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**Part II Balance Sheets.** (see the instructions for Part II.)

Check if the organization used Schedule O to respond to any question in this Part II

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	20591	19307
23 Land and buildings	0	0
24 Other assets (describe in Schedule O)	6856	1116
25 Total assets	27447	20423
26 Total liabilities (describe in Schedule O)	2025	5516
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	25422	14907

**Part III Statement of Program Service Accomplishments** (see the instructions for Part III.)

Check if the organization used Schedule O to respond to any question in this Part III

What is the organization's primary exempt purpose? **Encourage, support & promote the arts in lower LM area**  
 Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

**Expenses**  
 (Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

28 June 8-11 & June 13,14,18, 2011 - The Fantasticks - Musical theatre production supporting local thespians and promoting the arts with over 600 in attendance. Students were part of the cast. We received \$26370 of in-kind donations for this event (Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	38688
29 Feb. 7, 2011 Tapestry Dance Company-Texas non-profit tap dance organization. Support their purpose of developing a foundation in multi-form dance performance and education. Promoting the genre of dance. Over 300 in attendance including 20 local students. We received \$450 of in-kind donations for this event. (Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	19105
30 Feb. 23, 2011-Daedalus Quartet-Supporting this new generation of American string quartets. Promoting the classical music arts with this string ensemble. Over 150 in attendance with 20 music students from local area. We received \$3380 of in-kind donations for this event (Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	7340
31 Other program services (describe in Schedule O) (Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	13808
32 Total program service expenses (add lines 28a through 31a)	32	78941

**Part IV List of Officers, Directors, Trustees, and Key Employees.** List each one even if not compensated. (see the instructions for Part IV.)

Check if the organization used Schedule O to respond to any question in this Part IV

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-.)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Mary Hartman 835 Santa Isabel A7, Laguna Vista, TX 78578	Chairman - 10 hours	0	0	0
Darla Gilchrist P.O. Box 2625, South Padre Island, TX 78597	Vice Chairman - 10 hours	0	0	0
Anne Weiss 4109 Padre Blvd., South Padre Island, TX 78597	Treasurer - 10 hours	0	0	0
Billie Reilly 77 Santa Isabel, Laguna Vista, TX 78578	Secretary - 10 hours	0	0	0
Jody Hughes P.O. Box 40141, South Padre Island, TX 78597	Director	0	0	0
Alex Suczek P.O. Box 2411, South Padre Island, TX 78597	Director	0	0	0
Guy Blatnik 109 W. Sheepshead, South Padre Island, TX 78597	Director	0	0	0
Voncille Zama P.O. Box 207, Port Isabel, TX 78578	Director	0	0	0
JoAnn Evans P.O. Box 40171, South Padre Island, TX 78597	Director	0	0	0
Ramona Alcantara 1746 N. Shore Drive, Port Isabel, TX 78578	Director	0	0	0
Bill Beaty 14 Lakewood Drive, Laguna Vista, TX 78578	Director	0	0	0

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

Check if the organization used Schedule O to respond to any question in this Part V. [ ]

33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)
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, explain in Schedule O 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 a section 501(c)(4), 501(c)(5), or 501(c)(6) organization 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 (see instructions)?
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.
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 tax year covered by this return?
b If "Yes," complete Schedule L, Part II and enter the total amount involved
39 Section 501(c)(7) organizations. Enter:
a Initiation fees and capital contributions included on line 9
b Gross receipts, included on line 9, for public use of club facilities
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911; section 4912; section 4955
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 did it engage in an excess benefit transaction in a prior year that has not been reported on any of its 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
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization
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.
42a The organization's books are in care of Anne 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 and enter the amount of tax-exempt interest received or accrued during the tax year
44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
c Did the organization receive any payments for indoor tanning services during the year?
d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O

	Yes	No
<b>45</b> Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?		<input checked="" type="checkbox"/>
<b>a</b> Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)		<input checked="" type="checkbox"/>
<b>46</b> Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		<input checked="" type="checkbox"/>

**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 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI

	Yes	No
<b>47</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		<input checked="" type="checkbox"/>
<b>48</b> Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		<input checked="" type="checkbox"/>
<b>49a</b> Did the organization make any transfers to an exempt non-charitable related organization?		<input checked="" type="checkbox"/>
<b>b</b> If "Yes," was the related organization a section 527 organization?		<input 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**

**52** Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A  Yes  No

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 Weiss*  
 Date: *1/10/2011*  
 Type or print name and title: **Anne Weiss, Treasurer**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name	Firm's EIN			
	Firm's address	Phone no.			

