Culver CITY

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CULTURAL AFFAIRS FOUNDATION BOARD SPECIAL MEETING AGENDA
October 27, 2010

PUBLIC COMMENT

The Cultural Affairs Foundation Board will listen to the public on any item on the agenda or item of interest that is not on the agenda. The Cultural Affairs Foundation Board cannot legally take action on any item not scheduled on the agenda. Such items may be referred for administrative action or scheduled on a future agenda.

If you wish to speak to the Foundation Board, please complete a Speaker's Card and present it to the Secretary before the agenda item is called. You will be called to the podium by name when it is your turn to speak to the Board.

PUBLIC COMMENT FOR ITEMS ON THE AGENDA

Persons wishing to speak on agenda items will be called at the time the agenda item is brought forward. Comments will generally be limited to five minutes per speaker; however, a three-minute limit may be declared by the Chair from time to time for agenda items for which many Speaker Cards have been submitted.

NOTE: AT OR ABOUT 11:00 P.M., FOUNDATION BOARD MEMBERS WILL DETERMINE WHETHER TO CONTINUE WITH DISCUSSION OF REMAINING ITEMS ON THE AGENDA OR TO CARRY SOME/ALL OF THE ITEMS OVER TO A FUTURE MEETING DATE.

PUBLIC COMMENT FOR ITEMS NOT ON THE AGENDA

A total of twenty minutes shall be devoted to audience participation at the beginning of the agenda. Speakers will be called on in the order cards were received by the Secretary. If additional time is needed, the Chair will allow for some at the end of the agenda.

When the Secretary calls your name, please advance to the podium, state your name and city of residence. Speakers must limit their comments to five minutes in length. A three-minute time limit may be declared by the Chair if there are a large number of individuals desiring to address the Commission.

CELL PHONES AND OTHER DISTRACTIONS

Use of cell phones, pagers and other communication devices is prohibited while the Commission meeting is in session. Please turn all devices off or place on a silent alert and leave the Chambers to use. During the meeting, please refrain from applause or other actions that may be disruptive to the speakers and the conduct of City business.

MEETING INFORMATION

Cultural Affairs Foundation meetings occur semi-annually in January and July of each year. Foundation Agenda information is available 72 hours before each meeting. To view the Cultural Affairs Foundation meeting agendas on line please visit http://www.culvercity.org/webcast.

ALD

Assisted Listening Devices are available through Cultural Affairs staff.

Agendas are
available on the web @
www.culvercity.org

AGENDA
Cultural Affairs Foundation Board
Special Meeting

October 27, 2010
Time 4:00pm
Patacchia Conference Room, First Floor
City Hall

CALL TO ORDER & ROLL CALL:

John Nachbar, CEO
Christine Hardin, Chair
Sofia Klatzker, Vice Chair
Renae Wiliams Niles, Treasurer
Marla Koosed, Secretary
Ronnie Jayne
Mercedes Paz-Slimp

PLEDGE OF ALLEGIANCE

PUBLIC COMMENT – Items Not On the Agenda

CONSENT CALENDAR *Note: Consent Calendar items are considered to be routine in nature and may be approved by one motion. Public requests to discuss Consent Calendar items must be filed with the Secretary before the Consent Calendar is called.*

C-1. Receive and file Secretary's Report on Posting of Agenda. ***Approve report.***

C-2. Minutes of the July 21, 2009 Semi-Annual Meeting. ***Approve minutes.***

lic requests to discuss Action Items must be filed with the Secretary before the item is called.

A-1. Introduction of New Members of the Board of the Culver City Cultural Affairs Foundation, Review of Duties of Officers and Election of Officers. ***Elect Officers.***

A-2. Approval of Resolution to Adopt Regular Meeting Dates in March and September and Approval of the Day, Time, and Place of Meeting. ***Adopt resolution.***

A-3. Amendment and Restatement of the Bylaws of Cultural Affairs Foundation. ***Adopt and Recommend Approval by City Council.***

A-4. Update on the City Council Adopted FY 2010-2011 Cultural Affairs Budget and Work Program. ***Receive and File***.

A-5. Update Regarding Grant Opportunities for the Cultural Affairs Foundation. ***Make Recommendation to Cultural Affairs Commission.***

Next Cultural Affairs Foundation Board
Regular Meeting
City Hall
_____, 2011

Upcoming Public Meeting Tentative Schedule –-October 2010

Date	Day	Time	Location
City Council			
October 4, 11, 25	*Monday*	7:00 PM	*Council Chambers*
Redevelopment Agency			
October 4, 11, 25	*Wednesday*	10:00 AM	*Council Chambers*
Parks and Recreation Community Service Commission			
October 5	*Thursday*	7:00 PM	*Council Chambers*
Cultural Affairs Commission			
October 12	*Tuesday*	7:00 PM	*Council Chambers*
Planning Commission			
October 13, 27	*Wednesday*	7:00 PM	*Council Chambers*
Civil Service Commission			
October 6	*Wednesday*	7:00 PM	*Council Chambers*

- *Times and dates may be changed.*
- *Meetings may be added or changed*

City of Culver City, California

Cultural Affairs Foundation Board Agenda Item Report

Meeting Date: 10/27/10		Item Number: A-1
AGENDA ITEM: Introduction of New Members of the Board of the Culver City Cultural Affairs Foundation, Review of Duties of Officers and Election of Officers		
Contact Person: Jeremy Green, Cultural Affairs	Phone Number: (310) 253-5764	
Fiscal Impact: Yes [] No [x]	General Fund: Yes [] No [x]	
Public Hearing: []	Action Item: [X]	Attachments: [X]
Public Notification: Cultural Affairs Commission Notification Email List (10/18/2010)		
Department Approval: Sol Blumenfeld (10/12/2010)	City Manager Approval: John M. Nachbar (10/14/2010)	

RECOMMENDATION:

That the Culver City Cultural Affairs Foundation Board (the "Board") introduce new Board members of the Cultural Affairs Foundation, review the duties of the office positions and Elect Officers, if necessary, for the 2009-2010 fiscal year.

BACKGROUND/ DISCUSSION:

INTRODUCTION OF NEW MEMBERS:

The City of Culver City has welcomed Mr. John Nachbar as Culver City's new City Manager. The Culver City Cultural Affairs Foundation Bylaws (Attachment 1) state that the City Manager of Culver City shall serve as the Chief Executive Officer (the "CEO") of the Board. As a new Board Member, John Nachbar's biography is attached. (Attachment 2.)

