

AMENDED AND RESTATED BYLAWS OF WESTSIDE BALLET OF SANTA MONICA (YLC BALLET)

ARTICLE I

NAME AND PURPOSE

Section 1. Name.

The name of this corporation shall be YLC Ballet (the Corporation) also known as Westside Ballet of Santa Monica.

Section 2. Nonprofit Status.

The Corporation is organized as a California nonprofit public benefit corporation and shall be operated exclusively for charitable, educational, and artistic purposes within the meaning of Section 501(c)3 of the Internal Revenue Code.

Section 3. Purpose.

The Corporation exists to promote excellence in ballet performance and education; to present public ballet performances; to support the training and artistic development of dancers; to provide scholarships and outreach programs; and to advance access to dance education throughout the community.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be located in Los Angeles County, California, at such place as the Board of Directors may from time to time determine.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers.

The affairs, property, and business of the Corporation shall be managed under the direction of its Board of Directors.

Section 2. Number and Composition.

The authorized number of directors shall be no fewer than seven (7) and no more than twenty-one (21).

Section 3. Qualifications.

Directors shall be individuals committed to advancing the mission, fiduciary health, and long-term sustainability of the Corporation.

To preserve independent governance and avoid actual or perceived conflicts of interest, no person shall be eligible for nomination, election, or service as a voting member of the Board if such person is, at the time of nomination or service, the parent, legal guardian, or primary custodian of a child currently enrolled in Westside Ballet Academy.

In addition, no person who receives compensation from the Corporation, whether as an employee, independent contractor, consultant, or otherwise, shall be eligible for nomination, election, or service as a voting member of the Board during the period in which such compensation is received.

These restrictions are necessary to ensure impartial governance, protect objective decision-making, and preserve public trust in the Corporation's fiduciary oversight.

Section 4. Terms of Office.

Directors shall serve terms of three (3) years and may be reelected for unlimited successive terms. Any director seeking reelection shall submit in writing a statement describing their interest in continued service and how such continued service advances the mission and governance needs of the Corporation.

Section 5. Election and Vacancies.

Directors shall be elected by a majority vote of the Board of Directors. Vacancies shall be filled by a majority vote of the remaining directors. The election of directors shall occur at the Board's annual meeting and shall be conducted in accordance with the provisions of these Bylaws governing terms of office and the filling of vacancies.

Section 6. Removal.

Any director may be removed by two-thirds vote of the Board, with or without cause.

Section 7. Removal for Ethical Misconduct.

A director may be removed for breach of fiduciary duty, confidentiality violations, conflict of interest violations, harassment, abusive conduct, or conduct materially harmful to the Corporation, provided written notice and opportunity to respond are given.

Section 8. Ex Officio Non-Voting Members.

The following shall serve as ex officio, non-voting members of the Board:

- (a) The Artistic Director of Westside Ballet Academy;
- (b) The designated YLC accountant or financial accounting officer;
- (c) The President of the Westside Ballet Guild.

Ex officio members may attend meetings, participate in discussion, and serve in advisory capacities, but shall not vote and shall not count toward quorum.

Section 9. Board Emeritus.

The Board may confer Director Emeritus status upon former directors who have rendered distinguished service. Emeritus directors may attend meetings upon invitation and participate in discussion but shall not vote or count toward quorum.

ARTICLE IV

MEETINGS OF THE BOARD

The Board shall hold no fewer than four regular meetings annually, including one annual meeting. Special meetings may be called by the President, Executive Committee, or any three directors.

Notice of meetings shall be provided at least seven (7) days in advance. A majority of directors then in office shall constitute quorum.

Directors are expected to attend all regular and special meetings. Any director absent from three consecutive regular meetings without reasonable cause may be reviewed for removal.

Meetings may be conducted in person, by Zoom, videoconference, or any lawful electronic means, and remote participation shall constitute presence in person.

ARTICLE IV-A

PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Board and committees in all cases where applicable and not inconsistent with these bylaws or California law.

ARTICLE IV-B

MODE OF VOTING

Section 1. Default Mode of Voting.

Except as otherwise provided in this Article, the Board shall vote openly on all matters coming before it.

Section 2. Matters Requiring Anonymous Voting.

Notwithstanding Section 1, the Board shall vote by anonymous ballot on any matter involving the election, removal, appointment, or suspension of any director, officer, or employee, or on any other personnel matter.

