MEETING DATE: **June 9, 2014**

AGENDA ITEM: **Consideration of (1) the Concept of Partnering with a 501c3 Culver City Centennial Celebration Committee (CCCCC) and (2) Drafting a Memorandum of Understanding (MOU) Between the Proposed CCCCC and the City.**

ATTACHMENT

BYLAWS OF
CULVER CITY CENTENNIAL CELEBRATION COMMITTEE INC.
A California Non Profit Public Benefit Corporation

ARTICLE I
OFFICES

__Section 1.__ **Registered Office**. The Culver City Centennial Celebration Committee Inc. (hereafter "CCCCC") shall at all times maintain in the State of California a registered agent, whose business office shall be the registered office of the CCCCC.

__Section 2.__ **Other Offices**. The CCCCC may also have such other offices within or without the State of California as the Board of Directors may, from time to time, designate, and as the business and affairs of the CCCCC may require.

ARTICLE II
PURPOSES

__Section 1.__ **Nature of Corporation**. The CCCCC is a nonprofit corporation formed under the laws of the State of California, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

__Section 2.__ **Primary Purposes**. The CCCCC is organized for the purposes set forth in its Articles of Incorporation that are filed with the State of California and specifically to plan and implement a celebration of the Centennial incorporation of the City of Culver City on September 20, 2017.

ARTICLE III
BOARD OF DIRECTORS

__Section 1.__ **General Powers**. The Board of Directors shall have the general power to manage and control the affairs and property of the CCCCC and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

__Section 2.__

a. Number, Election, and Term of Office. The Board of Directors shall consist of no less than five (5) and no more than seven (7) members. Directors need to be residents of the City of Culver City, CA. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of one (1) year and thereafter until his successor is elected and qualified.

b. No Designated Representatives On The Board. The Board of Directors shall use best efforts to include the participation and involvement of local government, the academic community, business community, non profit organizations and foundations serving the City of Culver City in planning and carrying out of the celebration of the Centennial incorporation of the City of Culver City on September 20, 2017.

__Section 3.__ **Vacancies**. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

__Section 4.__ **Annual and Regular Meetings**. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

Section 5. **Special Meetings**. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within the City of Culver City, CA, as the date, hour, and place for holding any special meeting of the Board called by them.

Section 6. **Notice**. Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by mail, telegram, facsimile or other means of electronic transmission to each Director at his address as shown in the records of the CCCCC. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If emailed, such notice shall be deemed to be delivered went successfully received by the recipients. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 7. **Quorum and Proxies**. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

Section 8. **Manner of Acting**. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. **Compensation**. Directors shall not receive any salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the CCCCC in any other capacity and receiving compensation therefor.

Section 10. **Informal Action**. Any action may be taken without a meeting of the Directors if consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 11. **Resignation; Removal**. (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the CCCCC or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office. If a representative of an organization resigns or is removed, the appointing organization shall be notified and requested to name a replacement director.

ARTICLE IV
REGULAR COMMITTEES

Section 1. **Purposes**. The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

Section 2. **Number, Election, and Term of Office**. The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors. Non-board members may be appointed to serve on regular committees.

Section 3. **Officers**. The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

<u>Section 4.</u> Vacancies. Vacancies in the membership of any committee shall be filled by the Board of Directors.

<u>Section 5.</u> Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

<u>Section 6.</u> Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

<u>Section 7.</u> Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE VII
OFFICERS

<u>Section 1.</u> Officers. The Officers of the CCCCC shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

<u>Section 2.</u> Election and Term of Office. The Officers of the CCCCC shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of one (1) year and thereafter until his successor shall have been duly elected and qualified.

<u>Section 3.</u> Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the CCCCC would be served thereby.

