLE X: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section One: **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 the corporation, and such authority may be general or confined to specific instances.

Section Two: **CHECKS, DRAFTS, OR ORDERS OF PAYMENT.** All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation will be signed by no less than two officers of the board.

Section Three: **DEPOSITS.** All funds of the corporation will be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section Four: **GIFTS.** All members of the corporation may accept, on behalf of the corporation, any contribution, gift, bequest or devise.

ARTICLE XI: CERTIFICATES OF MEMBERSHIP

Section One: **CERTIFICATE OF MEMBERSHIP.** The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which certificates will be in such form as may be determined by the board of directors. Such certificates will be signed by the membership chairperson. The name and address of each member and the date of issuance will be entered on the records of the Corporation.

Section Two: **ISSUANCE OF CERTIFICATES.** When a member has been elected and has paid any initiation fees and dues that may be required, a certificate of membership will be issued in his/her name and be delivered by the membership chairperson. The board of directors will have provided for the issuance of certificates of membership under the provisions of Section One of this Article.

ARTICLE XII: MISCELLANEOUS

Section One: **BOOKS AND RECORDS.** The corporation will keep correct and complete books and records of account and will also keep minutes of the meetings of its members and board of directors and will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation will be reviewed and signed off annually by the president and two vice-presidents. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any purpose, at any reasonable time.

Section Two: MEMBERSHIP LISTS:

- A. A membership and/or a mailing list are a corporate asset. Without consent of the board, the membership list or any part thereof may not be obtained or used by any person for any purpose not reasonably related to a member's interest as a member. Without limiting the generality of the forgoing, without the consent of the board of a membership list or any part thereof may not be:
- 1) Used to solicit money or property unless such money or property will be used solely to solicit the vote of its members in an election held by the corporation.
 - 2) Used for any purpose which the used does not reasonably and in good faith believe will benefit the corporation.
 - 3) Used for any commercial purpose in the competition with the corporation.
 - 4) Sold to or purchased by any person.
- B. Any person who violates these provisions, shall be liable for any damage such violation causes the corporation and shall account for and pay to the corporation any profit derived as a result of such violations. In addition, a court in its discretion may award exemplary damage for fraudulent or malicious violations of these provisions.
- C. Nothing in this article shall be construed to limit the right of the corporation to obtain injunctive relief necessary to restrain misuse of a membership list or any part thereof.
- D. In any action or proceeding under this section, a court may award the corporation reasonable attorney fees in connection with such action or proceeding.
- E. As used in this section, the term "membership list" means the record of the member's names and addresses.

Section Three: FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

Section Four: CORPORATE SEAL. The board of directors will provide a corporate seal which will be in the form of an impression stamp.

Section Five: WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Law of California or under the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE XII: AMENDMENTS

Section One: POWER OF MEMBERS TO AMEND BYLAWS. The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted on the majority vote of a quorum at a meeting duly called for the purpose according the articles or bylaws.

Section Two: POWER OF DIRECTORS TO AMEND BYLAWS. Subject to the limitations of the articles of incorporation, these bylaws, and the General Nonprofit Corporations Law of California, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by resolution of the board of directors and members in good standing.

ARTICLE XIV: **RULES OF ORDER**

Section One: **ROBERT'S RULES OF ORDER.** Robert's Rules of Order, Newly Revised, will be the authority for the conducting of all meetings.

501 (c) (3) Organizational Amendment

- A. The Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding section of any future Federal tax code.
- B. No part of the earnings of the Corporation shall inure to the benefit or be distributable to its officers, directors or trustees.
- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise influence legislation and the Corporation shall not participate in nor intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.
- D. Notwithstanding any other part of provisions of these articles, the Corporation shall not conduct any other activities not permitted.

Articles of Incorporation filed with the State of California February 6, 1963.

By Laws Revised:

July 27, 1988
February 21, 1992
January 15, 1995
October 16, 1996
January 1, 2002
February 9, 2005
April 13, 2016