



NON-PROFIT BYLAWS of the LA CENTER ARTS COUNCIL

ARTICLE I – NAME

1.01 NAME

The name of this organization shall be “La Center Arts Council”. In this document the organization may be referred to as the “Arts Council.” The La Center Arts Council may also be referred to as “LCAC” or “La Center Arts”. The business of the organization may be conducted as the “Arts Council,” “LCAC” or as “La Center Arts”.

1.02 LOCATION

This Council shall operate in La Center, WA and the greater Clark County Community of Southwest Washington State.

ARTICLE II – PURPOSES AND LEGAL POWERS

2.01 PURPOSES

The La Center Arts Council is a non-profit organization and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

In addition to being organized for charitable and educational purposes, the Arts Council is also addressing motivational and collaborative objectives, including for such purposes, the making of distributions to individuals or groups that further our mission and by actively supporting access to and participation in the Arts in all forms by everyone. In furtherance of our purpose, the Arts Council strives to:

1. Build an art community that bridges the arts through collaboration with local artists, educators, youth, seniors, and civic leaders.
2. Showcase local talent and participate in events that benefit artists and culture in the community.
3. Create an environment that allows all forms of art to flourish in La Center, by working towards the development of a dedicated public art center for exploring varied cultural perspectives through visual arts, music, literature, performance, and arts education.
4. Create a network for mentoring artists of all ages while providing encouragement and education through scholarships and grants to the local academic community.



2.02 POWERS

The La Center Arts Council shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the organization is established, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes.

- The legal powers of the organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATIONS

Nonprofit Legal Status

La Center Arts Council is a Washington nonprofit organization recognized as tax exempt under Section 501(c) (3) of the United States Revenue Code.

Exempt Activities Limitations

- Notwithstanding any other provision of these bylaws no Director or Representative of La Center Arts Council shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as it now exists or may be amended.
- No part of the net earnings of the organization shall inure to the benefit or be distributable to any Director, Member, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

2.04 DISTRIBUTION UPON DISSOLUTION

Upon termination or dissolution of the La Center Arts Council, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to another La Center nonprofit organization to be determined by a majority vote.



ARTICLE III - MEMBERSHIP

3.01 GENERAL MEMBERSHIP

Any person with an interest in art is eligible to be a Member of the La Center Arts Council.

- Membership is open to all interested persons over age 18 without regard to race, color, religion, national origin, disability, sex, sexual orientation, gender identity, genetic information, or parental status.
- A person wishing to become a Member of the Arts Council shall apply for membership in such a manner as may be designated by the Board of Directors.
- Active membership shall consist of all Members in good standing.
- To be in good standing a Member must not be delinquent in the payment of dues. Members whose dues are in arrears for more than (3) months shall be dropped from the membership roll.
- Other than being delinquent in the payment of dues, a person may be found to not be in good standing if:
 1. The Member has been using the name of the Arts Council in conjunction with a business or commercial activity without the express written consent of the Board of Directors; provided, however, that this provision does not prevent any Member from mentioning membership in the Arts Council.
 2. The Member has committed a willful violation of the Bylaws and/or willful violation of the policies adopted by the Board of Directors.
- The Board of Directors has sole authority to determine if a Member is not in good standing. The Board of Directors may, but is not obligated, to give the Member an opportunity to be heard prior to making this determination of Member status.
- Any Member may resign by filing a written resignation with the Executive Secretary. Resignation shall not relieve a Member of unpaid dues or other charges previously accrued.
- A member can have their membership terminated by a majority vote of the membership.

3.02 NON-VOTING AFFILIATES

- The Board shall have the authority to establish and define non-voting categories of Membership with rights, privileges and obligations established by the Board.
- Board-approved classes of affiliates may be individuals, businesses, and other organizations that seek to support the mission of LCAC.
- The Board, a designated Committee, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize Representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.



