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**BYLAWS**  
**OF**  
**THE CENTER THEATER PRESERVATION GROUP, INC.**  
*A CALIFORNIA PUBLIC BENEFIT CORPORATION*

**ARTICLE 1**

**Name**

The Center Theater Preservation Group Inc., which within this document shall also be referred to as the "corporation."

**ARTICLE 2**

**Purpose and Objectives**

Our charitable and educational purpose is to restore, preserve, and operate the 1940's era Center Theater in Fremont, California, on a not-for-profit basis, for the benefit of the greater Fremont community. Fremont is the 4<sup>th</sup> largest city in the San Francisco Bay Area in population (203,600) and the second largest in size.

The theater will present performing arts and cinema, both by professional and non-professional artists.

A significant portion of this theater's bookings will be dedicated to use by community groups and educational, civic, and cultural organizations subsidized by grants.

Our goal is to restore and operate the Center Theater. This will:

- a) Lessen the financial burdens of our local government by providing a live theater facility at a time when the Fremont City government cannot afford to build and operate such a facility;
- b) Reduce neighborhood tensions by offering community organizations a local, centrally-located venue to share various cultural perspectives;
- c) Contribute to the diminishment of prejudice and discrimination by offering community organizations a place to gather and exchange ideas;
- d) Promote the arts by providing community organizations a theater with a rich history to present a broad range of diverse productions, lectures and readings;

- 1 e) Provide comfortable and safe theatrical facilities for senior, family, and children's groups;
- 2 f) Be a "town hall" central forum for meetings, symposiums and lectures, by community and
- 3 business groups.
- 4 g) Improve the quality of life for residents of the surrounding area and increase much-needed
- 5 commercial traffic to existing local businesses

**ARTICLE 3**

**Offices**

8 The principle office of the corporation for the transaction of business is located in Alameda  
9 County, Fremont, California.

10 The county of the corporation's principle office can be changed only by amendment of these  
11 By-laws and not otherwise. The Board of Directors may, however, change the principle office from  
12 one location to another within the named county by noting the changed address and effective date  
13 below, and such changes of address shall not be deemed an amendment of these By-laws:

14 \_\_\_\_\_ Dated: \_\_\_\_\_  
 15 \_\_\_\_\_ Dated: \_\_\_\_\_  
 16 \_\_\_\_\_ Dated: \_\_\_\_\_

17 The corporation may have other offices at such other places, within or without the State of  
18 California, where it is qualified to do business, as its business may require and as the Board of  
19 Directors may, from time to time, designate.

**ARTICLE 4**

**Directors**

**SECTION 1: NUMBER**

23 The corporation shall have at least five directors yet no more than eleven and collectively  
24 they shall be known as the Board of Directors. The number may be changed by majority vote of the  
25 Board of Directors.

**SECTION 2: COMPENSATION**

27 Directors shall serve without compensation except that they shall be allowed and paid their  
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1 actual and necessary expenses incurred in attending Directors meetings. Said compensation shall  
2 be subject to ratification by the Board of Directors and said ratification shall not be unreasonably  
3 denied. In addition, they shall be allowed reasonable advancement or reimbursement of expenses  
4 incurred in the performance of their regular duties. Said reimbursement shall be subject to  
5 ratification by the Board of Directors and shall not be unreasonably denied. Directors may not be  
6 compensated for rendering services to the corporation in any capacity.

### 7 **SECTION 3: REGULAR AND ANNUAL MEETINGS**

8 Regular meetings of Directors shall be held on the second Monday of each month, at 6:30  
9 p.m., unless such day falls on a legal holiday, or, a substitute date is approved by the Board of  
10 Directors. There shall be a minimum of 6 Board meetings per year.

11 Directors shall be elected by majority vote of the Board of Directors. All directors must be  
12 present and voting for the election of any Director.

### 13 **SECTION 4: QUORUM FOR MEETINGS AND VOTING**

14 A quorum shall consist of a majority of current directors. All Board decisions except changes  
15 to the Bylaws require a unanimous vote of no less than the majority of the directors present.  
16 Changes to the Bylaws require a unanimous vote of the majority of all current directors.

