

LA PEÑA CULTURAL CENTER, INC.

BY-LAWS

Approved unanimously by the Board of Directors on November 22, 2021

ARTICLE I

OFFICES

SECTION 1. The principal office of the Corporation shall be in the City of Berkeley, County of Alameda and State of California. The Corporation may have other offices at such other places, either within or without the State of California, as the Board of Directors may from time to time designate.

ARTICLE II

PURPOSES

SECTION 1. The primary objectives and purposes of this corporation shall be to collaborate with and unite communities, especially those rooted in the Latin American and Caribbean diaspora, by preserving and celebrating cultural traditions; producing creative new works; and nurturing global grassroots social justice movements with artists, activists and allies.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. The affairs and property of the Corporation shall be managed and controlled by a Board of Directors of not fewer than five and not more than nineteen Directors.

SECTION 2. The number of Directors within the limits specified may be fixed from time to time by the Board of Directors at any meeting by vote of two-thirds of the Directors at any one time in office. No reductions in the number of Directors shall have the effect of removing a Director prior to the expiration of their term in office.

SECTION 3. The Directors shall have a regular term of office of two (2) years expiring two years after they are seated. Terms shall be staggered so that half of the elected Board positions shall be open each year. Directors shall serve no more than six (6) consecutive years.

SECTION 4. Elections. Directors may be elected at any meeting of the Board of Directors by a majority vote. Two years after a Director is elected to the Board of Directors their term will expire and they may be re-elected by a majority vote, unless they have already served six (6) years.

SECTION 5. Any Director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

If any Director shall fail to attend three (3) consecutive meetings of the Board, and such failure has not been excused by the Board, they may be deemed to have resigned.

Any Director may be removed as a Director by a vote of a majority of all the Directors then serving at a meeting of the Board of Directors called for that purpose, or at any regular meeting.

SECTION 6. The Directors and any other members of any special or Standing Committee of the Board of Directors shall not be compensated for their services as such, but by resolution of the Board of Directors may be allowed traveling expenses for attendance at each regular or special meeting of the Board of Directors or of any special or Standing Committee of the Board of Directors, provided, however, that nothing herein contained shall be construed as prohibiting the payment to any person who is a Director of compensation for services rendered to the Corporation in any other capacity.

SECTION 7. Notwithstanding any other provision of these By-Laws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law or any such person.

SECTION 8. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

ARTICLE IV

MEETINGS

SECTION 1. The annual meetings of the Directors shall be held at least once a year at such place and time as shall be fixed and designated by the President.

Special meetings of Directors may be called at any time by the President and shall be called upon the written request of any three Directors.

Written notice, stating the time and place of each meeting of Directors and the general nature of the business to be transacted thereat shall be given to each Director at their last known post-office address, email address, or by other methods approved by a majority of the Board, not more than thirty (30) nor less than ten (10) days before each meeting.

SECTION 2. Notice of any regular or special meeting of the Directors may be waived in writing before, at or after the meeting by any person entitled to notice of the meeting.

SECTION 3. The presence of a majority of all Directors at any meeting of the Board, shall constitute a quorum for the transaction of business, provided that in no case shall there be fewer than three (3) Directors present. Unless otherwise provided by law or in these By-Laws, the action of a majority of those present at any meeting at which a quorum is present shall be the action of the Board of Directors. In the absence of a quorum, any meeting may be adjourned by the vote of a majority of those present.

ARTICLE V

CORPORATE AND ADMINISTRATIVE OFFICERS

SECTION 1. The officers of the Corporation shall be a President, a Secretary, and a Treasurer and may include a Vice President or other officers as deemed necessary by the Board of Directors.

SECTION 2. The Board may designate administrative officers of the Corporation, including a Financial Manager, a financial or budgetary officer with such title as may be selected by the Board of Directors and any other officer from time to time appointed by the Board of Directors whose title is not designated in Section 1 of this Article V.

SECTION 3. The same individual may serve as both an officer of the Corporation (and hold any two offices concurrently other than those of President and Secretary) and as an administrative officer of the Corporation.

