

# THE CLAREMONT FORUM BY-LAWS

## ARTICLE I: NAME AND STATUS

The name of this organization is The Claremont Forum. It has been determined to be and shall be maintained as a nonprofit public charity in corporate form as described in Section 501 (c) (3) of the Internal Revenue Code, and is not a private foundation within the meaning of Sections 509 (a) (1) and 170 (b) (1) (A)(vi) of the same Code.

## ARTICLE II: PURPOSE AND FUNCTION

### A. Mission Statement

The mission of The Claremont Forum is to promote individual and social well-being through education, the arts, and wellness programs throughout Southern California and the United States.

### B. Activities include, but are not limited to, the following:

1. Educational workshops, classes, and art exhibits/performances
2. The Prison Library Project (PLP)
3. Book sales and rental of Claremont Forum space for programs
4. Farmer's and Artisan's Market held weekly

## ARTICLE III: MEMBERSHIP

The Corporation shall have no members. All corporate actions shall be approved by the Board of Directors as provided in these bylaws. All rights which would otherwise rest in the members shall rest in the Officers of the Corporation.

## ARTICLE IV: BOARD OF DIRECTORS

### A. Responsibilities and Functions:

The Board of Directors shall be the policy-making branch of the Claremont Forum and will maintain the direction, momentum, and cohesion of its programs.

The Board of Directors is corporately responsible for oversight of the affairs of The Claremont Forum. Its functions include managing property, determining organizational goals, objectives, and policies, formulating plans, developing necessary funds, meeting fiduciary obligations, electing officers, managing employees, and organizing committees as needed to carry out its functions.

### B. Eligibility

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All adults who live, work, or have substantial interests in the primary service area of The Claremont Forum as defined in Article II above, and who have a commitment to the purpose of The Claremont Forum shall be eligible to serve on the Board of Directors.

### C. Number of Board Members.

The Board of Directors of The Claremont Forum shall consist of the offices of President, Vice President, Secretary and Treasurer and any other members-at-large as appointed by the current officers.

The number of Board Members shall be not less than three (3); however, the number of voting Board Members may be increased or decreased to any odd number by the vote of the Board of Directors. Any change in the number of Board members shall receive the approval, by resolution, of the Board before it becomes effective. All Board Members shall be appointed by those remaining duly qualified Board Members.

### D. Nomination and election of Board Members

The nominating committee shall produce a list of candidates willing to serve as Board members and officers. This list shall be presented to the Board of Directors at least thirty days prior to the annual meeting.

As soon as practical after the beginning of a new fiscal year, the annual meeting of The Claremont Forum shall be held for the purpose of election of officers of The Claremont Forum and any other business or transactions as shall come before the meeting. Notice shall be given not less than thirty days prior to said meeting date.

### E. Terms

Terms of office shall be three years. Board members may be elected to successive terms. Vacancies due to death, resignation, removal, change in number of elected officers, or other causes may be filled by election by the Board at any duly called and noticed meeting. Replacement members shall serve the remainder of the original term, and then be eligible for election to a subsequent full term.

### F. Voting

Each member of the Board shall have one vote on all matters before the Board. There shall be no voting by proxy.

### G. Resignation/Removal/Recusal

Any Officer of the Corporation may resign at any time by giving written notice to the President or Secretary of the Corporation. The resignation of any Officer 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.

Any Officer may be removed with or without cause at any time. Removal shall be a majority vote at a special or regular Board meeting with that purpose on the agenda. Proper notice must be given in writing thirty days prior to such a meeting and the

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vacancy in the Board of Directors caused by any such removal shall be filled in the manner specified in Section IV.E.

All Board members are required to abide by the decisions that were voted upon and documented in meeting minutes. If, for any reason, a Board member does not feel they can carry out a required responsibility, they can recuse themselves in order to allow another Board member to follow through with an action item. Acting in direct opposition is grounds for removal as defined in Section IV.G. Paragraph 2.

All Board members are required to participate in meetings and Forum responsibilities. If this requirement has not been met, then the Board can move for removal as defined in Section IV.G. Paragraph 2.

### H. Meetings

1. Regular meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as the Board may determine. Notice of regular meetings shall be given prior to the meeting.

2. Special meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by two or more of the Officers. Notice of each special meeting shall be mailed to each Officer, addressed to the Officer at his or her residence or usual place of business, at least ten days before the day on which the meeting is to be held, or to be delivered personally, by telephone, or by e-mail no later than five days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes. Any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all the Officers of the Corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting.

3. Location of meetings. The Board of Directors may hold its meetings at such place or places, within or without the State of California, as it may choose.

### I. Quorum

Except as otherwise provided by statute or by these Bylaws, a minimum of 51% of the Officers shall be required to constitute a quorum for the transaction of business at any meeting.