- At the discretion of the Board, affiliates may be given endorsement, recognition and media coverage at fundraising activities, other events or at the organization website.
- Affiliates have no voting rights.

ARTICLE IV – DUES

- 4.01** Members shall pay yearly dues, the amount to be determined by the Board of Directors. Annual dues once paid are non-refundable.
- 4.02** Annual dues are payable at the January regular meeting and delinquent after March 31st.

ARTICLE V – BOARD OF DIRECTORS

5.01 NUMBER OF DIRECTORS

The affairs of the Arts Council are to be governed by a Board of Directors consisting of not less than five (5) nor more than seven (7) Directors, with the exact amount to be determined by the Board of Directors.

- The elected officers of the Arts Council may also be members of the Board of Directors as well as members-at-large to bring Board count to the level described above. Members-at-large may be elected to the Board and can be any Member in good standing.

5.02 POWERS

All organizational legal powers shall be exercised by or under the authority of the Board and the affairs of the La Center Arts Council shall be managed under the direction of the Board, except as otherwise provided by law.

- It is the duty of the Board of Directors to determine the policies of the Arts Council and to govern the financial affairs of the Arts Council.
- The Board of Directors shall also determine the additional duties of the officers.

5.03 TERMS

- All Directors shall be elected to serve a two (2) year term at the annual membership meeting in January.
- Director terms shall be staggered so that approximately half the number of Directors will end their term in any given year and thus avoid having all new Directors elected in the same year.
- Directors may serve terms in succession.



- The term of office shall be considered to begin January 1 and end December 31 of the same year in office, unless the term is extended until such time as a successor has been elected.

5.04 QUALIFICATION AND ELECTION OF DIRECTORS

In order to be eligible to serve as a Director, the individual must be 18 years of age and an affiliate within the community at large. Directors may be elected at any Board meeting by a majority vote.

5.05 VACANCIES

The Board of Directors may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled position, subject to the maximum number of Directors under these bylaws.

Unexpected Vacancies due to resignation, death or removal shall be filled by the Board members for the balance of the term of the Director being replaced.

5.06 REMOVAL OF DIRECTORS

A Director may be removed by two-thirds vote of Directors then in office, if:

- The Director is absent and unexcused from two or more board meetings in a twelve month period. The Executive Director is empowered to excuse Directors from attendance for a reason deemed adequate by the Executive Director. The Executive Director shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Director shall excuse the Executive Director. OR
- The Members may recall a Director for cause or no cause by a vote of a majority of the membership at a regular membership meeting or a special membership meeting called by the Board of Directors for a membership vote.
- Before any meeting of the Members at which a vote on removal for cause or no cause will be made, the Director in question is given electronic or written notification of the Board's intention to discuss his/her case and is given the opportunity to be heard at the meeting.

5.07 RESIGNATION

A Board member may resign at any time by giving written notice to the organization. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.



ARTICLE VI – MEETINGS

6.01 GENERAL MEETINGS

- Regular meetings of the general Membership shall occur a minimum of two (2) times per year as specified by the Executive Council.
- The regular meeting in January shall be designated as the Annual Meeting.

6.02 BOARD OF DIRECTORS MEETINGS

The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. These meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day and hour of meeting. The purpose of the meeting need not be specified.

6.03 INFORMAL ACTION BY THE BOARD OF DIRECTORS

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an email transmission from an email address on record constitutes valid writing. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum gives consent.

6.04 SPECIAL MEETINGS

Special meetings may be called by the Executive Director, Director, Executive Treasurer, Executive Secretary or any two (2) other Directors or on written application of five (5) Members made to a Board member who shall notify all Members not less than one (1) week prior to the meeting stating the purpose(s) of the meeting. No other business may be transacted at a Special Meeting.

6.05 MANNER OF CONDUCTING MEETINGS

- **Notice of Meeting**
Printed notice of each meeting shall be given to each voting Member not less than two weeks prior to the meeting.
- **Quorum**
 - A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the Board at any meeting in which a quorum is not present.



