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Form **990-EZ**

**Short Form
Return of Organization Exempt From Income Tax**

OMB No. 1545-1150

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning July 1, 2009, and ending June 30, 2010

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization El Paseo Arts Foundation		D Employer identification number 20-5415860
		Number and street (or P.O. box, if mail is not delivered to street address) Room/suite P.O. Box 1185	City or town, state or country, and ZIP + 4 Port Isabel, TX 78597	E Telephone number 956-943-4700

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method: Cash Accrual
Other (specify) ▶

I Website: ▶ www.elpaseoarts.org

H Check ▶ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

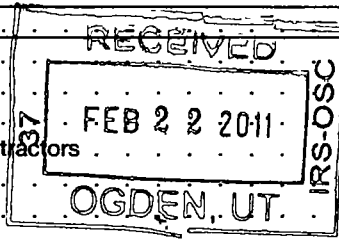
J Tax-exempt status (check only one) – 501(c) (3) ◀ (insert no.) 4947(a)(1) or 527

K Check ▶ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

		1	2	3	4	5a	5b	5c	6a	6b	6c	7a	7b	7c	8	9	10	11	12	13	14	15	16	17	18	19	20	21							
Revenue	1	Contributions, gifts, grants, and similar amounts received																								1	57823								
	2	Program service revenue including government fees and contracts																								2	27684								
	3	Membership dues and assessments																								3	7020								
	4	Investment income																								4	58								
	5a	Gross amount from sale of assets other than inventory																		5a															
	b	Less: cost or other basis and sales expenses																		5b															
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)																		5c	0														
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ▶ <input type="checkbox"/>																																	
	a	Gross revenue (not including \$ _____ of contributions reported on line 1)																		6a															
	b	Less: direct expenses other than fundraising expenses																		6b															
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)																		6c	0															
7a	Gross sales of inventory, less returns and allowances																								7a										
b	Less: cost of goods sold																								7b										
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)																								7c	0									
8	Other revenue (describe ▶ Miscellaneous)																								8	0									
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8																								9	92585									
Expenses	10	Grants and similar amounts paid (attach schedule)																								10	2631								
	11	Benefits paid to or for members																								11	0								
	12	Salaries, other compensation, and employee benefits																								12	0								
	13	Professional fees and other payments to independent contractors																								13	0								
	14	Occupancy, rent, utilities, and maintenance																								14	0								
	15	Printing, publications, postage, and shipping																								15	2777								
	16	Other expenses (describe ▶ Performance Expenses)																								16	77601								
	17	Total expenses. Add lines 10 through 16																								17	83009								
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)																								18	9576								
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)																								19	12257								
	20	Other changes in net assets or fund balances (attach explanation)																								20	0								
	21	Net assets or fund balances at end of year. Combine lines 18 through 20																								21	21833								



Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	13134	20751
23	Land and buildings	0	0
24	Other assets (describe ▶ Equipment, Props)	403	1082
25	Total assets	13537	21833
26	Total liabilities (describe ▶)	1280	0
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	12257	21833

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No. 106421

Form **990-EZ** (2009)

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Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
b	Did the organization file Form 1120-POL for this year?		✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		✓
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 39a		
b	Gross receipts, included on line 9, for public use of club facilities 39b		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		✓
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
41	List the states with which a copy of this return is filed. ▶ N/A		
42a	The organization's books are in care of ▶ Anne B. Weiss Telephone no. ▶ 956-761-4097 Located at ▶ 4109 Padre Blvd, South Padre Island, TX ZIP + 4 ▶ 78597		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		✓
	If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?		✓
	If "Yes," enter the name of the foreign country: ▶		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

	Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	<input type="checkbox"/>	<input checked="" type="checkbox"/>
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	<input type="checkbox"/>	<input checked="" type="checkbox"/>
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	<input type="checkbox"/>	<input checked="" type="checkbox"/>
49a Did the organization make any transfers to an exempt non-charitable related organization?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes," was the related organization a section 527 organization?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000 0