The Bylaws also state that the Chair and Vice Chair of the Cultural Affairs Commission sit on the Foundation Board (Article III, Section 2.B.) Because the Commission officers change annually, there may be new members to the Foundation board on an annual basis.

On Tuesday, July 13, 2010, The Cultural Affairs Commission met and elected Ronnie Jayne as the Chair and Marla Koosed as the Vice-Chair of the Commission. As a new Board Member, Ronnie Jayne's biography is attached. (Attachment 3.)

REVIEW OF DUTIES OF OFFICERS:

As stated in Article V of the Foundation Bylaws, the primary duties of the officers are as follows: The Chairperson shall preside at all Board meetings; the Vice Chairperson shall preside at meetings in the absence of the Chairperson; the Secretary shall provide notice of all Board meetings and maintain a set of minutes of all Board meetings; the Treasurer shall prepare and submit a written report reflecting the current financial condition of the Foundation at the semi-annual meeting in January and shall prepare and submit a year-end financial statement at the semi-annual July meeting; the CEO shall be a non-voting member of the Board and shall oversee day-to-day activities of the Foundation. All of these officer duties shall be assisted by the City Manager or his designee, which is typically Cultural Affairs staff.

ELECTION OF OFFICERS:

During the July 29, 2008 Foundation Board meeting, a discrepancy in the By-Laws regarding offices term limits was discussed and members clarified that the term of office for officers is two years, unless vacancies exist due to a change in the membership. Since officers were elected to their position at the July 21, 2009 meeting and all of the officers are still members, no election is required at this time.

FISCAL ANALYSIS:

There is no fiscal impact associated with this action at this time.

ATTACHMENTS:

1. Biographical Statements of New Board Members John Nachbar and Ronnie Jayne.

MOTION:

That the Cultural Affairs Foundation Board:

Maintain officers elected at the July 21, 2009 meeting for one more year.

MEETING DATE: October 27, 2010

AGENDA ITEM: Introduction of New Members of the Board of the Culver City Cultural Affairs Foundation, Review of Duties of Officers and Election of Officers.

ATTACHMENTS

CULVER CITY CULTURAL AFFAIRS FOUNDATION
BIOGRAPHICAL STATEMENTS OF NEW BOARD MEMBERS

JOHN NACHBAR, FOUNDATION CHIEF EXECUTIVE OFFICER (CEO)

City Manager John Nachbar officially joined the City of Culver City on August 16, 2010. Mr. Nachbar's notable resume includes a Bachelor's Degree in Political Science and a Masters Degree in Public Administration, both from the University of Kansas. He has previously served as the City Manager for the City of Overland Park, Kansas, a position he held for over ten years. Overland Park's population is currently over 173,000 residents. Mr. Nachbar's long, distinguished career includes serving as City Manager for the cities of Albany and Patterson in California. He also served as Deputy City Manager for the City of Tucson, Arizona prior to coming to Overland Park.

RONNIE JAYNE, FOUNDATION BOARD MEMBER

Ronnie Jayne was born and raised in Brooklyn, New York. She graduated Phi Beta Kappa, Summa Cum Laude with a BA in Political Science from Brooklyn College. After that, she did the next logical thing -- Moved to Las Vegas to work as a lounge singer, pianist and comedienne. She and her band performed in Nevada for the next 7 years. Ronnie moved to Southern California in 1986, and she started her own musical entertainment company, "Ronnie Jayne Music & A Song For You Productions" -- a company specializing in creating and performing custom songs and shows. In 1999 Ronnie and her husband Tom Camarella moved to Culver City. In 2004 Ronnie was appointed to the Cultural Affairs Commission, where she is currently Chair. Ronnie also serves on the Board of the Culver City Chamber of Commerce, is Entertainment Chair (and past-chair) of Culver City's Fiesta la Ballona, is President of the Culver City Democratic Club, and has served as Western Regional Vice President of the International Special Events Society.

City of Culver City, California

Cultural Affairs Foundation Board Agenda Item Report

Meeting Date: 10/27/10		Item Number: A-2
AGENDA ITEM: Approval of a Resolution to Adopt Regular Foundation Meeting Dates.		
Contact Person: Jeremy Green, Cultural Affairs	Phone Number: (310) 253-5764	
Fiscal Impact: Yes [] No [x]	General Fund: Yes [] No [x]	
Public Hearing: []	Action Item: [X]	Attachments: [X]
Public Notification: Cultural Affairs Commission Notification Email List (10/18/2010)		
Department Approval: Sol Blumenfeld (10/12/2010)	City Manager Approval: John M. Nachbar (10/14/2010)	

RECOMMENDATION:

That the Cultural Affairs Foundation Board (the Board) approve a resolution to designate regular meeting dates in March and September; approve the day, time, and place of meeting; the time of its annual meeting to elect officers; and recommend that the City Council approve the resolution.

BACKGROUND/ DISCUSSION:

Regular Meeting Date

The Bylaws of the Cultural Affairs Foundation (the Foundation) require that the Foundation set the time, place and date of regular Board meetings in accordance with the Brown Act. Until now, the Board had been holding special meetings, the date of which was determined at the end of the previous meeting.

By setting a regular meeting date, the Board can more easily plan to attend the meetings, since they will always occur on a specific day , place and time.

The Bylaws currently state the Regular Meetings will occur in January and July of each year.

These meeting dates were determined in 2006. After putting into practice, staff has determined that there are several benefits to changing the time of the year when meetings occur.

Staff recommends changing the meeting dates to March and September for the following reasons:

- Items could be approved for either fiscal or calendar years with a smaller time frame for implementation after approval. For example, the Foundation budget could be approved in March, rather than in January, allowing the Board to have a better idea of the administrative needs for the next fiscal year. Subsequently, the City Council would approve the budget in June and the new fiscal year would start in July.
- Cultural Affairs Commission (Commission) members that become Foundation members would have more notice for the next Foundation Board meeting. Currently the Commission Chair and Vice Chair are elected during the Commission meeting on the second Tuesday in July and then are expected to attend a Foundation Board meeting at the end of July.
- Currently, the fiscal year ends in June and year end statements are typically not completed by the July meeting date. If the meeting is held in September, statements could be finalized and presented for review.

Day, Time, and Place of Meeting

Wednesdays were selected as a result of a recent request of availability sent out to the Board when selecting potential dates for the current meeting. Staff recommends selecting the third Wednesday of March and September so as not to immediately precede or follow Commission meetings, which occur on the second Tuesday of each month. Staff recommends 4:00p.m.for the time of the meeting, which has been a effective meeting time for past meeting dates.