- o A quorum of the Membership consists of Members in good standing in attendance.

- **Majority Vote**

- o Business at any meeting of the Members shall be passed by a majority of those Members in good standing who are in attendance and voting.
- o Business at any meeting of the Board of Directors shall be passed by a majority of those participating and voting, either in person or virtually

- **Hung Decisions**

On the occasion that Directors are unable to make a decision based on a tied number of votes, the Executive Director or the Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

- **Participation**

Except as required otherwise by law, the Laws of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or telephonic conference call.

- o No Member or Director may vote by proxy.
- o Any question concerning parliamentary procedure at meetings shall be determined by the Executive Director by reference to Robert's Rules of Order.

6.06 COMPENSATION FOR BOARD MEMBERS FOR SERVICES

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

6.07 COMPENSATION FOR PROFESSIONAL SERVICES BY DIRECTORS

Directors are not restricted from being remunerated for professional services provided to the organization. Such remuneration shall be reasonable and fair to the organization and must be reviewed and approved in accordance with the Conflict of Interest policy and State law.



ARTICLE VII – COMMITTEES

7.01 COMMITTEES

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each led by a Director, to serve at the pleasure of the Board. Any Committee, to the extent provided in the resolution, shall have all the authority of the Board, except that no committee, regardless of resolution, may:

- take any final action on matters which also requires Board members' approval or approval of a majority of all Members;
- fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- amend or repeal Bylaws or adopt new Bylaws;
- amend or repeal any resolution which by its express terms is not so amendable or repealable;
- appoint any other committees or the members of these committees;
- expend organizational funds to support a nominee for director; or

approve any transaction;

- to which the organization is a party and one or more Directors have a material financial interest; or
- between the organization and one or more of its Directors or between the organization or any person in which one or more of its Directors have a material financial interest.

7.02 COMMITTEE MEETINGS AND ACTION

Meetings and action of the Committees shall be governed by and held and taken in accordance with, the provisions of Article VI of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the Committee and its Members for the Board of Directors and its Members, except that the time for regular meetings of Committees may be determined either by resolution of the Board or by resolution of the Committee. Special meetings of the Committee may also be called by a resolution. Notice of special meetings of Committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the Committee. Minutes shall be kept of each meeting of any Committee and shall be filed with organizational records. The governing body may adopt rules for the governing of the Committee not inconsistent with the provision of these Bylaws.



ARTICLE VIII - DUTIES OF THE BOARD OF DIRECTORS

8.01 BOARD OFFICERS

The affairs of the La Center Arts Council shall be managed by its Board of Directors. The Board shall have control of and be responsible for the management of the affairs and property of the Arts Council. The officers of the La Center Arts Council shall be an Executive Director, Director, Executive Secretary, Executive Treasurer, and an Executive Member. Other officers may be added in the future. Each Board member shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board.

8.02 THE EXECUTIVE DIRECTOR

The Executive Director shall be the chief member of the organization and shall preside at all meetings of the Arts Council and of the Board of Directors; shall appoint chairmen of all Committees and be an ex-officio member of all Committees except the nominating Committee; may appoint special Committees as required; and shall present a state of the Council report at the annual membership meeting.

8.03 THE DIRECTOR

In the absence or disability of the Executive Director, the Director shall perform the duties of the Executive Director, is first in succession to the Executive Director, and shall undertake such other duties as the Executive Director may assign. When so acting, the Director shall have all the legal powers of, and be subject to, all the restrictions upon the Executive Director. The Director shall normally accede to the office of Executive Director upon completion of the Executive Director's term of office.

8.04 THE EXECUTIVE SECRETARY

The Executive Secretary shall keep or cause to be kept a book of all minutes and actions of Directors and Committees. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Executive Secretary shall cause notice to be given of all meetings of Directors and Committees as required by the Bylaws; shall take a roll of attendance; read selected communications and handle such correspondence as requested; and shall be a custodian of all records of the Arts Council other than financial records, including a roster of Members in good standing. The Executive Secretary is third in succession to the Executive Director.