Section 3. Discretionary Anonymous Voting on Non-Personnel Matters.

For a non-personnel matter, any director may move to decide it by anonymous ballot, but

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the matter proceeds by anonymous ballot only if the motion is approved by a majority of the directors present at a meeting at which a quorum is present.

ARTICLE V **OFFICERS**

The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. Officers shall be elected by the Board for terms of two (2) years and may be reelected without limitation.

The President shall preside over meetings and serve as principal volunteer officer.
The Vice President shall perform the duties of the President in the President's absence.
The Secretary shall maintain official records and minutes.
The Treasurer shall oversee financial stewardship and reporting.

ARTICLE VI **COMMITTEES**

Section 1. Standing committees.

Standing Committees shall include the *Executive Committee*, *Finance Committee*, *Development Committee*, *Governance Committee*, and *Capital Campaign Committee*.

Each standing committee shall meet at least quarterly. The Executive Committee shall meet monthly.

The Executive Committee shall consist exclusively of the President, Vice President, and Treasurer, and may act between Board meetings on urgent matters, except where prohibited by law or these bylaws.

Committee chairs shall be appointed by the President, subject to Board approval. The President may establish ad hoc committees as needed.

Section 2. Advisory Committees.

The Board of Directors may establish one or more Advisory Committees or Advisory Councils to provide expertise, counsel, recommendations, and community perspective on matters of importance to the Corporation. Advisory Committee members need not be directors and may include individuals possessing specialized knowledge, professional experience, artistic expertise, philanthropic leadership, or other qualifications beneficial to the Corporation.

Advisory Committees shall serve solely in an advisory capacity and shall possess no authority to govern the Corporation, bind the Corporation, exercise fiduciary powers, or vote on matters reserved to the Board of Directors. Advisory Committee members shall serve at the pleasure of the Board and for such terms as the Board may determine.

ARTICLE VII

EXECUTIVE LEADERSHIP

The Board shall oversee executive artistic and administrative leadership and establish reporting structures as appropriate to the needs of the Corporation.

ARTICLE VIII

ETHICS, CONDUCT, AND FIDUCIARY RESPONSIBILITY

Each director shall act in good faith, with reasonable care, loyalty, integrity, respect, confidentiality, and stewardship in the best interests of the Corporation.

Directors shall comply annually with the Corporation's Conflict of Interest Policy and shall place the interests of the Corporation above personal or professional interests.

ARTICLE IX

INDEMNIFICATION AND INSURANCE

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by California law.

The Corporation shall maintain Directors and Officers Liability Insurance in such amounts as the Board deems appropriate.

Indemnification shall not apply in cases involving fraud, willful misconduct, bad faith, or knowing violation of law.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall be July 1 to June 30.

ARTICLE XI

ADMINISTRATIVE REGULATIONS, POLICIES, AND PROTOCOLS

The Board of Directors may adopt and maintain administrative regulations, policies, procedures, and protocols as necessary for the effective governance, administration, and operation of the Corporation. Such regulations, policies, procedures, and protocols may supplement these Bylaws and shall be relied upon by the Board of Directors, officers, employees, committees, and agents of the Corporation in carrying out their respective duties and responsibilities, provided that they are not inconsistent with these Bylaws or applicable law. The Board may adopt, amend, or repeal such administrative regulations, policies, procedures, and protocols without amendment of these Bylaws.

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ARTICLE XII
AMENDMENTS

These bylaws may be amended by two-thirds vote of the directors present at any duly called meeting at which quorum is established.

ARTICLE XIII
DISSOLUTION

Upon dissolution, the assets of the Corporation shall be distributed exclusively for charitable purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATION

These Amended and Restated Bylaws were adopted by the Board of Directors of Westside Ballet of Santa Monica on Tuesday, August 11, 2026.


[Francine Taylor \(Aug 13, 2026 21:44:17 PDT\)](#)

Francine Taylor, Secretary of the Corporation


[Trish Blessing \(Aug 14, 2026 12:29:21 PDT\)](#)

Trish Blessing, President of the Corporation


[Allegra Clegg \(Aug 13, 2026 20:14:14 PDT\)](#)

Allegra Clegg, Vice President of the Corporation


[Richard Tahvildaran-Jesswein \(Aug 13, 2026 13:16:25 PDT\)](#)

Richard Tahvildaran-Jesswein, Treasurer of the Corporation