## ARTICLE V: OFFICERS

### A. Offices to be Filled

The officers of the Board and the Corporation shall include a President, Vice President, Secretary, and Treasurer. Other offices may be established by the Board at its discretion.

### B. Officer Terms

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### C. Election of Officers

The nominating committee shall provide each Board member with a list of officers thirty days prior to the annual meeting. The slate of officers shall be presented for vote at the annual meeting. A vote of a majority of duly qualified Board members shall be required to elect officers.

### D. Duties of the Officers

1. President. The President of the Corporation shall assume duties appropriate to that office. He/she shall preside at all meetings of the Board of Directors. The President shall be an ex-officio member of all standing committees.

2. Vice President. The Vice President shall have such powers and perform such duties as may be prescribed by the Board of Directors. In the event of absence or Claremont Forum By-laws disability of the President, the Vice President shall succeed to his or her power and duties in the order designated by the Board of Directors.

3. Secretary. The Secretary shall see that the proceedings of the meetings of the Board of Directors are kept. He or she shall, when directed to do so, notify the Board of Directors of all meetings, and perform such other duties as may from time to time be prescribed by the Board of Directors.

4. Treasurer. The Treasurer shall keep accurate accounts of all moneys received or disbursed by the Corporation. He or she shall see that deposits of all moneys, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as a majority of the Board of Directors shall designate. He or she shall have power to endorse for deposit all notes, checks and drafts received by the Corporation. He or she shall cause to be rendered to the President and the Board, whenever required, an account of all the transactions as Treasurer and of the financial status of the Corporation, and shall perform such other duties as may be prescribed by the Board of Directors or by the President and, in general, all duties incident to the office of Treasurer.

5. Executive Director. The Executive Director shall be an ex officio non-voting member of the Board and shall manage the day-to-day operations of the Claremont Forum according to the goals and policies established by the Board of Directors. He/she shall have the authority to employ, supervise, and release other staff members, contractors and consultants, and shall direct the work of administrative volunteers. He/she shall be responsible for expenditures of funds within an annual budget adopted by the Board of Directors, and shall perform other duties as specified by the Board. The Executive Director shall serve at the pleasure of the Board and at a salary and benefits level fixed by the Executive Committee and approved annually by the Board.

### E. Fiscal Authority of Officers

No Officer shall have any right, title or interest in or to the property of the Corporation.

All Officers of the Corporation may be authorized to withdraw funds or sign or cosign checks written against corporate financial accounts, within the policies established by the Board of Directors.

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## ARTICLE VI: COMMITTEES

### A. Standing Committees

1. The Executive Committee shall be comprised of the officers of the Board of directors and the immediate past President of the Board. The Executive Committee may take emergency action in the place of the Board between Board meetings, subject to ratification at the next scheduled Board meeting. Any expenditure of corporate funds outside of an adopted budget shall require approval of the Executive Committee. The Executive Committee shall have responsibility for performance evaluation and review of the Executive Director.

2. The Development Committee shall have the responsibility for planning and executing a targeted fundraising plan to include but not limited to corporate, foundation, and individual and planned giving and special events.

3. The Nominating Committee shall be composed of at least three Board members and shall be appointed at the annual meeting each year.

4. The Program Committee shall have the responsibility for planning and execution of both short-term and longer-term strategies for community outreach and programming consistent with the mission of the Claremont Forum.

### B. Other Committees

The Board may establish and/or disband other committees and ad hoc task groups of volunteers and/or employees/consultants for specific purposes as necessary to carryout the mission of the Claremont Forum.

## ARTICLE VII: GENERAL PROVISIONS

A. The Principal Office shall be registered and maintained in the City of Claremont, California.

B. The Fiscal Year shall be July 1 - June 30.

C. Indemnification: The organization may indemnify any person made party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he or she is or was an officer, or employee of the organization against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense of the action, suit, or proceeding or in connection with any appeal. The right to indemnification conferred by this section shall not restrict the power of the organization to make any indemnification permitted by law.

D. Insurance

E. An Annual Report and Minutes shall be kept as required by law at the principal office. The corporation's Federal tax return (Form 990 and accompanying schedules) shall be

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deemed acceptable as an alternative to a published annual report document. Minutes and copies of tax returns shall be available for public inspection as required by law.

### ARTICLE IX: AMENDMENTS

The Board of Directors may amend this corporation's By-laws as from time to time amended or restated, to include or omit any provision which could be lawfully included or omitted. Any number of amendments, or an entire revision or restatement of the By-laws, either may be submitted and voted upon at a single meeting of the Board of Directors and be adopted at such meeting a quorum being present, upon Claremont Forum By-laws receiving the affirmative vote of not less than two-thirds of the whole number of Directors.

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Secretary, The Claremont Forum Date