8.05 THE EXECUTIVE TREASURER

The Executive Treasurer shall be the lead Director for oversight of the financial condition and affairs of the organization. The Executive Treasurer shall oversee and keep the Board of Directors informed of the financial condition of the organization and of audit or financial review results. In conjunction with other Board members, the Executive Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the organization, are made available to the Board on a timely basis or as may be required by the Board.

The Executive Treasurer shall receive and deposit all revenues of the Arts Council; shall pay the bills of the Arts Council and disburse all moneys as the Board may direct; shall maintain a complete and accurate account of all funds received and disbursed; shall give a statement of finances upon request and present a complete financial report at the annual January meeting; shall maintain a record of dues paid by members; and submit annual filings to corresponding revenue agencies.

The Executive Treasurer shall perform all duties properly required by the Board or by the Executive Director. The Executive Director may appoint, with approval of the Board, a qualified fiscal agent or other member of the Board to assist in performance of all or part of the duties of the Executive Treasurer.

Two board members, the Executive Treasurer and one other board member approved by the Board, shall be assigned as legal representatives of LCAC to provide dual signatures on all checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of La Center Arts Council, with no exception.

ARTICLE IX – CONTRACTS, LOANS, CHECKS, INDEMNIFICATION

9.01 CONTRACTS AND OTHER WRITINGS

Except as otherwise provided by resolution or policy by the Board, all contracts, deeds, leases, grants, and other agreements of LCAC shall be executed on its behalf by the Executive Treasurer or other persons to whom the organization has delegated authority to execute such documents in accordance with policies approved by the Board.

9.02 CHECKS, DRAFTS

All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of LCAC, shall be signed by such officer or officers, agent or



agents, of the organization and in such a manner as shall from time to time be determined by a resolution.

Effective 09/12/2024, dual signatures shall be required on all checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of La Center Arts Council, with no exception. Said signatures will be those of the Executive Treasurer and one other Board member approved by the LCAC Board.

9.03 DEPOSITS

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the La Center Arts Council in such banks, trust companies, or other depository as the Board of Directors or a designated committee may select.

Effective 09/12/2024, the La Center Arts Council Board of Directors has selected the IQ Credit Union as its depository of choice and has opened a checking account at the IQ Credit Union located at 2 South 56th Place, Suite 204 - Ridgefield, WA 98642 - (360) 695-3441

9.04 LOANS

No loans shall be contracted on behalf of LCAC and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

9.05 INDEMNIFICATION

- 1) **Mandatory Indemnification.** The organization shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the organization against reasonable expenses incurred by him or her in connection with the proceedings.
- 2) **Permissible Indemnification.** The organization shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the organization, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- 3) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit or proceeding, as authorized by the board in the specific case, upon receipt of
 - a) a written affirmation from the director or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and



- b) an undertaking by or on behalf of the director or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the organization in these Bylaws.
- **Indemnification of Officers, Agents and Employees.** An officer of the organization who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The organization may also indemnify and advance expenses to an employee or agent of the organization who is not a director, consistent with Washington Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE X – MISCELLANEOUS

10.01 BOOKS AND RECORDS

The organization shall keep correct and complete books and a record of accounts and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by Committees of the organization. In addition, the organization shall keep a copy of the organization's Articles of Incorporation and Bylaws as amended to date.

10.02 FISCAL YEAR

The fiscal year of the organization shall be from January 1 to December 31 of each year.

10.03 CONFLICT OF INTEREST

The Board shall adopt and periodically review a conflict of interest policy to protect the organization's interest when it is contemplating any transaction or arrangement which may benefit any Director, affiliate or Member of a committee with Board-delegated powers.