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

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

**Public Charity Status and Public Support**

OMB No. 1545-0047

**2010**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization <b>El Paseo Arts Foundation</b>	Employer identification number <b>20-5415860</b>
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**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I      b  Type II      c  Type III—Functionally integrated      d  Type III—Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? . . . . .	11g(i)	
(ii) A family member of a person described in (i) above? . . . . .	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? . . . . .	11g(iii)	

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

**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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 <b>Total.</b> 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 <b>Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 <b>Total support.</b> Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions) . . . . .					12	
13 <b>First five years.</b> 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 2010 (line 6, column (f) divided by line 11, column (f)) . . . . .	14		%
15 Public support percentage from 2009 Schedule A, Part II, line 14 . . . . .	15		%
16a <b>33 1/3% support test—2010.</b> 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 <b>33 1/3% support test—2009.</b> 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 <b>10%-facts-and-circumstances test—2010.</b> 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 <b>10%-facts-and-circumstances test—2009.</b> 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 <b>Private foundation.</b> 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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

*DOES NOT INCLUDE SHORT PERIOD JAN-JUN 2011*

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	16106	30214	4210	30625	60726	141881
<b>2</b> 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	3992	26835	28155	23418	25037	107437
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513	0	0	0	0	0	0
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
<b>6 Total.</b> Add lines 1 through 5	20098	57049	32365	54043	85763	249318
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons	0	0	0	0	0	0
<b>b</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
<b>c</b> Add lines 7a and 7b	0	0	0	0	0	0
<b>8 Public support.</b> (Subtract line 7c from line 6.)						249318

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>9</b> Amounts from line 6	20098	57049	32365	54043	85763	249318
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	13	37	30	36	112	228
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	0	0	0	0	0	0
<b>c</b> Add lines 10a and 10b	13	37	30	36	112	228
<b>11</b> 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
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)	20111	57086	32395	54079	85875	249546

**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**

<b>15</b> Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	94 %
<b>16</b> Public support percentage from 2009 Schedule A, Part III, line 15	16	N/A %

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	0 %
<b>18</b> Investment income percentage from 2009 Schedule A, Part III, line 17	18	N/A %

**19a 33 1/3% support tests—2010.** 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—2009.** 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. Also complete this part for any additional information. (See instructions).

NONE

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

**Supplemental Information to Form 990 or 990-EZ**

OMB No. 1545-0047

**2010**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

**Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.**

**▶ Attach to Form 990 or 990-EZ.**

Name of the organization

**El Paseo Arts Foundation**

Employer identification number

**20-5415860**

**Form 990EZ Part I, Line 8 Other Revenue - See attached detailed schedule**

**Form 990EZ Part I, Line 16 Other Expenses - See attached detailed schedule**

**Form 990EZ Part II, Lines 24 and 26 - See attached detailed balance sheet for June 30, 2011**

**Form 990EZ Part III, Line 31 - See attached detailed schedule of program expenses**

**Form 990EZ Part V, Line 34 - Copy of amended ByLaws enclosed**

Name of the organization

Employer identification number

**El Paseo Arts Foundation**

**20-5415860**

**None**

Area with horizontal dashed lines for additional information.