### 17 **SECTION 5: TERMS OF DIRECTORS**

18 All directors shall hold office for a period of 24 months. There shall be no limit to the  
19 number of terms a director may serve.

### 20 **SECTION 6: CONDUCT OF MEETINGS**

21 Meetings of the Board of Directors shall be presided over by the President of the Board or  
22 his/her chosen designate.

23 The Secretary of the corporation shall act as secretary of all meetings of the Board, provided  
24 that, in his or her absence, the presiding officer shall appoint another person to act as Secretary at  
25 the meeting. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised  
26 from time to time, insofar as such rules are not inconsistent or in conflict with these By-laws, with  
27 the Articles of Incorporation of this corporation, or with provisions of law.

1 **SECTION 7: ADDITIONAL LEADERSHIP**

2       A) Community Advocates Council: The corporation may, at the discretion of the Board of  
3 Directors, appoint up to fifty individuals to serve on its Community Advocates Council. This group  
4 will provide active leadership to the working committees of the Board and ensure that the mission  
5 and programs of the organization are shared throughout the community. Members of the Community  
6 Advocates Council must maintain active, paid membership in the organization.

7       B) Advisory Board: The corporation may, at the discretion of the Board of Directors, appoint,  
8 with no size limitations, individual advisors and collectively they shall be known as the Advisory  
9 Board. This group will be comprised of individuals who have distinguished themselves as  
10 community leaders and supporters of the Center Theater, and wish to lend their name and credibility  
11 to the project but not actively serve. Members of the Advisory Board must maintain an active, paid  
12 membership in the organization.

13       C) Alumni Board: The corporation may, at the discretion of the Board of Directors, appoint,  
14 with no size limitations, individual advisors who have previously served on the Board of Directors.  
15 Members of the Alumni Board must maintain an active, paid membership in the organization.

16 **SECTION 8: POWERS**

17       Subject to the provisions of the California Nonprofit Public Benefit Corporation laws and  
18 any limitations in the Articles of Incorporation and By-laws relating to action required, or permitted  
19 to be taken, the activities and affairs of this corporation shall be conducted and all corporate powers  
20 shall be exercised by or under the direction of the Board of Directors.

21 **SECTION 9: DUTIES**

22       Directors duties are defined by the laws of the State of California, the Articles of  
23 Incorporation and By-laws.

24 **SECTION 10: PLACE OF MEETINGS**

25       Meetings shall be held at the principal office of the corporation unless a location is otherwise  
26 provided by the Board. Any meeting, regular or special, may be held by conference telephone or  
27 similar communications equipment, so long as all directors participating in such meeting can hear  
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1 one another and a quorum is present on the call.

## 2 **SECTION 11: NOTICE OF SPECIAL MEETINGS**

3 Special meetings of the Board of Directors may be called by the President of the Board, the  
4 Secretary, or by any two directors, and such meetings shall be held at the principal office of the  
5 corporation or the prior meeting place of the Board of Directors.

6 Notification of special meetings must be provided within a minimum period of seven  
7 business days prior to the meeting.

## 8 **SECTION 12: ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

9 Any action required or permitted to be taken by the Board of Directors under any provision  
10 of law may be taken without a meeting, if all members of the Board shall individually or collectively  
11 consent in writing in advance to such action. Such written consent or consents shall be filed with  
12 the minutes of the proceedings of the Board. Such action by written consent shall have the same  
13 force and effect as the unanimous vote of the directors. Any certificate or other document filed  
14 under any provision of law which relates to action so taken shall state that the action was taken by  
15 unanimous written consent of the Board of Directors without a meeting and that the By-laws of this  
16 corporation authorize the directors to so act, as such statement shall be prima facie evidence of such  
17 authority.

## 18 **SECTION 13: VACANCIES**

19 A) Vacancies on the Board of Directors shall exist 1) on the death, resignation or removal  
20 of any director, and 2) whenever the number of authorized directors is increased.

21 B) The Board of Directors may declare vacant the office of a director who has been declared  
22 of unsound mind by a final order of court, or convicted of a felony, or been found by a final order  
23 or judgement of any court to have breached any duty under the California Nonprofit Public Benefit  
24 Corporation Laws.