10.04 NONDISCRIMINATION POLICY

The Directors, Members, and persons served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of La Center Arts Council not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin

10.05 BYLAW AMENDMENT

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,



- 1) that no amendment shall be made to these Bylaws which would cause the organization to cease to qualify as an exempt corporation under Section 501(c)(3) of the IRS tax code of 1986, or the corresponding section of any future Federal tax code; and,
- 2) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a two-thirds (2/3) vote of a quorum of Directors at a Board meeting.
- 3) that all amendments be consistent with the Articles of Incorporation.

ARTICLE XI - COUNTER-TERRORISM AND DUE DILIGENCE

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, the La Center Arts Council shall stipulate how the funds will be used and shall require the recipient to provide the organization with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US Based Charities" is not mandatory, La Center Arts Council willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

La Center Arts Council shall also comply and put into practice the Federal guidelines, suggestion, laws and limitation set forth by pre-existing by U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XII - DOCUMENT RETENTION POLICY

12.01 PURPOSE

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of La Center Arts Council records.



12.02 POLICY

Section 1 – General Guidelines

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, La Center Arts Council may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2 – Exception for Litigation Relevant Documents

La Center Arts Council expects all officers and Members to comply fully with any published record retention or destruction policies and schedules, provided that all officers and Members should note the following exception to any stated destruction schedule: If you believe, or the La Center Arts Council informs you that organizational records are relevant to litigation or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

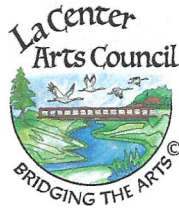
Section 3 – Minimum Retention Periods for Specific Categories

(a) Corporate Documents

Corporate records include the corporation's Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Tax Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records

Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.



(c) Employment Records/Personnel Records

State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable federal and state statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for 7 years.

(d) Board and Committee Materials. Meeting minutes should be retained in perpetuity in the organization's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the organization.

(e) Press Releases/Public Filings. The organization should retain permanent copies of all press releases and publicly filed documents under the theory that the organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the organization.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The organization should keep final copies of marketing and sales documents for the same period of time it keeps other organizational files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g. patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the organization:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The organization should keep all documents designated as containing trade secret information for at least the life of the trade secret.



(i) Contracts. Final, execution copies of all contracts entered into by the organization should be retained. The organization should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

(n) Electronic Mail. Email that needs to be saved should be either:

- (i) printed in hard copy and kept in the appropriate file; or
- (ii) downloaded to a computer file and kept electronically or on disk as a separate file.

The retention period depends upon the subject matter of the email, as covered elsewhere in this policy.

ARTICLE XIII - TRANSPARENCY AND ACCOUNTABILITY

DISCLOSURE OF FINANCIAL INFORMATION WITH THE PUBLIC

13.01 PURPOSE

By making full and accurate information about its mission, activities, finances, and governance publicly available, La Center Arts practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the organization are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the organization are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follows:



13.02 FINANCIAL AND IRS DOCUMENTS

La Center Arts Council shall provide its Internal Revenue forms 990, 1023 and 5227, Bylaws, Conflict of Interest Policy, and financial statements to the general public for inspection free of charge.

13.03 MEANS AND CONDITIONS OF DISCLOSURE

La Center Arts Council shall make "Widely Available" the aforementioned documents on its internet website: www.LaCenterArts.org to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) La Center Arts Council shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) La Center Arts Council shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

13.04 IRS ANNUAL INFORMATION RETURNS (Form 990)

La Center Arts Council shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 nor a review of the 990 is required under Federal law, the organization's Form 990 shall be submitted to each member of the board of directors (via hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

13.05 BOARD

- (a) All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.
- (b) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.



13.06 DONOR RECORDS

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the organization, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
- (d) donor records shall be made available to the board when requested.