2010 SHORT FORM 990EZ PART V LINE 34

**BYLAWS of EL PASEO ARTS FOUNDATION**  
Approved at \_\_\_\_\_ Board of Directors Meeting

#20-545860

**ARTICLE I**  
**Name and Purpose**

**Section 1.1. Name**

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

**Section 1.2. Purpose**

The purpose of EPAF is as follows:

EPAF is a non-profit organization. EPAF works to enrich EPAF's communities in the Laguna Madre vicinity of South Texas by promoting awareness, understanding and appreciation of literary, visual and performing arts. EPAF's 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 EPAF's regional character, strengthen the role of the arts in the lives of children and youth, and provide venues for the arts. To this end, EPAF will encourage the arts in all forms to facilitate the growth of EPAF's community into a regional arts destination.

**Section 1.3. Compliance With Law**

EPAF 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 2.1. Membership Eligibility**

Membership shall include any person or organization with an interest in the purpose of EPAF, and who completes an application form and pays the annual dues for membership.

### **Section 2.2. Obtaining Membership**

A prospective member shall apply for membership in one of two methods:

- A. By completing the application and paying the annual dues on line at the EPAF web site at [www.eipaseoarts.org](http://www.eipaseoarts.org)
- B. By completing the printed application form and paying the annual dues. Printed application forms can be downloaded online at [www.eipaseoarts.org](http://www.eipaseoarts.org) or obtained from any EPAF Board member.

An applicant shall become a member upon completion of the membership application and payment of the annual dues.

### **Section 2.3. Types of Memberships**

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

**2.3.2. Individual:** An Individual Membership is for one person.

**2.3.3. Couple:** A Couple Membership is for two people.

**2.3.4. Organization Membership:** An Organization Membership is for a business or organization.

**2.3.5. Lifetime Membership:** A lifetime membership is available for an individual or a couple. EPAF offers a Lifetime Membership for a one-time payment.

### **Section 2.4. Membership Dues & Benefits**

**2.4.1.** The Board of Directors shall establish membership dues. A member must pay annual dues before the member's anniversary renewal date in

order to continue to receive discounts on tickets to events or other member benefits as an active member. The Membership Committee will remind each active member, *via* e-mail, of the member's upcoming renewal date at least one month before expiration. Members are encouraged to renew membership online at our web site at [www.epaseoarts.org](http://www.epaseoarts.org). Members may also renew by check to El Paseo Arts Foundation, P.O. Box 1185, Port Isabel, TX 78578.

2.4.2 . Member benefits are established by the Board of Directors and may include discounts on tickets to events, special recognition on the EPAF web site and newsletters, and other benefits. Member benefits are available to all active members.

### **Section 2.5. Termination of Membership**

The EPAF Board may terminate or suspend a member for cause or unethical conduct after a hearing in Executive Session. Any active member who fails to renew during the month preceding the expiration of such member's membership will be moved to the "Inactive List" until renewal.

### **Section 2.6. Resignation of Membership**

Any member may resign by filing a written resignation with the Secretary. No membership dues will be refunded. There will be no refund of membership dues and dues will not be pro-rated.

## **ARTICLE III Membership Meetings**

### **Section 3.1. Annual Membership 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 EPAF Board of Directors and presenting the financial report. The meeting date can be changed by a majority vote of the Board of Directors upon a ten (10) day prior written notice posted on the EPAF website.

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### **Section 3.2. Member Participation**

All members of EPAF have the right to attend all member meetings and may express their opinions upon all matters under discussion.

### **Section 3.3. Membership Meetings Agenda**

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

### **Section 3.4. Place and Time of Meetings**

The Board of Directors shall designate the place and time for the annual meeting and any special membership meetings. The location and time for the annual meeting and any special membership meetings shall be posted to the EPAF web site and sent to members via the EPAF electronic newsletter.

### **Section 3.5. Notice of Meetings**

No notice is required for the annual or other membership meetings. These notices are to be posted on the EPAF web site.

## **ARTICLE IV EPAF Board, Officers and Elections**

### **Section 4.1. EPAF Board Size**

The Board of Directors shall consist of no less than six and no more than eleven directors. The immediate Past Chairperson may serve as a director for one (1) year following the completion of his or her term as an *ex officio* twelfth voting member. No person shall hold more than one (1) directorship. The Board shall determine officers from among the directors.