25 C) Any director may resign effective upon giving notice to the President of the Board, the  
26 Vice President, the Secretary, or the Board of Directors, unless the notice specifies a later time for  
27 the effectiveness of such resignation. No director may resign if the corporation would then be left  
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1 without a duly elected director or directors in charge of affairs.

2 D) Any director who is absent from three consecutive board meetings without excuse given  
3 orally or in writing to the President of the Board shall be considered no longer a member of the  
4 Board of Directors.

5 E) Vacancies on the board may be filled by approval of the board or, if the number of  
6 directors then in office is less than quorum, by 1) the unanimous written consent of the directors then  
7 in office, or 2) the affirmative vote of a majority of the directors then in office at a meeting held a  
8 the principal office of the corporation.

9 F) A person elected to fill a vacancy as provided by this Section shall hold office for a term  
10 of 24 months or until his death, resignation or removal from office.

11 **SECTION 14: NON-LIABILITY OF DIRECTORS**

12 The directors shall not be personally liable for the debts, liabilities, or other obligations of  
13 the corporation.

14 **SECTION 15: INSURANCE FOR CORPORATE AGENTS**

15 The Board of Directors may adopt a resolution authorizing the purchase and maintenance of  
16 insurance on behalf of any agent of the corporation (including a director, officer, employee or other  
17 agent of the corporation) against any liability (other than for violating provisions of law related to  
18 self-dealing) asserted against or incurred by the agent in such capacity or arising out of the agent's  
19 status as such, whether or not the corporation would have the power to indemnify the agent against  
20 such liability under the provisions of California Nonprofit Public Benefit Corporation Law.

21 **ARTICLE 5**

22 **Officers**

23 **SECTION 1: OFFICERS and BOARD MEMBERS**

24 The minimum officers of the corporation shall be the President, Secretary, and Treasurer.

25 **SECTION 2: REMOVAL**

26 Any Director or Officer may be removed, either with or without cause, by majority vote of  
27 the Board of Directors, at any time.

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1 **SECTION 3: DUTIES OF OFFICERS**

2 Currently in review.

3 **ARTICLE 6**

4 **Execution of Instruments**

5 **SECTION 1: EXECUTION OF INSTRUMENTS**

6 The Board of Directors, except as otherwise provided in these By-laws, may by resolution  
7 authorize any officer, agent, or employee of the corporation to enter into any contract or execute and  
8 deliver any instrument in the name of and on behalf of the corporation, and such authority may be  
9 general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall  
10 have any power or authority to bind the corporation by any contract or engagement or to pledge its  
11 credit or to render it liable monetarily for any purpose or in any amount.

12 **SECTION 2: CHECKS AND NOTES**

13 A) Except as otherwise specifically determined by resolution of the Board of Directors, or  
14 as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and  
15 other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned  
16 by the President of the corporation.

17 B) By a majority vote of the Board of Directors a limitation may be established under which  
18 a check would require only one signature (either the President or the Treasurer). Any and all checks  
19 drawn in excess of this limitation would require both signatures.

20 C) By a majority vote of the Board of Directors up to two other members of the Board may  
21 be authorized to sign checks on behalf of the Board. This will not alter requirements for two  
22 signatures as provided above.

23 **SECTION 3: DEPOSITS**

24 All funds of the corporation shall be deposited from time to time to the credit of the  
25 corporation in such banks, trust companies, or other depositories as the Board of Directors may  
26 select.

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1 **SECTION 4: GIFTS**

2 The Board of Directors may accept on behalf of the corporation any contribution, gift,  
3 bequest, or devise for the charitable or public purposes of this corporation.

4 **ARTICLE 7**

5 **Corporate Records, Reports and Seal**

6 **SECTION 1: MAINTENANCE OF CORPORATE RECORDS**

7 The corporation shall keep at its principal office in the City of Fremont, California:

8 A) Minutes of all meetings of directors and committees of the board indicating the time and  
9 place of holding of such meetings, whether regular or special, how called, the notice given, and the  
10 names of those present and the proceedings thereof.

11 B) Adequate and correct books and records of account, including accounts of its properties  
12 and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and  
13 losses.

14 C) A copy of the Articles of Incorporation and By-laws as amended to date, with shall be  
15 open to inspection by the members at all reasonable times during office hours.

