

ARTICLES OF INCORPORATION

ARTICLE I

STAR Arts Education

1.01 Name

The name of this corporation shall be **STAR Arts Education**.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

STAR Arts Education is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. **STAR Arts Education's** purpose is to **teach and create educational learning opportunities that are fun and engaging focusing on the performing and visual and video arts. STAR Arts Education creates a safe place for youth to express themselves, to boost their confidence and poise, encourage their creative spirits and teach through hands on experiential projects the value of collaboration, teamwork, and the mutual respect necessary to create exceptional content distributed on the web and productions performed to live audiences of all ages.**

To maximize our impact on the arts provided for youth and their families, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes with a focus on the arts.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact in the education of our youth.

3.02 Public Benefit

STAR arts education is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

STAR Arts Education is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of **STAR Arts Education** shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

STAR Arts Education is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **STAR Arts Education** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the **STAR Arts Education** any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **STAR Arts Education** hereunder shall be selected by the discretion of a majority of the managing body of the **STAR Arts Education** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **STAR Arts Education** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of California.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of California to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation 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 Article III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

STAR Arts Education shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be **Javier Hurtado, President; Elaine Long, Vice President**

Janine Mortan, Secretary; Estrella Esparza-Johnson, Treasurer.

ARTICLE VI

MEMBERSHIP

6.01 Membership

STAR Arts Education shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

2460 Bridle Path Dr.

Gilroy, CA 95020

The mailing address of the corporation is:

777 First Street PBM 199

Gilroy, CA 95020

ARTICLE IX

Appointment of registered agent

9.01 Registered Agent

The registered agent of the corporation shall be:

Marilyn Abad-Cardinalli

P.O. Box 399

Gilroy, CA 95021

ARTICLE X

The incorporators of the corporation are as follow:

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of **STAR Arts Education** were approved by the board of directors on **February 22, 2014** and constitute a complete copy of Articles of Incorporation of the **STAR Arts Education**.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of **STAR Arts Education** and the initial directors named in these Articles of Incorporation on February 22, 2014.

[signatures and addresses]

INCORPORATOR

Marilyn Abad-Cardinalli, Incorporator
P.O. Box 399, Gilroy, CA 95021

DIRECTORS

Javier Hurtado, Director

Elaine Long, Director

Janine Mortan, Director

Estrella Esparza-Johnson, Director

Moira Casey, Director



STAR ARTS EDUCATION - Bylaws

Mission

STAR Arts Education provides excellent arts programs and learning experience to young people that are fun, engaging and educational. Through Positive experience on stage, screen and behind the scenes STAR Arts Education celebrates diverse communities and introduces young people to the joy of participating in the creative process.

Vision

STAR creates a performing arts (theatre, dance, music) learning community centered on fun and focused on young people creating learning and performing in joyful harmony. STAR embraces aspiring theater artists, professionals, and teachers who delight in working with children to share the love and joy of creating and performing outstanding theatre for audiences of all ages.

Core Values

- LOVE
- TRUST
- UNITY
- COMMUNITY
- IMAGINATION
- EXCELLENCE

BYLAWS

ARTICLE I Definitions

A. These Bylaws constitute the code of rules adopted by STAR ARTS EDUCATION for the regulation and management of its affairs.

Purposes and Powers

B. The purposes of the organization are as stated in its Articles of Incorporation. The organization shall have such powers as are now or may hereafter be granted by the State of California.

ARTICLE II Offices

2.01 The organization shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office and may have such other offices within or without the State of California as the Board of Directors may from time to time determine.

As of January 1, 2014, STAR Arts Education's registered office is:
2460 Bridle Path Dr. Gilroy, California

ARTICLE III Board Membership

Eligibility

3.01 1) The general membership shall be open shall be open to all of the members of the Board of Directors, Board Membership shall be open to all persons who establish to the reasonable satisfaction of the Board of Directors that they share the mission and goals of STAR Arts Education and are prepared to work actively for the accomplishment of those goals and the success of STAR Arts Education. There shall be no discrimination in membership on the basis of race, creed, sex, gender expression, national origin or any other basis whatsoever.

2) The Executive Director shall hold an ex officio position on the board as a non-voting member.

Transfer of Membership

3.03 Membership in the Board of Directors is not transferable or assignable.

Resignation

3.04 Any board member may resign by filing a written resignation with the Board President.

Termination of Membership

3.05 The Board of Directors by an affirmative vote of two-thirds of all the members of the Board may suspend or expel a member for cause after an appropriate hearing before the Board.

Reinstatement

3.06 Upon written request by a former member and filed with the Board President, the Board of Directors may by an affirmative vote of two-thirds of the members of the Board reinstate any former member.

Voting Rights

3.07 Each general member (with exception of the Executive Director) shall have one vote on each matter submitted to a vote of the members.