Annual Meeting to Elect Officers

The Bylaws currently state that officers shall be elected at the July meeting. The Cultural Affairs Commission elects officers at their July meeting. The Chair and Vice Chair of the Commission become new Board members. Changing the election date to the September meeting would allow the new Chair and Vice Chair of the Commission additional time to review the Board officer responsibilities, prior to the meeting date.

FISCAL ANALYSIS:

There is no fiscal impact associated with this action at this time.

ATTACHMENTS:

1. Draft of resolution designating its regular meeting place, day and time and time of its annual meeting to elect officers.

MOTION:

That the Cultural Affairs Foundation Board:

1. Approve a Resolution to adopt regular meeting day in March and September; Approve the day, time, and place of the regular meeting to be the third Wednesday of each March and September at 4:00p.m. in City Hall, 9770 Culver Blvd, Culver City, CA 90232; Approve September as the annual meeting date to elect officers; and Recommend for approval thereon to the City Council.

   OR

2. Approve a Resolution to adopt regular meeting dates in _______ and __________; Approved the day, time and place of the regular meeting to be the _______ of each March and September at ____ in City Hall, 9770 Culver Blvd, Culver City, CA 90232; Approve September as the annual meeting date to elect officers; and Recommend for approval thereon to the City Council.

MEETING DATE: October 27, 2010

AGENDA ITEM: **Approval of a Resolution to Adopt Regular Foundation Meeting Dates.**

ATTACHMENTS

	Pages
1. Draft of resolution to Adopt Regular Foundation Meeting Dates.	1-2

ATTACHMENT 1

RESOLUTION NUMBER CAF-2010-001

A RESOLUTION OF THE CULVER CITY CULTURAL AFFAIRS FOUNDATION, DESIGNATING ITS REGULAR MEETING PLACE, DATE AND TIME, AND THE TIME OF ITS ANNUAL MEETING ELECTING OFFICERS

WHEREAS, the Board of Directors ("Board") of the Culver City Cultural Affairs Foundation (the "Corporation") desires to establish its regular meeting place, dates and times pursuant to the Ralph M. Brown Act (constituting Government Code Section 54950 et seq.) ("Act") and the Amended and Restated Bylaws of the Corporation ("Bylaws");

NOW, THEREFORE BE IT RESOLVED, by the Board of Directors of the Culver City Cultural Affairs Foundation as follows:

Section 1. The above recital is true and correct.

Section 2. The new place, dates and time for regular meetings of the Board of Directors of the Corporation shall be _____ at 4. p.m. on the third Wednesday of each March and September during the calendar year, commencing March __, 2011.

Section 3. The Board shall hold the annual meeting to elect officers at its regular meeting in ___. No election is required to be held if there are no vacancies with respect to any offices.

Section 4. This Resolution is conditioned upon the approval by the City Council of Culver City of the Bylaws, which Bylaws were approved by the Board on _____ October, 2010, including a recommendation for approval thereon to the City Council.

ADOPTED, SIGNED and APPROVED this ____day of ____, 2010

____
CHAIR OF THE BOARD

Attest:

____
SECRETARY

I, ___________, Secretary of the Culver City Cultural Affairs Foundation, do hereby certify that the foregoing Resolution Number ______ was duly and regularly adopted by the Culver City Cultural Affairs Foundation at a special meeting thereof held on the __ day of October 2010, by the following called vote:

Ayes:
Noes:
Absent:

City of Culver City, California

Cultural Affairs Foundation Board Agenda Item Report

Meeting Date: 10/27/10	Item Number: A-3
AGENDA ITEM: Amendment and Restatement of the Bylaws of the Culver City Cultural Affairs Foundation	
Contact Person: Jeremy Green, Cultural Affairs	Phone Number: (310) 253-5764
Fiscal Impact: Yes [] No [x]	General Fund: Yes [] No [x]
Public Hearing: [] Action Item: [X]	Attachments: [X]
Public Notification: Cultural Affairs Commission Notification Email List (10/18/2010)	
Department Approval: Sol Blumenfeld (10/12/2010)	City Manager Approval: John M. Nachbar (10/14/2010)

RECOMMENDATION:

That the Cultural Affairs Foundation Board (the Board) approve and recommend adoption by City Council the amended and restated Bylaws of the Culver City Cultural Affairs Foundation (the Foundation.)

BACKGROUND/ DISCUSSION:

The Bylaws of the Foundation were executed on July 26, 2007 (Attachment 1.) After being put into effect, staff began compiling a list of any Bylaws that seemed unclear, open to interpretation or for which change might be beneficial. Staff received assistance from the Board's attorney, Anita Luck of Aleshire & Wynder, LLP, who recommended by Culver City's City Attorney's Office. The changes have been included in red in Attachment 2 entitled "Amended and Restated Bylaws."

ARTICLE III- BOARD OF DIRECTORS – Definition of a "Term"

Section 5 states that the members of the Board of Directors "serve a maximum of two terms or up to eight years, whichever is greater and only for so long as the commissioner who appointed that member remains on the Commission." The length of a term, however, is not defined and should be clarified in the Bylaws.

An assumption can be made that the intent of "two terms or up to eight years" was meant to define a term as a period of four years, based on the length of time that a commissioner, who appointed that member, remains on the Cultural Affairs

Commission (the Commission.) For example, if a commissioner appoints a member but is only on the Commission for one year, then the Board member will have completed a first term (of one year.) If the replacing commissioner were to re-appoint, the member would be eligible to serve an additional term.

Staff recommends defining a “term” as a period of up to four years.

ARTICLE IV – OFFICERS – Clarification of Election Process:

At the July 29, 2008 meeting of the Board, there was a discussion regarding the election of officers. In Article IV, Section 2, it states that officers are elected for a two-year term. In Article IV, Section 3 it states that elections are to be held annually, which seem to be contradictory.

Dr. Luther Henderson III, a former Board member, who helped to draft the Bylaws of the Board, when he was a Cultural Affairs commissioner, clarified the intent of the language to mean that elections are to be held annually only if needed, due to a change in the membership which would leave an office vacant. This new language appears in Sections 3 and 4.

The word “may” was changed to “will” in section 2 to clarify when a term could expire earlier than the defined two year length.

The word “voting” was added before the word “member” in Sections 3 and 5, as well as in Article IX - POWERS, Sections 1 and 3, to further define a “majority” vote.

ARTICLE V – DUTIES OF OFFICERS

Section 2 changes the date of the budget preparation to one month earlier so that the budget can be prepared by the March meeting.

ARTICLE VI – VACANCIES

Clarifying language has been added.