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 0

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here
 Signature of officer: Anne B. Weiss Date: 12/15/11
 Type or print name and title: Anne B. Weiss, Treasurer

Paid Preparer's Use Only
 Preparer's signature: _____ Date: _____
 Firm's name (or yours if self-employed), address, and ZIP + 4: _____
 Check if self-employed: Preparer's identifying number (See instructions): _____
 EIN: _____ Phone no.: _____

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33 1/3% support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	365	44465	3895	9412	64842	122979
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	2170	22892	26723	19327	27684	98796
3 Gross receipts from activities that are not an unrelated trade or business under section 513	0	0	0	0	0	0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
5 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
6 Total. Add lines 1 through 5	2535	67357	30618	28739	92526	221775
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0	0	0	0	0	0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	0	0	0	0	0	0
c Add lines 7a and 7b	2535	67357	30618	28739	92526	221775
8 Public support (Subtract line 7c from line 6.)						221775

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	2535	67357	30618	28739	92526	221775
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	0	34	30	15	58	137
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	0	0	0	0	0	0
c Add lines 10a and 10b	0	34	30	15	58	137
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	0	0	0	0	0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
13 Total support. (Add lines 9, 10c, 11, and 12.)	2535	67391	30648	28754	92584	221912

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a **33 1/3 % support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶

b **33 1/3 % support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

NONE

2009 Form 990-EZ

Part I – Line 10 – Grants and similar amounts paid – see attached schedule

Part I – Line 16 – Performance Expenses

Insurance	\$1740
Membership fees	\$165
Conference fees	\$200
Travel and entertainment	\$378
Misc. expenses	\$0
Advertising	\$6774
Catering	\$5346
Equipment rental	\$7388
Performance fees	\$47660
Gifts/awards	\$916
PayPal fees	\$136
In-kind expenses	\$3613
Printing & production	\$1857
Supplies & materials	\$1278
Security	\$150
Total performance expenses	\$77601

El Paseo Arts Foundation
Custom Transaction Detail Report
 July 2009 through June 2010

1:21 PM
 02/11/11

Date	Name	Memo	Original Amount	Paid Amount	Balance
Jul '09 - Jun '10					
7/17/2009	Harlingen Art Forum-Beachcombers	Sponsorship 2009	100.00	100.00	100.00
7/24/2009	Sand Castle Days, Inc		500.00	500.00	600.00
7/24/2009	PI Public Library	Summer Art Camp for Kids	450.00	450.00	1,050.00
1/5/2010	Camille Playhouse	Expense for Charlie Brown	500.00	500.00	1,550.00
1/12/2010	Our Lady Star of the Sea	Holiday Concert	200.00	200.00	1,750.00
1/12/2010	Laguna Madre Art League	Share for An Event of Note	131.00	131.00	1,881.00
2/4/2010	Camille Playhouse	Expense for Agnes of God	500.00	500.00	2,381.00
6/22/2010	The Brownsville Herald	Npps in the classroom 2010-2011 school y	250.00	250.00	2,631.00
Jul '09 - Jun '10				2,631.00	2,631.00

*EL PASEO ARTS FOUNDATION
 #20-5415860
 FORM 990-EZ
 PART I LINE 10*

EL PASO ARTS FOUNDATION
 FORM 990-EZ
 3:29 PM PART III OTHER PROGRAM SERVICES
 01/17/11 TOTAL PROGRAM SERVICES

#20-5415860
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El Paso Arts Foundation
 Custom Summary Report
 July 2009 through June 2010