SECTION 4. The Board of Directors may, in its discretion, require any officer to give bond, at the Corporation's expense, in such amount and with such sureties as it may determine.

SECTION 5. The officers of the Corporation whose titles are designated in Section 1 of this Article V shall be elected by the Board of Directors at each annual meeting and shall hold office for one year and until their successors are elected. The administrative officers of the Corporation shall hold office at the pleasure of the Board.

SECTION 6. Any vacancy in an office, however arising, may be filled at any time by the Board of Directors.

SECTION 7. The President shall exercise general supervision over the affairs of the Corporation and perform the usual duties pertaining to their office. They shall preside at all meetings of the Board of Directors and be a member of the Executive Committee, if one exists. They shall receive notice of and may attend all other committee meetings whether or not a duly elected member thereof.

SECTION 8. The Secretary shall act as recorder of all meetings of the Board of Directors, and the Executive Committee, and shall see that minutes are kept of all such meetings in books proposed for that purpose. They shall attend to the giving and serving of all notices of the Corporation, and shall perform all other duties customarily incident to the office of Secretary in relation to the records, correspondence, and transaction of the corporation.

SECTION 9. The Treasurer shall have oversight of all funds of the Corporation. They shall see that full and accurate accounts of receipts and disbursements of the corporation be kept, and shall ensure that money and other valuable effects of the corporation shall be deposited in the name and to the credit of the corporation. Whenever required by the Board of Directors, the Treasurer shall render a statement of the corporation's accounts. They shall be required to prepare an annual accounting statement which must be presented to the Board of Directors. The Treasurer shall perform all duties customary or incident to the position of Treasurer, and additional duties at the discretion of the President.

SECTION 10. When the office of Vice President is occupied, the Vice President shall have such powers and duties as may be assigned to him or her by the President of the Board.

SECTION 11. The Officers shall have the power and perform the duties of the President in the latter's absence and shall perform such other duties and functions as the Board of Directors may prescribe in the following order: Vice President, Treasurer, and Secretary.

SECTION 12. The Staff shall manage the day to day operations of the Corporation. Staff must uphold the duties and responsibilities as outlined in the Personnel Policies.

SECTION 13. The Staff is charged with implementing the objectives and purposes of the Corporation and shall perform its functions subject to the control of the Board of Directors. The

Staff shall annually propose a budget for the ensuing fiscal year and submit the same to the Finance Committee.

SECTION 11. Except as may otherwise be provided in this Article V, the officers, administrative officers, and employees shall have such authorities, responsibilities and duties as normally pertain to their respective positions and as may be prescribed by the Board of Directors or delegated by it to officers of Committees of the Board, all in the discretion of the Board of Directors.

SECTION 12. Any officer may resign at any time by giving written notice addressed to the Secretary. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VI

COMMITTEES

SECTION 1. There shall be the following Standing Committee:

- (a) Governance Committee, to consist of not fewer than two (2) Directors and at least one (1) appropriate senior staff member; and which may include community members with relevant experience and expertise
- (b) Finance Committee, to consist of not fewer than two (2) Directors and at least one (1) appropriate senior staff member; and which may include community members with relevant experience and expertise

The members of all Standing Committees (other than the officers designated in this Section) and the respective Chairperson thereof shall be elected at the annual meeting of the Board of Directors and shall hold office for one (1) year and until their successors are elected. Any vacancy in a Standing Committee may be filled by the Board of Directors whenever the same occurs. In the case of the absence of any member of any Standing Committee, the President shall have the power to designate a Director to act upon such Committee in the place of the absent member. The Secretaries of all Standing Committees shall be appointed by the respective Chairperson of the Committees.

Standing Committees shall make reports to the Board, which shall be sent to all Directors and acted upon by the Board of Directors at the earliest practicable ensuing meeting thereof. One-half of the existing members of any Standing Committee shall constitute a quorum. The

persons to act as Chairman in the absence of the elected Chairman shall be elected by the respective Committees.