ARTICLE VII – MEETINGS

Section 3 of the Bylaws states that “during every calendar year, a Semi-Annual Meeting shall be held during the month of July following the July Cultural Affairs meeting and another Semi-Annual Meeting shall be held during the month of

January." In accordance with the Brown Act, the time, place and date of regular meetings is required to be further defined in a resolution. The previous agenda item, when approved, defines the time place and day of Regular Meetings and new language has been added in this article to reflect the further definition. Due to the change of meeting months, references to meetings in January and July have been removed where appropriate.

Should the amended and restated Bylaws of the Foundation be approved by the Foundation and the Commission and adopted by the City Council, then the attached resolution draft shall be finalized and executed.

FISCAL ANALYSIS:

There is no fiscal impact associated with this action at this time.

ATTACHMENTS:

1. Bylaws of the Culver City Cultural Affairs Foundation.

2. Draft of the Amended and Restated Bylaws of the Culver City Cultural Affairs Foundation.

3. Draft of Resolution of the Culver City Cultural Affairs Foundation Approving the Amended and Restated Bylaws.

MOTION:

Adopt and Recommend Approval by City Council the amended and restated Bylaws of the Culver City Cultural Affairs Foundation.

MEETING DATE: October 27, 2010

AGENDA ITEM: **Amendment and Restatement of the Bylaws of the Culver City Cultural Affairs Foundation.**

ATTACHMENTS

ATTACHMENT 1

BYLAWS OF THE CULVER CITY CULTURAL AFFAIRS FOUNDATION

ARTICLE I - NAME AND OFFICE

Section 1. The name of this corporation shall be the Culver City Cultural Affairs Foundation, hereinafter referred to as the "Foundation."

Section 2. The principal office for the transaction of the business of the Foundation is located at Culver City, Los Angeles County, California.

ARTICLE II - PURPOSE AND LIMITATION

Section 1. The purpose of the Foundation shall be as stated in the Articles of Incorporation, which is to promote and support the historic preservation, public art and cultural programming services in Culver City by coordinating and actively pursuing outside funding sources for those programs.

Section 2. The Foundation is a tax-exempt, charitable corporation and shall be non-profit, non-sectarian and non-political in all its policies and activities and at all times shall be operated, exclusively for the benefit of, to perform the function of, and to carry out the purposes described herein within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, the Regulations adopted thereunder, and the corresponding provision of any applicable future United States Internal Revenue Law and Regulations (hereinafter collectively referred to as the "Code").

Section 3. In carrying out its purpose, the Foundation shall not, in any manner, be utilized to exercise any right or discharge any obligation of the City, including, but not limited to, the City's Cultural Affairs Commission (the "Commission").

Section 4. Whenever the Foundation receives any money, in cash, check or otherwise, it shall, as soon as possible, disburse that money to the City for use by the City, as determined appropriate by the majority of the members of the City Council of Culver City (the "City Council"), for the City's cultural affairs programs, including the administration of such programs and the operation of the Foundation. Whenever the Foundation receives any other asset, it shall, as soon as possible, convey ownership and possession of that asset to the City for use and disposition by the City, as determined appropriate by a majority of the members of the City Council for the City's cultural affairs programs, including the administration of such programs and the operation of the Foundation.

Section 5. The Foundation shall operate pursuant to a budget (the "Foundation Budget") approved as part of the City's annual municipal budget.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Except as otherwise required by law or as provided for in these Bylaws, the control and management of the affairs of the Foundation shall be vested in the Board of Directors (the "Board").

Section 2. The Board shall consist of eight (8) members selected as follows:

A. Each current member of the Cultural Affairs Commission ("Commissioners") shall appoint one member to the Board;

B. The then current chair and vice-chair of the Commission shall each serve as a member to the Board: and

C. The City Manager of the City of Culver City, or a person designated by the City Manager, shall serve as the Chief Executive Officer (the "CEO")of the Foundation.

Section 3. To be eligible for appointment as a member (other than CEO) of the Board, an individual must: (i) live, work or own property or a business within the City; or (ii) have a special, widely-recognized interest in improving the cultural affairs of the community or region.

Section 4. Other than as expressly provided in these Bylaws, no member of the Board shall be an officer, official or employee of the City.

Section 5. An appointed member of the Board, other than the CEO, shall only serve a maximum of two terms or up to eight years, whichever is greater and only for so long as the Commissioner who appointed that member remains on the Commission. The members who hold the position of chair and vice-chair on the Commission shall serve on the Board for so long as each remains the chair or vice-chair on the Commission, respectively. The City Manager (or a person designated by the City Manager) shall serve as CEO of the Board and shall not be limited to the number of terms he or she may serve as CEO.

Section 6. Any member of the Board, other than the CEO, may be removed from his or her position on the Board, with or without cause, by a vote in favor of removal by four/fifths (4/5) of the members of the City Council.

Section 7. Any change in the number or qualifications of members of the Board shall be made only by an amendment to these Bylaws.

Section 8. A majority of the members of the Board (excluding the CEO) shall be the policy making and controlling body of the Foundation. The Board shall be initially chaired by the chair of the Commission as presiding officer (the "Chairperson"). The Board shall:

A. Transact the general business of the Foundation and do so in accordance with all United States, State of California, County and City laws, rules and regulations applicable to the Foundation ("Rules and Regulations").

B. Recommend the initial Foundation Budget to the City Council for approval no later than ninety (90) days after the first Board meeting of the initial Board, subject to any extension mutually approved by the Chairperson, as detailed below, and the chair of the Commission. The first Foundation Budget shall cover the period beginning upon installation of the initial seven (7) members of the Board until the following June 30th; provided, that if the installation of the initial Board occurs after the last day of the month of November, then the first Foundation Budget shall cover the period from when the Foundation's initial Board members are installed until the second June 30th occurring after the installation.

C. For each annual Foundation Budget thereafter, by, on or prior to the last day of the month of June, recommend to the City Council the Foundation Budget for the Foundation's upcoming Fiscal Year (hereinafter defined) commencing on the immediately succeeding July 1. The "Fiscal Year" of the Foundation shall commence on July 1st and end on the following June 30th.

D. Set the time and place of the Semi-Annual Meetings (as defined in Article VII, below).

E. Arrange for an annual audit or compilation review of the Foundation by an independent public accountant chosen by the Board at the close of the Fiscal Year (the "Annual Audit"). The type of annual review shall be at the discretion of the Board. The Annual Audit shall be submitted to the City Council for review within three (3) months following the close of the Fiscal Year. Part of the work performed will include preparation of necessary tax documents.

F. Make reasonable requests in writing to the City Manager for assistance from City staff. The City Manager, shall reasonably determine the availability, level and extent of assistance, if any, the City staff shall provide to the

Foundation and whether the costs for such assistance is within the Foundation Budget.