ARTICLE XIV - CODE OF ETHICS AND WHISTLEBLOWER POLICY

14.01 PURPOSE

The La Center Arts Council requires and encourages Directors and Members to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The Representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of La Center Arts Council to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

14.02 REPORTING VIOLATIONS

If any Director or Member reasonably believes that some policy, practice, or activity of the La Center Arts Council is in violation of law, a written complaint must be filed by that person with the Director or the Executive Director.

14.03 ACTING IN GOOD FAITH

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

14.04 RETALIATION

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of the La Center Arts Council and provides La Center Arts with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.



La Center Arts shall not retaliate against any Director or Member who in good faith has made a protest or raised a complaint against some practice of La Center Arts Council or of another individual or entity with whom La Center Arts Council has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. La Center Arts Council shall not retaliate against any Director or Member who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of La Center Arts Council that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

14.05 CONFIDENTIALITY

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

14.06 HANDLING OF REPORTED VIOLATIONS

The Executive Director or Director shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the Board and its appointed Committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all Directors or Members and they shall have the opportunity to ask questions about the policy.

ARTICLE XV - AMENDMENT OF THE NONPROFIT BYLAWS

15.01 AMENDMENT

Any amendment to the Bylaws may be adopted by approval of a majority of the Board of Directors.

- These Bylaws may be amended without any prior notice at the annual January meeting of the Members. They may also be amended at any special meeting of the Members if the notice of the special meeting stated that the amendment of the Bylaws would be on the agenda and the proposed amendment was furnished to the members with the notice of the special meeting of the members.
- Members may initiate Amendments or Bylaw changes by submitting proposals to any Board member. The Board will review and edit these proposed changes as necessary and present them to the Membership as described in Article VI, Section 6.04.



AMENDMENT OF THE NONPROFIT BYLAWS of the LA CENTER ARTS COUNCIL

We, the undersigned, certify that:

1. We are the initial Directors or Incorporators of the Washington State nonprofit organization **LA CENTER ARTS COUNCIL** with the Entity Identification Number **99-3821394**.
2. We certify that the LCAC Bylaws have been amended by means of expansion to include important relevant items, redesigned to provide a streamlined layout of the material, and organized in such a manner as to simplify the task of locating information regarding how the organization operates.
3. The foregoing Bylaws are an amendment to the Bylaws that were initially approved and adopted on 8/26/2024.
4. We further certify that the above stated Amended Bylaws were approved by the La Center Arts Council Board of Directors on (date) 11/11/2024 and constitute a complete copy of the Bylaws of the organization.
5. We further declare under penalty of perjury under the laws of Washington State that the matters outlined in the certificate are true and correct according to our knowledge.

ADOPTED AND APPROVED by the Board of Directors on this 11th Day of Nov., 2024

Kirsten Peterson, Executive Director, La Center Arts Council
(Printed name)

Kirsten Peterson
(Signature)

11/11/2024

(Date signed)

ATTEST:

Kristine DuBois, Director, La Center Arts Council
(Printed name)

Kristine DuBois
(Signature)

11-11-24
(Date signed)



Cristina Masterson, Executive Secretary, La Center Arts Council
(Printed name)

Cristina Masterson
(Signature)

11-11-2024
(Date signed)

Sandra Pearson, Executive Treasurer, La Center Arts Council
(Printed name)

Sandra Pearson
(Signature)

11-11-2024
(Date signed)

Shannon Cluphf, Executive Member, La Center Arts Council
(Printed name)

Shannon Cluphf
(Signature)

11/11/2024
(Date signed)

Jurinda Swingruber, Literary Arts Director, La Center Arts Council
(Printed name)

Jurinda Swingruber
(Signature)

11/11/2024
(Date signed)

Tara McMahan, Social Media Director, La Center Arts Council
(Printed name)

Tara McMahan
(Signature)

11/11/2024
(Date signed)

Daniel Masterson, Honorary Patriarch, La Center Arts Council
(Printed name)

Daniel Masterson
(Signature)

11-11-2024
(Date signed)