### **Section 4.2. Board Qualifications**

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

### **Section 4.3. Term of Office**

Each member of the Board shall serve a 2-year term of office that will begin at the Annual Membership meeting in January. The terms of Directors shall be staggered so that one-half of the Board is up for replacement each year. Directors shall be eligible for re-appointment for additional terms. Unless circumstances dictate, Directors choosing to resign must do so in writing to the Chairperson. The

resignation will be effective the day desired by the resigning Director. The Board of Directors may appoint a director to fulfill the remaining term of a vacant director position.

#### **Section 4.4. Board Meetings**

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

##### **4.4.1. 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, the wording of that proposed amendment shall be submitted as an addendum to the agenda, and the Secretary may make a record of the vote on each proposed amendment substantially in the form attached to these Bylaws as Exhibit 1

##### **4.4.2. Quorum**

A quorum shall consist of a majority of the then serving Board of Directors provided that a quorum shall not consist of less than 3 directors. If a quorum is not present at any meeting, a majority of the directors present may adjourn the meeting to another time and place. The Secretary shall determine if a quorum is present.

##### **4.4.3. 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 approve the item.

##### **4.4.4. Member Participation**

All members of EPAF have the right to attend director meetings (except when the Board is meeting in Executive Session) but may not express their opinions upon matters under discussion unless recognized by the Chair.

#### **Section 4.5. Proxies**

EPAF shall not recognize proxy votes.

## **Section 4.6. Officers**

4.6.1. The Board of Directors shall elect a Chairperson, Vice-Chairperson, Secretary, and Treasurer at the first meeting held after the Annual Meeting. The Chairperson may appoint other officers and chairs of committees, subject to approval by a majority vote of the Board of Directors. The Chairperson has the authority to appoint other committee chairs without approval of the Board.

### **Section 4.6.2. Duties of Officers**

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

4.6.2.2. 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 of the vacancy and, after thirty (30) days notice, the Board of Directors shall conduct an election to fill the unexpired term of the Vice-Chairperson. The Vice-Chairperson shall chair such committees as are designated by the Chairperson.

4.6.2.3. The Secretary shall be responsible for keeping record of all Board and membership meetings, providing minutes at subsequent meetings, preparing any correspondence and distributing 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.

4.6.2.4. The Treasurer shall have charge of the funds of EPAF and submit a written report at each Board and membership meeting, pay all bills and receive all monies. The Treasurer shall present a written financial statement to the EPAF Board and make it available to the members 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 4.7. Board Member Resignation, Termination and Absences**

Resignation from the EPAF Board must be in writing and received by the Chairman or Vice-Chairman. A Board member may be terminated for absenteeism for four (4) unexcused absences in one calendar year. A Board member may be terminated 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 Board vacancy.

### **ARTICLE V Committees**

#### **Section 5.1. Committee Appointments**

The Chairperson shall appoint all committee chairs (subject to Board approval) and has the prerogative of appointing committee members or delegating this to the committee chair.

#### **Section 5.2. Duties**

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

#### **Section 5.3. 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 5.4. Committee Functions**

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

#### **Section 5.5. Executive Committee**

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 5.6. Other Committees**

The Board of Directors shall create committees as needed.

## **ARTICLE VI Nomination and Election of Directors**

### **Section 6.1. Nominations and Election**

6.1.1. 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 expiring plus existing vacancies. Nominees for Board positions must be members of EPAF and be in good standing.

6.1.2. 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 for Board approval. The Secretary shall thereafter distribute to each voting member of the Board of Directors, through standard mail and/or email by December 1 (with an enclosed numbered return envelope to eliminate duplicate votes), the ballots. Alternatively, voting by the Board of Directors may be accomplished on-line via the EPAF web site if so desired by a majority of the Board. The list of Board members to receive ballots shall be provided to the Nominating Committee by the Chairman of the Membership Committee and shall consist only of Active Members whose dues are current at the time of mailing/emailing the ballots.