G. Receive and file the annual work program of the Cultural Affairs Division of the Community Development Department.

H. Actively engage in achieving the purposes of the Foundation, as set forth in Article II, Section 1.

ARTICLE IV - OFFICERS

Section 1. The officers of the Foundation shall consist of:

A. Chief Executive Officer
B. Chairperson
C. Vice Chairperson
D. Treasurer
E. Secretary

Section 2. With the exception of the CEO, the term of each officer shall be for two (2) years; provided that any member's term may expire earlier in the event the Commissioner who appointed such member no longer serves on the Commission or the member serving on the Board as a result of his/her position on the Commission ceases to hold such position, as described in Article III, Section 5, above. No member of the Board shall simultaneously hold more than one office. No member of the Board shall serve more than two (2) consecutive years as Chairperson.

Section 3. Each officer other than the CEO shall be elected annually by a majority of the members of the Board from nominees submitted by any member of the Board.

Section 4. Each officer other than the CEO shall be regularly elected at the Semi-Annual Meeting of the Board in July and shall be effective on the day following such election.

Section 5. Any officer with the exception of the CEO may be removed from office for cause by a vote in favor of removal by a majority of the members of the Board. For purposes of this Section, "cause" shall mean any or all of the following: (i) an officer's absence from two consecutive regular Board meetings or (ii) inappropriate behavior or language that in the reasonable judgment of the majority of the members of the Board is detrimental to the function of the Foundation. Immediately upon removal of an officer, a majority of the Board shall elect a replacement to fill the vacant office for the remaining term of the removed officer.

ARTICLE V - DUTIES OF OFFICERS

Section 1. The Chairperson shall preside at all meetings of the Board and shall be responsible for the general supervision of Board activities during meetings.

Section 2. In March of each year, the Chairperson and Treasurer, with assistance from the City Manager (or his or her designee) of the City shall prepare a budget, which shall then be presented for recommendation by the Board to the City Council the following June, as required by Article III, Section 8., Subsections B and C.

Section 3. Each disbursement of money to the City as required by Article II, Section 4.: (i) in an amount not to exceed Ten Thousand Dollars ($10,000.00), shall be made with the signature of the CEO; or (ii) in an amount in excess of Ten Thousand Dollars ($10,000.00) shall be made with the signatures of the Chairperson or Treasurer and the CEO.

Section 4. The Vice Chairperson shall preside at meetings in the absence of the Chairperson.

Section 5. The Secretary shall provide notice of Board meetings and activities to all members of the Board and shall maintain a permanent set of minutes of all Board meetings. The Secretary may be assisted by the City Manager or her/his designee, to accomplish the duties of the Secretary.

Section 6. At least semi-annually, the Treasurer shall submit a written report reflecting the current financial condition of the Foundation to the Board. The Treasurer shall also prepare a year-end financial statement prior to the end of the fiscal calendar detailing the financial status of the Foundation. The Treasurer may be assisted by the City Manager or her/his designee to accomplish the Treasurer's duties.

Section 7. The CEO shall be a non-voting member and shall oversee the day-to-day activities of the Foundation.

ARTICLE VI - VACANCIES

A vacancy on the Board shall be deemed to exist upon the occurrence of one of the following: (i) expiration of a term; (ii) death or resignation of a member; or (iii) removal of a member, with or without cause, by four-fifths (4/5) vote of the members of the City Council.

ARTICLE VII - MEETINGS

Section 1. All regular and special meetings of the Board shall be notified, posted and conducted in every way consistent with the requirements set forth in the California Government Code §§ 54950 *et seq.*, as may be amended (the "Brown Act"); provided, that these Bylaws shall control to the extent the Bylaws are more stringent than the Brown Act.

Section 2. The Board shall conduct two (2) regular meetings per year (each such meeting is referred to herein as a "Semi-Annual Meeting"). The Semi-Annual Meetings shall be held at such time and location within the City as determined by the Board.

Section 3. During every calendar year, a Semi-Annual Meeting of the Board shall be held during the month of July following the July Cultural Affairs meeting and another Semi-Annual Meeting shall be held during the month of January. The initial members of the Board shall be installed at the initial Semi-Annual Meeting of the Board in July.

Section 4. Special meetings of the Board may be called at any time by submission to the Chairperson of a request in writing for a special meeting, signed by a majority of the members of the Board and specifying the purpose for such special meeting. Written notice, stating the time and place of any special meeting as well the purpose of such meeting shall be given to each member of the Board at least four (4) days prior to the date of the special meeting.

Section 5. A majority of the members of the Board excluding the CEO shall constitute a quorum. An affirmative vote of at least four (4) members of the Board shall be required for the Board to take any action.

ARTICLE VIII - MEMBERSHIP AND SHARES

Section 1. The Foundation shall have no membership and no members other than the persons constituting the Board.

Section 2. The Foundation shall not have nor issue shares of stock and shall declare no dividends.

Section 3. No part of the Foundation shall inure to the benefit of any private individual, and no part of the direct or indirect activities of the Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision herein, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE IX - POWERS

Section 1. The decisions and acts by a majority of the members of the Board qualified and serving shall constitute an exercise of the powers of the Foundation and shall constitute and be taken as the decisions and acts of the entire membership.

Section 2. The Board may adopt policies so long as such policies are not inconsistent with these Bylaws, the Articles of Incorporation of the Foundation, the Rules and Regulations or the rights and obligations of the City Council or the Commission.

Section 3. A majority of the members of the Board may recommend amending the Bylaws at any meeting of the Board. However, no such amendment or modification shall alter the intention of the Foundation to be operated exclusively to promote and support cultural affairs work programs of the City in a manner which shall make the Foundation tax exempt and the donations to it deductible from taxable income to the extent allowed by the provisions of the Code and other applicable legislation and regulations as they now exist or as they may hereafter be amended. Every amendment or modification of these Bylaws shall be in writing, shall be approved by a majority of the City Council then serving and shall be delivered to each member of the City Council, the Commission and the Board then in office.

ARTICLE X- COMPENSATION

The members of the Board shall serve without compensation; however, members may be reimbursed for reasonable out-of-pocket expenses related to Board activity, as approved by the Board provided in the Foundation Budget.