Monthly Meetings

3.08 The board shall meet monthly.

Special Meetings

3.09 Special meetings of the members may be called by the Board President or by a majority of the general members.

Place of Meeting of Members

3.10 Meetings of the members may be held at any place, which may be designated from the time to time by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be at the Office of STAR Arts Education.

Notice of Meetings

3.11 Public notice shall be posted in accordance with the Brown Act (72 hours in advance) and all board members will be notified via e-mail.

Quorum

3.12 A majority of the general members (more than half) shall constitute a quorum for any meeting of the members. If a quorum is not present at any meeting, no business may be transacted.

General Powers

4.01 The affairs of the organization shall be managed by its Board of Directors. The Board of Directors shall have authority to exercise all powers and perform all acts, which may be exercised and performed by the corporation itself, subject to the statutes of the State of California, the Articles of Incorporation and these Bylaws.

Number of Directors

4.02 The initial Board of Directors shall consist of five (5) directors, and the number of directors of this organization will not be fewer than three (3) at any time. The Board of Directors by unanimous vote of all the directors may elect additional directors to the Board provided that the number of initial directors shall not exceed 9.

Vacancies on the Board

4.03 Sentence does not make sense. How about " Any vacancy occurring on the Board of Directors or any Directorship may be filled by a unanimous vote of the Board of Directors.

Compensation

4.04 Directors as such, shall not receive any compensation for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the organization in any other capacity and receiving compensation therefore.

ARTICLE V Officers

Roster of Officers

5.01 The officers of this organization shall consist of the following personnel:

1. Board President
2. Vice President
3. Secretary
4. Treasurer
5. Executive Director (Ex officio)

Election and Term of Officers

5.02 The officers of the corporation shall be elected bi-annually by the Board of Directors at the regular September meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office

until his successor shall have been duly elected and shall have qualified or until his death, resignation or removal.

Multiple Office Holders

5.03 In any election of officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except the offices of Board President and Secretary must be held by separate individuals.

Removal

5.04 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Duties of Officers

Board President

5.05 The Board President will oversee all board activities. The Board President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

Vice President

The Vice President will perform all duties and exercise all powers of the Vice President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

Secretary

The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these By-Laws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Treasurer

The treasurer will have charge and custody of all funds of this organization. The treasurer will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the organization's properties and business transactions, will render reports and accounting to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors. These duties shall be performed in conjunction with the Executive Director of the organization.

ARTICLE VI **Contracts, Checks, Deposits, and Funds**

Contracts

6.01 The Board of Directors may authorize any officer or officers, agent or agents of the organization, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

Checks or Drafts

6.02 All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Two (2) signatures shall be required for all checks written to fulfill financial obligations approved by the Board.

Deposits

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

Gifts

6.04 The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII **Miscellaneous**

Maintenance of Books and Records

7.01 The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the organization may be inspected by any member at any reasonable time.

Fiscal Year

7.02 The fiscal year of the corporation shall begin on the first day of July and end on the thirtieth day of June in each year.

Waiver of Notice

7.03 Whenever any notice whatever is required to be given state and federal laws or under the provisions of the Articles of Incorporation or the Bylaws of the organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether to the giving of such notice.

ARTICLE VIII **Amendments to By-Laws**

8.01 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular meeting or at any special meeting. Alterations, amendments and repeal of any Bylaws herein must be approved by a majority vote during any regular meeting or at any special meeting.

ARTICLE IX **Corporate Seal**

9.01 The corporate seal shall have inscribed thereon the name of the corporation and the words: "Corporate Seal, California "

Board Member Position Descriptions

All positions work closely with the Executive Director and all Board materials (with the exception of some personnel matters) are distributed with prior staff review.

Board President (Chair)

1. Is a member of the Board.
2. Serves as the Chief Volunteer of the organization.
3. Is a partner with the Executive Director in achieving the organization's mission.
4. Provides leadership to the Board of Directors, who sets policy and to whom the Executive Director is accountable.
5. Chairs meetings of the Board after developing the agenda with the Executive Director.
6. Encourages Board's role in strategic planning.
7. Appoints the chairpersons of committees in consultation with the executive committee.
8. Serves *ex officio* as a member of committees and attends their meetings when available and invited.
9. Discusses issues confronting the organization with the Executive Director.
10. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
11. Reviews with the Executive Director any issues of concern to the Board.
12. Monitors financial planning and financial reports.
13. Plays a leading role in fund raising activities.
14. Formally evaluates the performance of the Executive Director and informally evaluates the effectiveness of the Board members.
15. Evaluates annually the performance of the organization in achieving its mission.
16. Performs other responsibilities assigned by the Board.

Vice President (Chair)

1. Is a member of the Board.
2. Performs responsibilities when the President cannot be available (see President position description).
3. Reports to the Board's President.
4. Works closely with the President and other members of the Board.
5. Participates closely with the President to develop and implement officer transition plans.
6. Performs other responsibilities as assigned by the Board (e.g. oversees Board development work).