<u>Section 4.</u> Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

<u>Section 5.</u> President. The President shall be the chief executive officer of the CCCCC and, in general, shall supervise and control all of the business and affairs of the CCCCC. The President may sign, with the Secretary or any other proper Officer of the CCCCC authorized by the Board of Directors, any contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and the President shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

<u>Section 7.</u> Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

<u>Section 8.</u> Treasurer. The Treasurer shall be responsible for all funds and securities of the CCCCC receive and give receipts for monies due and payable to the CCCCC and deposit all such monies in the name of the CCCCC in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

__Section 1.__ **Contracts**. The Board of Directors may authorize any Officer or Officers, agent or agents of the CCCCC, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the CCCCC and such authority may be general or confined to specific instances.

__Section 2.__ **Checks, Drafts, and Similar Documents**. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the CCCCC shall be signed by such Officer or Officers and/or agent or agents of the CCCCC and in such manner as shall from time to time be determined by resolution of the Board of Directors.

__Section 3.__ **Deposits**. All funds of the CCCCC shall be deposited from time to time to the credit of the CCCCC in such Culver City banks, trust companies or other depositories as the Board of Directors may select.

__Section 4.__ **Gifts and Contributions**. The Board of Directors may accept on behalf of the CCCCC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the CCCCC Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of California, and any other relevant jurisdiction.

ARTICLE IX
BOOKS AND RECORDS

The CCCCC shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE X
FISCAL YEAR

The fiscal year of the CCCCC shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law of State of California or under the provisions of the Articles of Incorporation or the Bylaws of the Culver City Centennial Celebration Committee, Inc., a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII
CONFLICT OF INTEREST POLICY

__Section 1__: **Purpose.** The purpose of the conflict of interest policy is to protect the Culver City Centennial Celebration Committee's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the CCCCC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

__Section 2__: **Definitions**

a. Interested Person.
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest.
Any person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

i. An ownership or investment interest in any entity with which the CCCCC has a transaction or arrangement,

ii. A compensation arrangement with the CCCCC or with any entity or individual with which the CCCCC has a transaction or arrangement, or

iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the CCCCC is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, sub-section B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures

a. Duty to Disclose
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists
After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest
i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the CCCCC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the CCCCC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the CCCCC for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the CCCCC for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Culver City Centennial Celebration Committee, Inc., either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: Annual Statements
Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement annually (every October) or within 30 days of becoming a director, principal officer and member of a committee with governing board delegated powers, whichever is earlier, that affirms such person:

a. Has received a copy of the conflict of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the CCCCC is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews. To ensure the CCCCC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the CCCCC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE XIII
LIABILITY AND INDEMNIFICATION

Section 1. Liability: The liability of the Directors and Officers of the CCCCCfor monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. Indemnification: Except to the extent prohibited by California law, the CCCCC shall indemnify and hold harmless any person made or threatened to be made a party to any action, suit or proceeding, civil or criminal, by reason of the fact that such person is/was an Officer of the CCCCC against judgments, fines amounts paid in settlement, including attorney's fees incurred as a result of such action, suit or proceeding or any appeal therein. The foregoing right of indemnification shall be contingent upon a finding by a disinterested majority of the Board of Directors of the CCCCC, or, if a majority of the Board is not disinterested, then by independent legal counsel, that such person was acting in good faith within what such person reasonably believed to be the scope of such person's authority or employment and for a purpose which such person reasonably believed to be in the best interest of the CCCCC. The CCCCC is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the CCCCC and members through Bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California Corporation Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporation Code.

Section 3. Insurance: The Board of Directors may authorize the Culver City Centennial Celebration Committee to purchase insurance in order to meet its obligations under the terms and provisions of this Article.

ARTICLE XIV
AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

CERTIFICATE OF SOLE INCORPORATOR

The undersigned hereby declares and certifies:

1. I am the Sole Incorporator of the Culver City Centennial Celebration Committee, Inc., and

2. That the foregoing document consisting of eight (8) pages, including this page, constitutes the bylaws of the Culver City Centennial Celebration Committee, Inc., in their entirety, and have been adopted by action duly taken by the Sole Incorporator on the date set forth below.

3. Date of adoption: ______________________, 2014

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James B. Clarke, Sole Incorporator