ARTICLE XI- ADVISORY COMMITTEE

The Foundation shall be aided by an advisory committee comprised of persons who have demonstrated an interest in assisting the Foundation in fulfilling its purposes (the "Advisory Committee). Qualified persons shall be invited to serve as members of the Advisory Committee by staff, the City Council or the Commission. Members of the Advisory Committee shall not be required to attend meetings of the Board. Members of the Advisory Committee shall annually confirm in writing that they would like to continue to serve on the Advisory Committee prior to the Semi-Annual Meeting of the Board in January, and the Board shall indicate at that time that it wishes members of the Advisory Committee to continue serving as such. The Board shall call upon the assistance and advice of the Advisory Committee as it deems necessary.

ARTICLE XII- LIABILITY OF DIRECTORS

No member of the Board shall be liable for the acts or omissions of any other member of the Board, or of any accountant, agent, counsel or custodian selected with reasonable care. Each member of the Board shall be fully protected in acting upon any instrument, certificate or paper, believed by him/her to be genuine and to be signed or presented by the proper person or persons and no member of the Board shall be under any duty to make any investigation or inquiry as to any statement contained in any such writing but may accept the same as conclusive evidence of the truth and accuracy of the statement therein contained.

The Board shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors and other agents, to cover any liability asserted against or incurred by any officer, director, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such. The Board shall use its best efforts to purchase the insurance described herein as promptly as is reasonably feasible.

ARTICLE XIII - DONATIONS

The Board may receive donations from other foundations in the form of grants or in other property acceptable to the Board. The Board may accept donations, which restrict their uses, and purposes and which limit the time, manner, amount, or other terms of distribution; provided that the restrictions are within the uses and purposes set forth in Article II. Notwithstanding any restrictions and unless otherwise specifically required, the Board may mingle those restricted donations with other assets of the Foundation

ARTICLE XIV - TERM OF FOUNDATION

The Foundation shall continue in perpetuity. However, it may be dissolved and the assets distributed with the approval of four/fifths (4/5) of the members of the City Council. Upon any such dissolution, the assets of the Foundation shall be distributed exclusively to the City for such purpose(s) as are consistent with the purpose of the Foundation.

Approved by the Culver City City Council: on the 26th day of June 2006

CERTIFICATE OF THE SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting secretary of Culver City Cultural Affairs Foundation, a California nonprofit public benefit corporation; and

2. The foregoing Bylaws, comprising nine (9) pages, including this page (but not including any cover page or table of contents), constitute the Bylaws of said corporation duly adopted at the meeting of the Board of Directors thereof duly held on July 25, 2007, and since that date the same have not been amended or modified.

IN WITNESS WHEREOF, I have executed this Certificate as of July 26, 2007 at Culver City, California.

______________________, Secretary

ATTACHMENT 2

AMENDED AND RESTATED BYLAWS OF THE

CULVER CITY CULTURAL AFFAIRS FOUNDATION

ARTICLE I - NAME AND OFFICE

Section 1. The name of this corporation shall be the Culver City Cultural Affairs Foundation, hereinafter referred to as the "Foundation."

Section 2. The principal office for the transaction of the business of the Foundation is located at Culver City, Los Angeles County, California.

ARTICLE II - PURPOSE AND LIMITATION

Section 1. The purpose of the Foundation shall be as stated in the Articles of Incorporation, which is to promote and support the historic preservation, public art and cultural programming services in Culver City by coordinating and actively pursuing outside funding sources for those programs.

Section 2. The Foundation is a tax-exempt, charitable corporation and shall be non-profit, non-sectarian and non-political in all its policies and activities and at all times shall be operated, exclusively for the benefit of, to perform the function of, and to carry out the purposes described herein within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, the Regulations adopted thereunder, and the corresponding provision of any applicable future United States Internal Revenue Law and Regulations (hereinafter collectively referred to as the "Code").

Section 3. In carrying out its purpose, the Foundation shall not, in any manner, be utilized to exercise any right or discharge any obligation of the City, including, but not limited to, the City's Cultural Affairs Commission (the "Commission").

Section 4. Whenever the Foundation receives any money, in cash, check or otherwise, it shall, as soon as possible, disburse that money to the City for use by the City, as determined appropriate by the majority of the members of the City Council of Culver City (the "City Council"), for the City's cultural affairs programs, including the administration of such programs and the operation of the Foundation. Whenever the Foundation receives any other asset, it shall, as soon as possible, convey ownership and possession of that asset to the City for use and disposition by the City, as determined appropriate by a majority of the members of the City Council for the City's cultural affairs programs, including the administration of such programs and the operation of the Foundation.

Section 5. The Foundation shall operate pursuant to a budget (the "Foundation Budget") approved as part of the City's annual municipal budget.

ATTACHMENT 2

ARTICLE III - BOARD OF DIRECTORS

Section 1. Except as otherwise required by law or as provided for in these Bylaws, the control and management of the affairs of the Foundation shall be vested in the Board of Directors (the "Board").

Section 2. The Board shall consist of eight (8) members selected as follows:

A. Each current member of the Cultural Affairs Commission ("Commissioners") shall appoint one member to the Board;

B. The then current chair and vice-chair of the Commission shall each serve as a member to the Board: and

C. The City Manager of the City of Culver City, or a person designated by the City Manager, shall serve as the Chief Executive Officer (the ~~"CEO")~~"CEO") of the Foundation.

Section 3. To be eligible for appointment as a member (other than CEO) of the Board, an individual must: (i) live, work or own property or a business within the City; or (ii) have a special, widely-recognized interest in improving the cultural affairs of the community or region.

Section 4. Other than as expressly provided in these Bylaws, no member of the Board shall be an officer, official or employee of the City.

Section 5.~~An~~ Except as provided below, an appointed member of the Board, other than the CEO, shall only serve a maximum of two terms~~ or up to eight years, whichever is greater and~~ . A term shall commence on the date of appointment and last only for so long as the Commissioner who appointed that member remains on the Commission, up to a maximum of four (4) years. The members who hold the position of chair and vice-chair on the Commission shall serve on the Board for so long as each remains the chair or vice-chair on the Commission, respectively. The City Manager (or a person designated by the City Manager) shall serve as CEO of the Board and shall not be limited to the number of terms he or she may serve as CEO.

Section 6. Any member of the Board, other than the CEO, may be removed from his or her position on the Board, with or without cause, by a vote in favor of removal by four/fifths (4/5) of the members of the City Council.

Section 7. Any change in the number or qualifications of members of the Board shall be made only by an amendment to these Bylaws.

Section 8. A majority of the members of the Board (excluding the CEO) shall be the policy making and controlling body of the Foundation. The Board shall be initially chaired by the chair of the Commission as presiding officer (the "Chairperson"). The Board shall:

A. Transact the general business of the Foundation and do so in accordance with all United States, State of California, County and City laws, rules and regulations applicable to the Foundation ("Rules and Regulations").