	2009 Event of ...	2009 Villainy/...	2010 Agnes of...	2010 Atlantic ...	2010 AWSO 5/...	2010 Blythe S...	2010 Charlie ...
Income							
4000 Contributions and Support	21,900.00	0.00	0.00	0.00	32,310.00	0.00	0.00
4010 Yearly Membership	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4012 Lifetime Membership	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4020 Performance Income	6,515.00	3,450.00	2,860.00	2,040.00	4,235.00	2,880.00	3,395.00
4030 Mercado	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4050 Miscellaneous Income	131.00	0.00	0.00	0.00	232.00	0.00	0.00
4500 Interest Earned	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4900 In-Kind Donations	0.00	0.00	0.00	0.00	3,505.50	0.00	0.00
Total Income	28,546.00	3,450.00	2,860.00	2,040.00	40,282.50	2,880.00	3,395.00
Expense							
5000 Administrative Expense	0.00	0.00	0.00	0.00	111.45	0.00	0.00
5100 Insurance	0.00	0.00	0.00	0.00	157.37	0.00	0.00
5200 Internet Service	0.00	0.00	0.00	0.00	0.00	0.00	0.00
5210 Web Hosting	0.00	0.00	0.00	0.00	0.00	0.00	0.00
5220 Website Design/Maintenance	0.00	0.00	0.00	0.00	50.00	0.00	0.00
5300 Contributions to Events	0.00	0.00	0.00	0.00	0.00	0.00	0.00
5350 Membership Fee	0.00	0.00	0.00	0.00	0.00	0.00	0.00
5400 Conference Fees	0.00	0.00	0.00	0.00	0.00	0.00	0.00
5500 Travel And Entertainment	0.00	0.00	0.00	0.00	0.00	0.00	0.00
6000 Advertising	2,639.66	740.91	624.66	588.96	720.75	971.26	270.55
6010 Catering	1,000.00	0.00	750.00	750.00	346.40	1,000.00	1,000.00
6020 Equipment Rental	3,412.00	944.00	450.00	531.00	590.00	500.00	531.00
6100 Performance Fees	15,000.00	0.00	0.00	2,000.00	30,000.00	251.18	0.00
6200 Gifts/Awards	203.87	0.00	0.00	0.00	40.00	0.00	0.00
6350 Security	75.00	0.00	0.00	0.00	0.00	75.00	0.00
6400 Printing and Reproduction	672.41	274.19	0.00	0.00	56.47	0.00	100.75
6450 Supplies and Materials	0.00	565.08	0.00	0.00	213.20	329.99	170.31
6500 Pay Pal fees	12.85	0.00	15.87	0.00	55.03	0.00	10.79
6900 In-Kind Expenses	0.00	0.00	0.00	0.00	3,505.50	0.00	0.00
Total Expense	23,015.79	2,524.18	1,840.53	3,869.96	35,846.17	3,127.43	2,083.40
Net Income	5,530.21	925.82	1,019.47	-1,829.96	4,436.33	-247.43	1,311.60

EL PASO ARTS FOUNDATION
 FORM 990-EZ
 3:29 PM PART II OTHER PROGRAM SERVICES
 01/17/11 TOTAL PROGRAM SERVICES
 El Paso Arts Foundation
 Custom Summary Report
 July 2009 through June 2010

#20-5415860
 PAGE 2 OF 2

	Membership	Mercado	Unclassified	TOTAL
Income				
4000 Contributions and Support	0.00	0.00	0.00	54,210.00
4010 Yearly Membership	5,020.00	0.00	0.00	5,020.00
4012 Lifetime Membership	2,000.00	0.00	0.00	2,000.00
4020 Performance Income	70.00	0.00	0.00	25,445.00
4030 Mercado	0.00	1,425.00	0.00	1,425.00
4050 Miscellaneous Income	0.00	0.00	450.70	813.70
4500 Interest Earned	0.00	0.00	58.29	58.29
4900 In-Kind Donations	0.00	0.00	107.04	3,612.54
Total Income	7,090.00	1,425.00	616.03	92,584.53
Expense				
5000 Administrative Expense	28.13	0.00	1,552.09	1,691.67
5100 Insurance	0.00	0.00	1,582.24	1,739.61
5200 Internet Service	0.00	0.00	79.40	79.40
5210 Web Hosting	0.00	0.00	130.72	130.72
5220 Website Design/Maintenance	0.00	0.00	825.00	875.00
5300 Contributions to Events	0.00	0.00	2,631.00	2,631.00
5350 Membership Fee	0.00	0.00	165.00	165.00
5400 Conference Fees	0.00	0.00	200.00	200.00
5500 Travel And Entertainment	0.00	0.00	377.70	377.70
6000 Advertising	0.00	217.27	0.00	6,774.02
6010 Catering	500.00	0.00	0.00	5,346.40
6020 Equipment Rental	0.00	430.00	0.00	7,388.00
6100 Performance Fees	0.00	0.00	409.00	47,660.18
6200 Gifts/Awards	0.00	0.00	672.68	916.55
6350 Security	0.00	0.00	0.00	150.00
6400 Printing and Reproduction	0.00	0.00	752.89	1,856.71
6450 Supplies and Materials	0.00	0.00	0.00	1,278.58
6500 Pay Pal fees	21.07	0.00	20.25	135.86
6900 In-Kind Expenses	0.00	0.00	107.04	3,612.54
Total Expense	549.20	647.27	9,505.01	83,008.94
Net Income	6,540.80	777.73	-8,888.98	9,575.59