6.1.3. The voting members must return their ballots by mail or have completed voting on-line no later than December 15. Also by December 15, 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 Annual Meeting.

6.1.4. 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.

### **Section 6.2. Representation**

6.2.1. Every effort will be made to represent a spectrum of geographical locations within the EPAF targeted communities and to represent the arts in all of their aspects.

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

### **Section 6.3. Vacancy Replacements and Election**

Vacancies in the Board of Directors shall be filled by appointment by the Board of Directors. An appointee may be a candidate for election to the Board at the next Board election in which his/her term expires.

### **Section 6.4. Voting**

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

6.4.2. Each Board member in good standing shall have one vote.

6.4.3. No credence shall be given to proxies.

6.4.4. Voting for new directors shall be by secret written ballot by only the then active Directors.

6.4.5. There shall be one vote per Director per vacancy. Cumulative voting is not allowed.

### **Section 6.5. Indemnification**

6.5.1. EPAF may provide for indemnification of 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 EPAF.

6.5.2. Exception to the above paragraph applies to matters in which such Director shall be adjudged to be liable for gross 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 gross negligence or misconduct

## **ARTICLE VII**

## **Amendments**

The Bylaws may be amended by the Board of Directors.. Written notice of proposed amendments must be provided at least 5 business days in advance of any meeting at which the proposed amendment(s) is to be considered, via e-mail, regular mail and/or posting on the EPAF web site.

## **ARTICLE VIII 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 9.1. Definition**

Dissolution will occur when EPAF has had no meetings over a period of two (2) years.

**Section 9.2. Funds and Distribution**

EPAF 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 EPAF. Any funds remaining upon dissolution shall be distributed to one or more organizations as defined in IRS Section 501(c) (3) within two (2) years of dissolution. The two signers on the EPAF depository account(s) shall wind up the affairs of the corporation and shall distribute the remaining funds of the corporation in accordance with law and these Bylaws.

**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.]

These bylaws were approved at an EPAF Board of Directors meeting on \_\_\_\_\_, 2011.

**SIGNATURE**

**PRINTED NAME**

Chairperson \_\_\_\_\_

Vice Chairperson \_\_\_\_\_  
\_\_\_\_\_

Secretary \_\_\_\_\_  
\_\_\_\_\_

Treasurer \_\_\_\_\_  
\_\_\_\_\_

**Other Board Members:**

\_\_\_\_\_  
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EXHIBIT 1

EL PASEO ARTS FOUNDATION  
PROPOSED BYLAWS AMENDMENT

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

\_\_\_\_\_ 1.  
Accepted \_\_\_\_\_ Rejected \_\_\_\_\_

\_\_\_\_\_ 2.  
Accepted \_\_\_\_\_ Rejected \_\_\_\_\_

\_\_\_\_\_ 3.  
Accepted \_\_\_\_\_ Rejected \_\_\_\_\_

Approved by Chairperson: \_\_\_\_\_  
Signature \_\_\_\_\_  
Printed Name \_\_\_\_\_

Attested 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.