B. Recommend the initial Foundation Budget to the City Council for approval no later than ninety (90) days after the first Board meeting of the initial Board, subject to any extension mutually approved by the Chairperson, as detailed below, and the chair of the Commission. The first Foundation Budget shall cover the period beginning upon installation of the initial seven (7) members of the Board until the following June 30th; provided, that if the installation of the initial Board occurs after the last day of the month of November, then the first Foundation Budget shall cover the period from when the Foundation's initial Board members are installed until the second June 30th occurring after the installation.

C. For each annual Foundation Budget thereafter, by, on or prior to the last day of the month of June, recommend to the City Council the Foundation Budget for the Foundation's upcoming Fiscal Year (hereinafter defined) commencing on the immediately succeeding July 1. The "Fiscal Year" of the Foundation shall commence on July 1st and end on the following June 30th.

D. Set the time and place of the Semi-Annual Meetings (as defined in Article VII, below).

E. Arrange for an annual audit or compilation review of the Foundation by an independent public accountant chosen by the Board at the close of the Fiscal Year (the "Annual Audit"). The type of annual review shall be at the discretion of the Board. The Annual Audit shall be submitted to the City Council for review within three (3) months following the close of the Fiscal Year. Part of the work performed will include preparation of necessary tax documents.

F. Make reasonable requests in writing to the City Manager for assistance from City staff. The City Manager, shall reasonably determine the availability, level and extent of assistance, if any, the City staff shall provide to the

Foundation and whether the costs for such assistance is within the Foundation Budget.

G. Receive and file the annual work program of the Cultural Affairs Division of the Community Development Department.

H. Actively engage in achieving the purposes of the Foundation, as set forth in Article II, Section 1.

ARTICLE IV - OFFICERS

Section 1. The officers of the Foundation shall consist of:

A. Chief Executive Officer
B. Chairperson
C. Vice Chairperson
D. Treasurer
E. Secretary

Section 2. With the exception of the CEO, the term of each officer shall be for two (2) years; provided that any member's term ~~may~~ will expire earlier in the event the Commissioner who appointed such member no longer serves on the Commission or the member serving on the Board as a result of his/her position on the Commission ceases to hold such position, as described in Article III, Section 5, above. No member of the Board shall simultaneously hold more than one office. No member of the Board shall serve more than two (2) consecutive years as Chairperson.

Section 3. Each officer other than the CEO shall be elected annually to the extent necessary to fill a vacant office, by a majority of the voting members of the Board from nominees submitted by any member of the Board.

Section 4. Each officer other than the CEO shall be regularly elected at the Semi-Annual Meeting of the Board designated by the Board in ~~July~~ a resolution and shall be effective on the day following such election.

Section 5. Any officer with the exception of the CEO may be removed from office for cause by a vote in favor of removal by a majority of the voting members of the Board. For purposes of this Section, "cause" shall mean any or all of the following: (i) an officer's absence from two consecutive regular Board meetings or (ii) inappropriate behavior or language that in the reasonable judgment of the majority of the members of the Board is detrimental to the function of the Foundation. Immediately upon removal of an officer, a majority of the voting member of the Board shall elect a replacement to fill the vacant office for the remaining term of the removed officer.

ATTACHMENT 2

ARTICLE V - DUTIES OF OFFICERS

Section 1. The Chairperson shall preside at all meetings of the Board and shall be responsible for the general supervision of Board activities during meetings.

Section 2. In ~~March~~ February of each year, the Chairperson and Treasurer, with assistance from the City Manager (or his or her designee) of the City shall prepare a budget, which shall then be presented for recommendation by the Board to the City Council no later than the following June, as required by Article III, Section 8., Subsections B and C.

Section 3. Each disbursement of money to the City as required by Article II, Section 4.: (i) in an amount not to exceed Ten Thousand Dollars ($10,000.00), shall be made with the signature of the CEO; or (ii) in an amount in excess of Ten Thousand Dollars ($10,000.00) shall be made with the signatures of the Chairperson or Treasurer and the CEO.

Section 4. The Vice Chairperson shall preside at meetings in the absence of the Chairperson.

Section 5. The Secretary shall provide notice of Board meetings and activities to all members of the Board and shall maintain a permanent set of minutes of all Board meetings. The Secretary may be assisted by the City Manager or her/his designee, to accomplish the duties of the Secretary.

Section 6. At least semi-annually, the Treasurer shall submit a written report reflecting the current financial condition of the Foundation to the Board. The Treasurer shall also prepare a year-end financial statement prior to the end of the fiscal calendar detailing the financial status of the Foundation. The Treasurer may be assisted by the City Manager or her/his designee to accomplish the Treasurer's duties.

Section 7. The CEO shall be a non-voting member and shall oversee the day-to-day activities of the Foundation.

ARTICLE VI - VACANCIES

A vacancy on the Board shall be deemed to exist upon the occurrence of one of the following: (i) expiration of a term in accordance with the terms hereof; (ii) death or resignation of a member; or (iii) removal of a member, with or without cause, by four-fifths (4/5) vote of the members of the City Council.

ATTACHMENT 2

ARTICLE VII - MEETINGS

Section 1. All regular and special meetings of the Board shall be notified, posted and conducted in every way consistent with the requirements set forth in the California Government Code §§ 54950 *et seq.*, as may be amended (the "Brown Act"); provided, that these Bylaws shall control to the extent the Bylaws are more stringent than the Brown Act.

Section 2. The Board shall conduct two (2) regular meetings per year (each such meeting is referred to herein as a "Semi-Annual Meeting"). The Semi-Annual Meetings shall be held at such time and location within the City as determined by the Board by resolution.

Section 3. During every calendar year, ~~a Semi-Annual Meeting~~ two regular meetings of the Board shall be held ~~during the month of July following the July Cultural Affairs meeting and another Semi-Annual Meeting shall be held during the month of January~~pursuant to a resolution adopted pursuant to Section 2 above. The initial members of the Board shall be installed at the initial Semi-Annual Meeting of the Board in July.

Section 4. Special meetings of the Board may be called at any time by submission to the Chairperson of a request in writing for a special meeting, signed by a majority of the members of the Board and specifying the purpose for such special meeting or as otherwise permitted pursuant the Brown Act. Written notice, stating the time and place of any special meeting as well the purpose of such meeting shall be given to each member of the Board at least ~~four (4)~~ seventy two (72) ~~days~~ hours prior to ~~the date of~~ the special meeting.

Section 5. A majority of the members of the Board excluding the CEO shall constitute a quorum. An affirmative vote of at least four (4) members of the Board shall be required for the Board to take any action.