BYLAWS of EL PASEO ARTS FOUNDATION

Approved at January 2010 Annual Meeting

#20-5415860

ARTICLE I Name and Purpose

Section 1. Name

The name of this organization is El Paseo Arts Foundation. This Foundation shall maintain an official mailing address in Port Isabel, Cameron County, Texas.

Section 2. Purpose

The purpose of El Paseo Arts Foundation is as follows:

El Paseo Arts Foundation is a non-profit organization. The Foundation works to enrich our community by promoting awareness, understanding and appreciation of literary, visual and performing arts. Our ongoing goals are to present and support theater, music, visual and other art events, foster arts education, create an environment that nurtures local talent, feature our regional character, strengthen the role of the arts in the lives of children and youth, and provide venues for the arts. To this end, El Paseo Arts Foundation will encourage the arts in all their forms to facilitate the growth of our community into a regional arts destination.

Section 3. Limitations

El Paseo Arts Foundation shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II Membership

Section 1. Membership Eligibility

Membership shall include any person who, or organization that, has an interest in the purpose of the Foundation.

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Section 2. Obtaining Membership

Application for membership shall be accomplished in one of two methods:

1. Completing the application and payment on line at our web site at www.elpaseoarts.org
2. Completing the application form and payment provided for that purpose and signed by the applicant. Applications are available from any Board Director or our ticket outlets. An applicant shall become a member upon completion of the membership application and payment of the yearly fee.

Section 3. Types of Memberships

A. Student: A Student Membership is for an individual enrolled full-time in high school or post-high school educational endeavors and includes voting privileges. To be eligible, the prospective member must be enrolled in school and possess a valid student ID.

B. Individual: An Individual Membership is for one person who desires the privilege of voting.

C. Couple: A Couple Membership is for two people at a reduced annual rate. One vote per couple.

D. Organization Membership: An Organization Membership is for a business or organization. Voting privileges shall be awarded to only the authorized designee of each organization.

E. Lifetime Membership: A lifetime membership is available for an individual, a couple. In the case of a couple voting privileges are awarded to one person. The lifetime membership shall be offered for a one-time payment.

Section 4. Membership Fees & Benefits

1. Membership fees shall be established by the Board of Directors. Payment of fees must be made in advance annually by the anniversary date due. The anniversary date is one year after each member's initial dues payment.
2. Member benefits are established by the Board of Directors and may include discounts on tickets to events, special recognition on our web site and newsletters, and other benefits as approved.

Section 5. Termination of Membership

BYLAWS of EL PASEO ARTS FOUNDATION

Approved at January 2010 Annual Meeting

The Foundation Board may terminate or suspend a member for cause or unethical conduct after a hearing in Executive Session. The Board may terminate or suspend the voting privileges of any member who is in default of payment of dues for a period of one (1) month.

Section 6. Resignation of Membership

Any member may resign by filing a written resignation with the Secretary. No membership fees will be refunded. Members, who are not current in the annual fees and have not become current after notification by The Membership Committee, will be considered inactive.