SECTION 2. The Board of Directors may from time to time elect or authorize the President to appoint such other committees and with such memberships as it may deem necessary or desirable and prescribe the duties thereof.

SECTION 3. Any member of any Committee may be removed, with or without cause, by a majority vote of the Board of Directors at any meeting thereof provided not less than ten (10) days written notice that such removal is to be considered given to each Director in advance of such meeting.

SECTION 4. The Finance Committee is responsible for general oversight of the monies and securities of La Peña, with authority to recommend investments and fiscal policies. It may recommend the transfer of stocks, bonds or other securities of the Corporation, and may recommend contracting with a bank or trust company to act as custodian of property of the Corporation and with a bank, trust company, corporation, firm or individual to advise in respect of the investment thereof. It shall review the Corporation's insurance coverage from time to time. It shall review the Corporation's proposed budget for the ensuing year and make recommendations thereon to the Board of Directors at its annual meeting and give approval to any revisions therein. It regularly reviews the financial statements and reports to the Board.

SECTION 5. The Governance Committee shall conduct regularly-scheduled re-examinations of the Corporation's Mission Statement, Vision Statement, By-Laws, Board Policies, and Operating Policies (conflict-of-interest for board and staff, document retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related practices, etc.). The Governance Committee shall also oversee Board orientation and ongoing Board development, including reassessing criteria for Board membership, job descriptions for Board members and committee leadership, any board member contracts with the Corporation, and self-evaluation process, and board member term limits. The Governance Committee should strive to have the Board (1) reflect the demographics of the community served and (2) provide the particular talents needed to accomplish the strategic plan. The Governance Committee shall make recommendations concerning personnel policies and serve in the final step of the Grievance Procedure. The Governance committee shall review and update the job description for the Executive Director(s) and conduct an annual performance and compensation review of the Executive Director(s).

SECTION 6. Any action in which a majority of the existing members of any Committee shall concur in writing shall be the binding and valid action of said Committee and shall be reported

at the next succeeding meeting of such Committee or of the Board of Directors, whichever shall first occur.

ARTICLE VII

CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. The standard of behavior at La Peña is that all staff, volunteers, and board members scrupulously avoid any conflict between the interests of the organization on the one hand, and personal, professional and business interest on the other. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest.

SECTION 2. The purposes of this policy are: to protect the integrity of La Peña's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputation of volunteers, staff, and board members.

SECTION 3. Upon or before election, hiring, or appointment, La Peña Board and Staff will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and be updated as appropriate. If Board or Staff members are being paid by a grant for work outside of their normal duties, there will be a written record of how they were selected to do the work. In the course of meetings or activities, Board and Staff will disclose any interests in a transaction or decision where they (including business or other nonprofit affiliation), family and/or significant other, employer, or close associates will receive benefit or gain. After disclosure the Board or Staff person will be asked to leave the room for discussion and will not be permitted to vote on the question.

SECTION 4. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. When approving or reviewing compensation for the three most highly compensated directors, officers, employees or contractors, in addition to complying with the conflict of interest requirements and policies contained in the preceding sections of this article, the Board shall also comply with the following additional requirements and procedures:

a. the terms of compensation shall be approved by the board prior to the first payment of compensation;

b. all members of the board or compensation committee must not have a conflict of interest with respect to the compensation arrangement;

c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation;

d. the terms of compensation and basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation and their heirs, executors, and administrators against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, provided that such act or omission was performed in good faith.

ARTICLE IX

OTHER MATTERS

SECTION 1. The seal of the Corporation shall have inscribed thereon the following words and figures:

LA PEÑA CULTURAL CENTER, INC. 1977

SECTION 2. The fiscal year of the Corporation shall run from September 1st to August 31st.

ARTICLE X

AMENDMENT

These By-Laws may be amended in whole or in part by the written consent thereto of all Directors or by a two-thirds vote of the Directors present at a meeting of the Board of Directors if notice in writing of the proposed change was given each Director at least ten (10) days in advance of such meeting and not more than thirty (30) days in advance of such meeting.