16 **SECTION 2: CORPORATE SEAL**

17 The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the  
18 principle office of the corporation. Failure to affix the seal to corporate instruments, however, shall  
19 not affect the validity of any such instrument.

20 **SECTION 3: DIRECTORS INSPECTION RIGHTS**

21 Every director shall have the absolute right at any reasonable time to inspect and copy all  
22 books, records and documents of every kind and to inspect the physical properties of the corporation.


23 **SECTION 4: ANNUAL REPORT**

24 The Board shall cause an annual report to be furnished to the Board not later than one hundred  
25 twenty days after the close of the corporation's fiscal year, which report shall contain the following  
26 information in appropriate detail:

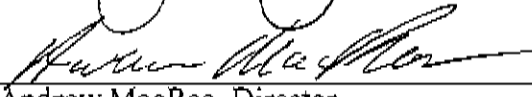
27 A) The assets and liabilities, including the trust funds, of the corporation as of the end of the  
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Dated: 5/10/04

  
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 Dirk Lorenz, Director

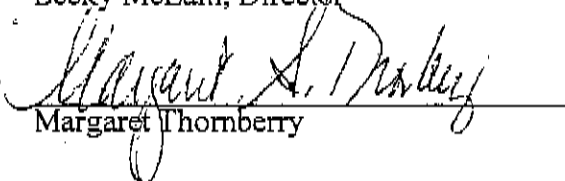
Dated: 5/10/04

  
 \_\_\_\_\_  
 Andrew MacRae, Director

Dated: \_\_\_\_\_

  
 \_\_\_\_\_  
 Becky McLain, Director

Dated: 4/13/04

  
 \_\_\_\_\_  
 Margaret Thornberry

1 fiscal year.

2 B) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

3 C) The revenue or receipts of the corporation, both unrestricted and restricted to particular  
4 purposes, for the fiscal year.

5 D) The expenses or disbursements of the corporation, for both general and restricted purposes.  
6 during the fiscal year.

7 The Board of Directors may require an independent evaluation of the annual report..

8 **ARTICLE 8**

9 **Fiscal Year**

10 The fiscal year of the corporation shall begin on the 1<sup>st</sup> of January and end on the 31<sup>st</sup> of  
11 December in each year.

12 **ARTICLE 9**

13 **Amendment of By-laws**

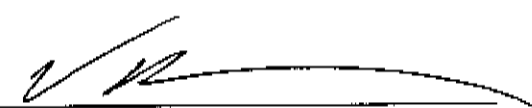
14 **SECTION 1: AMENDMENT**

15 Subject to any provision of law applicable to the amendment of by-laws of public benefit  
16 nonprofit corporations, these by-laws, or any of them, may be altered, amended or repealed and new  
17 by-laws adopted by majority vote of the Board of Directors.


18 **CERTIFICATE**

19 This is to certify that the foregoing is a true and correct copy of the by-laws of the corporation  
20 named in the title thereto and that such by-laws were duly adopted by the Board of Directors of said  
21 corporation on the date set forth below.

22 Dated: 5/10/04

  
Victor Backer, Director

24 Dated: 5/10/04

  
James Ferguson, Director

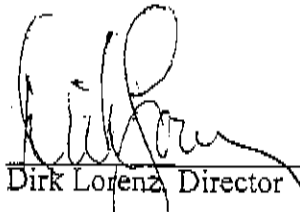
26 Dated: 3-26-04

  
Julie Gilson, Director

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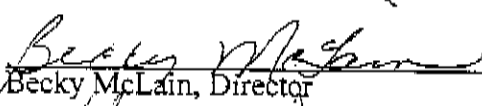
Dated: 5/16/04

  
Dirk Lorenz, Director

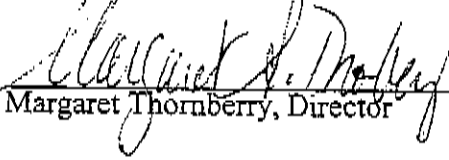
Dated: 5/10/04

  
Andrew MacRae, Director

Dated: 5/10/04

  
Becky McLain, Director

Dated: 4/13/04

  
Margaret Thornberry, Director