Section 7. Guidelines for Fees

There will be no refund of membership fees and fees will not be pro-rated by month. All assessments made during membership tenure will be due at time of resignation.

ARTICLE III

Meetings of General Membership

Section 1. Annual Meeting

An annual meeting of members shall be held each January, at a time and place designated by the Board of Directors, beginning with the year 2006, for the purpose of announcing the newly-elected Foundation Board and approving the financial report. The meeting date can be changed by a majority vote of the Board of Directors upon a ten (10) day written notice.

Section 2. Regular Meetings

Regular meetings of the membership shall be held at a time and place designated by the Board of Directors.

Section 3. Member Participation

All members of the Foundation are privileged to attend all meetings and have the right to express their opinions upon all matters under discussion.

Section 4. Membership Meetings Agenda

Agendas for all meetings are prepared by the Chairperson. Proposed items for the agenda shall be approved by the Board Chairperson one week prior to the meeting.

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Approved at January 2010 Annual Meeting

If any proposed agenda item constitutes an amendment to the original bylaws, that proposed amendment shall be submitted as an addendum to the agenda.

Section 5. Voting

All members in any category in good standing (dues paid) shall be entitled to one vote on each matter submitted to the membership.

Any proposed agenda item shall be considered approved by a majority vote of members present.

Section 6. Place of Meetings

The membership shall meet at a place and time designated by the Foundation Board. The location and time shall be posted to the EPAF Web Site.

Section 7. Notice of Meetings

No notice is required for the annual or other membership meetings. The Foundation Secretary shall place a monthly reminder in the Port Isabel-South Padre Island Press.

Section 8. Quorums

1. For Board Meetings, a quorum shall consist of a simple majority of the members present. If a quorum is not present at any meeting, The Chairperson, or any officer present may adjourn the meeting.
2. For the Annual Meeting, a quorum is met if a majority of members are present.

Section 9. Proxies

The Foundation shall not recognize proxy votes.

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BYLAWS of EL PASEO ARTS FOUNDATION

Approved at January 2010 Annual Meeting

ARTICLE IV

Foundation Board, Officers and Elections

Section 1. Foundation Board Size

The Foundation Board shall consist of no less than six and no more than eleven elected directors. The immediate Past Chairperson shall serve as a director for one (1) year following the completion of his term. No person shall hold more than one (1) directorship. The Board shall determine officers from among the directors.

Section 2. Board Qualifications

Each member of the Board of Directors must be a member of the Foundation in good standing. Every effort should be made to represent geographical areas served and every aspect of the arts.

Section 3. Term of Office

The elected Board shall serve a 2-year term of office that will begin at the Annual Membership meeting in January. The initial Board under this set of bylaws was determined, by drawing, tenure of one (1) year or two (2) years in order to stagger the replacement of Directors. Directors shall be eligible for re-election for additional terms. Unless circumstances dictate, Directors choosing to resign must do so in writing to the Chairperson and if accepted by the Board, the resignation will be effective the day desired by the resigning Director. New directors appointed by the BOD shall be eligible to complete the term of the director they are replacing.

Section 4. Board Meetings

The Board of Directors shall meet monthly to determine Foundation policies, and to review activities and progress reports of committees.

A. Directors Agenda

Agendas for all Board meetings are prepared by the Chairperson. Proposed items for the agenda shall be approved by the Board Chairperson one week prior to the meeting. If any proposed agenda item constitutes an amendment to the original bylaws, that proposed amendment shall be submitted as an addendum to the agenda.

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B. Quorum

A quorum shall consist of a majority of the serving Board of Directors. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting. The Secretary shall determine if a quorum is present.

C. Voting

Any proposed agenda item that requires a vote of the Board shall be considered approved if a quorum is present and a majority of that quorum approved the item.

Section 5. Officers

The Board of Directors shall elect a Chairperson, Vice-Chairperson, Secretary, and Treasurer. Other officers may be appointed by the Chairperson subject to approval by a majority vote of a quorum of the Board of Directors. Chairs of Standing Committees shall be approved by the Board when a quorum is present. The chair has the authority to appoint committee chairs without approval of the board.