2010 SHORT PERIOD 990EZ PART III LINES 28-32  
 El Paseo Arts Foundation - # 20-5415860

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 09/30/11

El Paseo Arts Foundation  
 Custom Summary Report  
 January through June 2011

	2011 Compan...	2011 Daedalu...	2011 Fantasti...	2011 Manuel ...	2011 Tapestry ...	Admin	Membership	TOTAL
<b>Income</b>								
4000 Contributions an...	10 00	0 00	5,500 00	0 00	6,390 00	0 00	0 00	11,900 00
4010 Yearly Members..	0 00	0 00	0 00	0 00	0 00	35 00	2,580 00	2,615 00
4012 Lifetime Member...	0 00	0 00	0 00	0 00	0 00	0 00	1,000 00	1,000 00
4020 Performance In...	1,775 00	1,985 00	10,460 00	2,795 95	5,035 00	0 00	0 00	22,050 95
4500 Interest Earned	0 00	0 00	0 00	0 00	0 00	21 25	0 00	21 25
4900 In-Kind Donations	3,780 00	3,380 00	26,370 00	2,115 00	450 00	5,000 00	0 00	41,095 00
<b>Total Income</b>	<b>5,565 00</b>	<b>5,365 00</b>	<b>42,330 00</b>	<b>4,910 95</b>	<b>11,875 00</b>	<b>5,056 25</b>	<b>3,580 00</b>	<b>78,682 20</b>
<b>Expense</b>								
5000 Administrative E...	0 00	0 00	0 00	0 00	2 38	1,144 44	3 31	1,150 13
5100 Insurance	0 00	0 00	0 00	0 00	0 00	1,390 06	0 00	1,390 06
5200 Internet Service	0 00	0 00	0 00	0 00	0 00	174 70	0 00	174 70
5210 Web Hosting	0 00	0 00	0 00	0 00	0 00	130 00	0 00	130 00
5220 Website Design/...	0 00	0 00	0 00	0 00	0 00	1,150 00	0 00	1,150 00
5300 Contributions to ...	1,000 00	0 00	0 00	0 00	0 00	150 00	0 00	1,150 00
5350 Membership Fee	0 00	0 00	0 00	0 00	0 00	190 00	0 00	190 00
6000 Advertising	532 32	570 83	1,347 20	601 32	556 25	0 00	1 00	3,608 92
6010 Catering	1,000 00	750 00	0 00	750 00	2,360 00	0 00	800 00	5,660 00
6020 Equipment Rental	550 00	550 00	4,544 78	1,145 00	3,179 54	0 00	0 00	9,969 32
6100 Performance Fees	0 00	2,000 00	4,750 00	2,000 00	10,250 00	0 00	0 00	19,000 00
6130 - Talent Travel E...	0 00	0 00	0 00	0 00	1,933 06	0 00	0 00	1,933 06
6200 Gifts/Awards	0 00	0 00	0 00	0 00	0 00	44 90	0 00	44 90
6350 Security	0 00	0 00	0 00	60 00	0 00	0 00	0 00	60 00
6400 Printing and Rep...	112 00	84 00	212 21	148 25	325 03	0 00	0 00	881 49
6450 Supplies and Ma...	0 00	0 00	1,393 03	0 00	0 00	0 00	0 00	1,393 03
6460 - Storage Space ...	0 00	0 00	0 00	0 00	0 00	64 00	0 00	64 00
6500 Pay Pal fees	8 37	5 38	66 56	5 08	48 94	0 00	13 89	148 22
6510 -Credit card fees	0 00	0 00	4 40	0 00	0 00	0 00	0 00	4 40
6900 In-Kind Expenses	3,780 00	3,380 00	26,370 00	2,115 00	450 00	5,000 00	0 00	41,095 00
<b>Total Expense</b>	<b>6,982 69</b>	<b>7,340 21</b>	<b>38,688 18</b>	<b>6,824 65</b>	<b>19,105 20</b>	<b>9,438 10</b>	<b>818 20</b>	<b>89,197 23</b>
<b>Net Income</b>	<b>-1,417 69</b>	<b>-1,975 21</b>	<b>3,641 82</b>	<b>-1,913 70</b>	<b>-7,230 20</b>	<b>-4,381 85</b>	<b>2,761 80</b>	<b>-10,515 03</b>

X X X

El Paseo Arts Foundation

ID# 20-5415860

2010 Form 990-EZ -- Jan. 1, 2011 to June 30, 2011

*SHORT PERIOD*

Part I -- Line 10 -- Grants and similar amounts paid -- see attached schedule \$1150

Part I -- Line 16 -- Performance Expenses

Insurance	\$1390
Membership fees	\$190
Administrative expenses	\$1150
Travel and entertainment	\$0
Website design/maintenances expenses	\$1455
Advertising	\$3609
Catering	\$5660
Equipment rental	\$9969
Performance fees	\$20933
Gifts/awards	\$45
PayPal fees	\$148
In-kind expenses	\$41095
Printing & production	\$886
Supplies & materials	\$1393
Security	\$60
Storage Space Rental	\$64
Total Performance Expenses	\$88047