Secretary

1. Is a member of the Board.
2. Maintains records of the Board and insures effective management of organization's records.
3. Manages minutes of Board meetings.
4. Ensures minutes are distributed to members shortly after each meeting.

5. The secretary should be familiar with all meeting and record-keeping regulations the board is subject to.

Treasurer

1. Is a member of the Board.
2. Reviews/manages finances of the organization with staff.
3. Is apprised of and administers fiscal matters of the organization.
4. In consultation with the Executive Committee and Executive Director, provides annual budget to the Board for members' approval.
5. Ensures development and Board review of financial policies and procedures.

Committee Chairs

1. Are members of the Board.
2. Set tone for the committee work.
3. Ensure that members have the information needed to do their jobs.
4. Oversee the logistics of committee's operations.
5. Report to the Board's Chair.
6. Report to the full Board on committee's decisions/recommendations.
7. Assign work to the committee members, set the agenda and run the meetings, and ensure distribution of meeting minutes.
8. Initiate and lead the committee's annual evaluation.

Board Members

1. Are members of the Board.
2. Attend a minimum of 75% of board meetings each fiscal year
3. Commit to attending at least three STAR Arts Education Special Events (Fundraisers, Alumni Events, STAR Summit, STAR Gilroy Performance, STAR San Juan Performance)
4. Participate in at least one board committee each fiscal year (general or board-related).
5. Donate or solicit a minimum of \$150 to STAR Arts Education operating expenses, with a minimum \$50 being a personal donation.
6. Stay apprised and provide consultation in all board related matters and tasks.
7. Actively solicit donations and cultivate donor stewardship for STAR Arts Education.
8. Actively seek and recruit additional Board members, when needed.
9. Commit to advocating for, communicating, and representing the mission and work of STAR Arts Education throughout personal and professional networks.

Current Board Members – FY 2013-14

Javier Hurtado (Board President) is an educator, playwright and director. He holds a BA in Interdisciplinary Studies from the California Institute of Integral Studies and is a proud graduate of the National Association of Latino Arts and Culture's(NALAC) Leadership Institute. Javier has been involved with the STAR Program since 1999 when he took a job at a talent supervisor for Mary Poppins and has remained a part of the STAR team, serving in various capacities ever since. He has spent the last 10 years of his career designing and managing youth programs.

Elaine Marshall Long (Vice President) is a graduate of Mills College with a BA in biology. Elaine is a STAR grandparent for five years which started when her grandson was enrolled in "Grease." Then she and her family noticed the positive effect of the STAR family's environment which produced a wonderful framework of respect, self confidence and self esteem for the participants. We knew that it is something special. Over the years, we observed that as the children matured, they passed on this positive effect to the younger ones. It is continuing process and the effect can be magic!

Janine Mortan (Board Secretary) is a Kindergarten teacher, past STAR Leader, and former STAR Kid. She holds a MA in Education from UC Berkley and a BA in Creative Arts and Political Science from San Jose State University. Janine has been involved with the STAR Program since she was a participant in the mid 90's. She returned as a STAR Leader in 2003. Working at STAR marked the beginning of Janine's career in education. Her work at STAR continues to inform her teaching in the classroom and inspires her to make the arts a part of every child's education.

Estrella Esparza-Johnson (Treasurer) is an actor, writer, producer and teacher. Estrella is a teledramatic artist working in the disciplines of acting, writing, dance, production and education. A second-generation member of El Teatro Campesino and a graduate of the School of the Arts, San Francisco. Recipient of the California Arts Scholar medal and champion of the Bay Area English-Speaking Union National Shakespeare Competition. She is a past STAR Leader and STAR Director and holds an AA degree in Theater and Television Performance from Gavilan College. Estrella is currently Executive Producer of Estronemicas DMR, a multi-media production company she began with her husband, Ron Johnson. Together they parent two sons, one of whom is a STAR kid.

Moira Casey McEwen (Member-at-Large) is an IBM Advisory Software Engineer, Aromas School Site Council member and STAR mom. She holds a BA from UC Berkeley and an MS in Data Communications from Golden Gate University. Moira has been involved with the STAR Program since 2010, when STAR put on a program at Aromas School. Our family was so impressed with the professionalism and leadership of the STAR Program, that we have participated every year. I am honored to be a founding board member.

Marilyn Abad Cardinalli (Founding Executive Director) recently retired as the Director of Gavilan College Theatre Arts and Television academic program. She spent over 37 years teaching, writing, producing and directing. She is the Founder and Executive Director of the STAR Program. Currently she is President of the Board of Governors for the Millennium Charter High School located in Salinas which opened in August 2013. Along with her husband, Joe they serve on the Boards of Directors of El Teatro Campesino in San Juan Bautista and the All Arts Connect Foundation. She holds and she holds a Masters in Theater and Related Technologies from San Jose State University and Post Graduate Certificate in Video Arts from University of Santa Cruz.