Section 6. Duties of Officers

A. The Chairperson shall be the Chief Executive Officer of the Foundation and preside at all meetings of the Foundation, be an ex-officio member of all committees, appoint chairmen of committees, and have the authority for the general and specific direction of the business of the Foundation.

B. The Vice-Chairperson shall assume the duties of Chairperson in the absence or inability of the Chairperson. In the case of a vacancy in the position of Chairperson, the Vice-Chairperson automatically becomes Chairperson for the unexpired term and, after thirty (30) days notice, an election shall be conducted by the Board of Directors to fill the unexpired term of the Vice-Chairperson. The Vice-Chairperson shall chair committees designated by the Chairperson.

C. The Secretary shall be responsible for keeping record of all Board meetings, membership meetings, providing minutes at subsequent meetings, preparing any correspondence and preparing the agenda for all meetings. The secretary shall have on hand at all times a current roster of members in good standing, provided by the Membership Committee.

D. The Treasurer shall have charge of the funds of the Foundation and submit a written report at each meeting of the Board and membership, pay all bills and receive all monies. A written financial statement shall be presented to

BYLAWS of EL PASEO ARTS FOUNDATION

Approved at January 2010 Annual Meeting

the Foundation Board and made available at the Annual Membership Meeting. The books shall be open to inspection by members. The Treasurer may enlist a professional tax expert or CPA to prepare the Annual Audit/Report and the tax return, subject to Board approval.

Section 7. Resignation, Termination and Absences

Resignation from the Foundation Board must be in writing and received by the Secretary. A Board member shall be dropped for absenteeism for four (4) unexcused absences in one calendar year. A Board member may be dropped for other reasons by a three-fourths (3/4) vote of the remaining directors. The Board of Directors shall appoint a member to fill any vacancy. See Article IV, Section 3 above.

**ARTICLE V
Committees**

Section 1. Committee Appointments

The Chairperson shall appoint all committee chairs and has the prerogative of appointing committee members or relegating this to the Committee Chair.

Section 2. Duties

Committees shall be the working units of the Foundation, through which its goals and purposes shall be implemented and accomplished. Each committee shall maintain records of its meeting, project activities and report to members at the regular meeting.

Section 3. Ex-officio Committee members

The Chairperson shall be an ex-officio member of all committees. The Chairperson may also appoint another director to be an ex-officio member of any committee.

Section 4. Committee Functions

It shall be the function of committees to investigate, make recommendations and implement Foundation goals. No committee shall represent the Foundation for, or against, any project without the specific authorization of the Board of Directors.

Section 5. Executive Committee

BYLAWS of EL PASEO ARTS FOUNDATION

Approved at January 2010 Annual Meeting

The executive committee shall consist of the officers of the Board of Directors. The executive committee shall meet as needed and shall act in the name of the board when authorized by the Board of Directors.

Section 6 Other Committees

The Board of Directors shall create any committees as needed.

ARTICLE VI

Nomination and Election of Directors

Section 1. Nominations and Election

The election of Directors shall be at the Annual January Members Meeting.

At the October Board meeting, the Chairperson shall appoint a Nominating Committee consisting of at least one (1) Director and two (2) persons from the general membership who shall, prior to the November meeting, prepare and submit for approval a list of nominees containing one-third (1/3) more than the number of existing vacancies. After the Board accepts the report of the Nominating Committee, the Chair of the Nominating Committee shall prepare a ballot with the slate of candidates to be distributed to each voting member through standard mail and/or email by December 1, with an enclosed numbered return envelope to eliminate duplicate votes. The list of members to receive ballots shall be provided to the Nominating Committee by the Chairman of the Membership Committee and consist only of Active Members whose dues are current at the time of mailing/emailing the ballots. The voting members return their ballots by mail not later than December 20. Also by December 20, sealed ballots may be hand delivered to any Board Member, who shall deliver the unopened ballot to the Secretary. The Nominating Committee shall tabulate ballots and the Board Chair shall announce results at the January meeting. At the next Board Meeting following the January Annual Meeting, the new Board of Directors will elect its officers. Officers will be posted to the EPAF Web Site and announced at the next general meeting.