2010 SHORT PERIOD 990EZ PART II LINES 22-27

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09/30/11

El Paseo Arts Foundation - #20-5415860  
**Balance Sheet**  
As of June 30, 2011

	<u>Jun 30, 11</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
1000 Checking Account	13,123.81
1010 Savings Account	6,126.21
<b>Total Checking/Savings</b>	<u>19,250.02</u>
<b>Other Current Assets</b>	
1250 - Pledges Receivable	35.00
1300 - Prepaid Expense	22.30
<b>Total Other Current Assets</b>	<u>57.30</u>
<b>Total Current Assets</b>	19,307.32
<b>Fixed Assets</b>	
1720 Equipment, Props	1,082.35
<b>Total Fixed Assets</b>	1,082.35
<b>Other Assets</b>	
1350 - Deposit	35.00
<b>Total Other Assets</b>	<u>35.00</u>
<b>TOTAL ASSETS</b>	<u><u>20,424.67</u></u> ✓
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
Accounts Payable	2,940.00
<b>Total Accounts Payable</b>	<u>2,940.00</u>
<b>Other Current Liabilities</b>	
2100 Accrued Expenses	1,575.21
2120 Deferred Income	1,000.00
<b>Total Other Current Liabilities</b>	<u>2,575.21</u>
<b>Total Current Liabilities</b>	<u>5,515.21</u>
<b>Total Liabilities</b>	5,515.21
<b>Equity</b>	
Retained Earnings	25,424.49
Net Income	<u>-10,515.03</u>
<b>Total Equity</b>	<u>14,909.46</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>20,424.67</u></u>

2010 SHORT PERIOD 990EZ PART I LINE 8 OTHER REVENUE - IN KIND  
 ALSO SCH B PART II # 20-5415860  
 El Paseo Arts Foundation

12:27 PM  
 09/30/11

**Custom Transaction Detail Report**  
 January through June 2011

Type	Date	Num	Name	Memo	Class	Cir	Original Amount	Paid Amount	Balance
Jan - Jun 11									
General Journal	6/30/2011	149	SPI Convention Ce	Convention C	2011 Ma		2,115 00	2,115 00	2,115 00
General Journal	6/30/2011	149	SPI Convention Ce	Convention C	2011 Da.		3,380 00	3,380 00	5,495 00
General Journal	6/30/2011	149	SPI Convention Ce	277/11 Tapes	2011 Tap		450 00	450 00	5,945 00
General Journal	6/30/2011	149	SPI Convention Ce	3/24 Company	2011 Co		3,780 00	3,780 00	9,725 00
General Journal	6/30/2011	149	SPI Convention Ce	June 2011 F	2011 Fa		26,370 00	26,370 00	36,095 00
General Journal	6/30/2011	153	Darla Gilchrist	D Gilchrist a	Admin		5,000 00	5,000 00	41,095 00
Jan - Jun 11							<b>41,095.00</b>	<b>41,095.00</b>	<b>41,095.00</b>

2010 SHORT PERIOD 990EZ PART I LINE 10 GRANTS PAID

EI Paseo Arts Foundation - #20-5415860  
Custom Transaction Detail Report  
January through June 2011

12:30 PM  
09/30/11

Type	Date	Num	Name	Memo	Clr	Original Amount	Paid Amount	Balance
Jan - Jun 11	3/21/2011	1464	Museums of Port Is.	April 2011 refreshments		50.00	50.00	50.00
Check	3/24/2011	1468	Camille Playhouse	Company 3/24/11		1,000.00	1,000.00	1,050.00
Check	4/27/2011	1475	City of South Padre	Red Wine and Blues		100.00	100.00	1,150.00
Jan - Jun 11						<u>1,150.00</u>	<u>1,150.00</u>	<u>1,150.00</u>