Section 2. Representation

A. Every effort will be made to represent a spectrum of geographical locations within our community and to represent the arts in all of their aspects.

B. Selection shall take into account background and experience, the attendance at meetings, events and participation in the goals of the Foundation.

BYLAWS of EL PASEO ARTS FOUNDATION

Approved at January 2010 Annual Meeting

Section 3. Vacancy Replacements and Election

Vacancies in the Board of Directors shall be filled by the Board of Directors appointment, with approval at the next general meeting. An appointee may be a candidate for election to the Board at the next election in which his term expires.

Section 4. Indemnification

The Foundation may provide for indemnification of the Foundation and its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceedings, whether litigated or settled, in which they or any of them are made parties; or a party, by reason of having been a Director of El Paseo Arts Foundation.

Exception to the above paragraph applies in relation to matters in which such Director shall be adjudged to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 5. Balloting

A. Balloting upon motions and resolutions at all meetings shall be by "ayes" and "nays" unless otherwise required by the Chairperson.

B. Each member in good standing shall have one vote. A Couple, an Organization, and a Lifetime membership consisting of more than one person, shall have one vote.

C. No credence shall be given to proxies.

D. Voting for new directors shall be by secret written ballot by Active Members (dues paid) only.

E. One vote per membership category.

**ARTICLE VII
Amendments**

The Bylaws may be amended when necessary by a two-thirds (2/3) vote of members attending the annual meeting. Proposed changes must be presented to the membership for review at a monthly meeting prior to the annual meeting.

ARTICLE VIII

BYLAWS of EL PASEO ARTS FOUNDATION

Approved at January 2010 Annual Meeting

Executive Sessions

The Board of Directors, by a majority vote, may choose to meet in an Executive Session at which minutes may be suspended. During such session, only Directors may be present.

ARTICLE IX

Dissolution

Section 1. Definition

Dissolution will occur when El Paseo Arts Foundation has had no general meetings over a period of two (2) years.

Section 2. Funds and Distribution

The Foundation will use its funds only to accomplish the objectives and purposes specified in the bylaws and no part of said funds shall inure or be distributed to the members of the Foundation. Any funds remaining shall be distributed to one or more organizations as defined in IRS Section 501(c) (3) within two (2) years of dissolution. Distribution will be decided upon and accomplished by the two (2) signers on the depository account.

ARTICLE X

Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedures.

[Signatures on following page.]

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BYLAWS of EL PASEO ARTS FOUNDATION

Approved at January 2010 Annual Meeting

These bylaws were approved at a membership meeting of El Paseo Arts Foundation on January 7, 2010.

SIGNATURE

PRINTED NAME DATE

Chairperson _____

Vice Chairperson _____

Secretary _____

Treasurer _____

Board Members: _____

#20-5415860

BYLAWS of EL PASEO ARTS FOUNDATION

Approved at January 2010 Annual Meeting

EXHIBIT 1

EL PASEO ARTS FOUNDATION
PROPOSED BYLAWS AMENDMENT

Amendment(s) proposed for approval at meeting to be held _____ (date)

- | | | | |
|-----------------|-----------------|----|-------|
| <u>Accepted</u> | <u>Rejected</u> | 1. | _____ |
| | | | _____ |
| <u>Accepted</u> | <u>Rejected</u> | 2. | _____ |
| | | | _____ |
| <u>Accepted</u> | <u>Rejected</u> | 3. | _____ |
| | | | _____ |

Approved by Chairperson:

Signature

Printed Name

Attest by Secretary:

Signature

Printed Name

Date

Original to be attached to meeting's Minutes.

Copy to be submitted by the Secretary to Historical Committee for archival annotation in bylaws.

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BYLAWS of EL PASEO ARTS FOUNDATION
Approved at January 2010 Annual Meeting