ARTICLE VIII - MEMBERSHIP AND SHARES

Section 1. The Foundation shall have no membership and no members other than the persons constituting the Board.

Section 2. The Foundation shall not have nor issue shares of stock and shall declare no dividends.

Section 3. No part of the Foundation shall inure to the benefit of any private individual, and no part of the direct or indirect activities of the Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision herein, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the

Code or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE IX - POWERS

Section 1. The decisions and acts by a majority of the voting members of the Board qualified and serving shall constitute an exercise of the powers of the Foundation and shall constitute and be taken as the decisions and acts of the entire membership.

Section 2. The Board may adopt policies so long as such policies are not inconsistent with these Bylaws, the Articles of Incorporation of the Foundation, the Rules and Regulations or the rights and obligations of the City Council or the Commission.

Section 3. A majority of the voting members of the Board may recommend amending the Bylaws at any meeting of the Board. However, no such amendment or modification shall alter the intention of the Foundation to be operated exclusively to promote and support cultural affairs work programs of the City in a manner which shall make the Foundation tax exempt and the donations to it deductible from taxable income to the extent allowed by the provisions of the Code and other applicable legislation and regulations as they now exist or as they may hereafter be amended. Every amendment or modification of these Bylaws shall be in writing, shall be approved by a majority of the City Council then serving and shall be delivered to each member of the City Council, the Commission and the Board then in office.

ARTICLE X- COMPENSATION

The members of the Board shall serve without compensation; however, members may be reimbursed for reasonable out-of-pocket expenses related to Board activity, as approved by the Board provided in the Foundation Budget.

ARTICLE XI- ADVISORY COMMITTEE

The Foundation shall be aided by an advisory committee comprised of persons who have demonstrated an interest in assisting the Foundation in fulfilling its purposes (the “Advisory Committee). Qualified persons shall be invited to serve as members of the Advisory Committee by staff, the City Council or the Commission. Members of the Advisory Committee shall not be required to attend meetings of the Board. Members of the Advisory Committee shall annually confirm in writing that they would like to continue to serve on the Advisory Committee prior to the Semi-Annual Meeting of the Board in January, and the Board shall indicate at that time that it wishes members of the Advisory

Committee to continue serving as such. The Board shall call upon the assistance and advice of the Advisory Committee as it deems necessary.

ARTICLE XII- LIABILITY OF DIRECTORS

No member of the Board shall be liable for the acts or omissions of any other member of the Board, or of any accountant, agent, counsel or custodian selected with reasonable care. Each member of the Board shall be fully protected in acting upon any instrument, certificate or paper, believed by him/her to be genuine and to be signed or presented by the proper person or persons and no member of the Board shall be under any duty to make any investigation or inquiry as to any statement contained in any such writing but may accept the same as conclusive evidence of the truth and accuracy of the statement therein contained.

The Board shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors and other agents, to cover any liability asserted against or incurred by any officer, director, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such. The Board shall use its best efforts to purchase the insurance described herein as promptly as is reasonably feasible.

ARTICLE XIII - DONATIONS

The Board may receive donations from other foundations in the form of grants or in other property acceptable to the Board. The Board may accept donations, which restrict their uses, and purposes and which limit the time, manner, amount, or other terms of distribution; provided that the restrictions are within the uses and purposes set forth in Article II. Notwithstanding any restrictions and unless otherwise specifically required, the Board may mingle those restricted donations with other assets of the Foundation

ARTICLE XIV - TERM OF FOUNDATION

The Foundation shall continue in perpetuity. However, it may be dissolved and the assets distributed with the approval of four/fifths (4/5) of the members of the City Council. Upon any such dissolution, the assets of the Foundation shall be distributed exclusively to the City for such purpose(s) as are consistent with the purpose of the Foundation.

Original Bylaws Approved by the Culver City City Council: on the 26th day of June 2006~~-~~.

ATTACHMENT 2

Amended and Restated Bylaws Approved by the Culver City Council on the ____ of _____, 2010.

ATTACHMENT 2

CERTIFICATE OF THE SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting secretary of Culver City Cultural Affairs Foundation, a California nonprofit public benefit corporation; and

2. The foregoing Amended and Restated Bylaws, comprising nine (9) pages, including this page (but not including any cover page or table of contents), constitute the Bylaws of said corporation duly adopted at the meeting of the Board of Directors thereof duly held on ~~July 25, 2007~~______, and since that date the same have not been amended or modified.

IN WITNESS WHEREOF, I have executed this Certificate as of ______________________ at Culver City, California.

_______________________________, Secretary

ATTACHMENT 3

RESOLUTION NUMBER CAF-2010-002

A RESOLUTION OF THE CULVER CITY CULTURAL AFFAIRS FOUNDATION APPROVING THE AMENDED AND RESTATED BYLAWS

WHEREAS, the Board of Directors (the "Board") of the Culver City Cultural Affairs Foundation ("Corporation") has heretofore adopted the Bylaws of the Corporation;

WHEREAS, the Board desires to amend the Bylaws to provide for certain changes consistent with the desires of the Board and to permit more efficient operation of the Corporation; and

WHEREAS, Article IX, Section 3 of the Bylaws permits a majority of the members of the Board to make a recommendation to the City Council of Culver City (the "City Council") to amend the bylaws of the Corporation; and

WHEREAS, the Board desires to amend the Bylaws in accordance with the terms of the Bylaws;

NOW, THEREFORE BE IT RESOLVED, by the Board of Directors of the Culver City Cultural Affairs Foundation as follows:

Section 1. The above recitals are true and correct.

Section 2. The Amended and Restated Bylaws attached hereto as Exhibit "A" and by this reference incorporated herein are hereby approved, such amendments to be effective upon approval by the City Council.

Section 3. The Corporation hereby recommends approval of the Amended and Restated Bylaws to the City Council.

Section 4. The Secretary and Chief Executive Officer of the Corporation are hereby directed to transmit the amendments to the City Council for approval and to take such other actions as are necessary consistent with the Bylaws and the law to effectuate the purposes hereof.

ADOPTED, SIGNED and APPROVED this ___ day of _______, 2010.

____
CHAIR OF THE BOARD

Attest:

____
SECRETARY

I, ___________, Secretary of the Culver City Cultural Affairs Foundation, do hereby certify that the foregoing Resolution Number _______ was duly and regularly adopted by the Culver City Cultural Affairs Foundation at a special meeting thereof held on the ___th day of _____, 2010, by the following called vote:

Ayes:
Noes:
Absent:

____
Secretary

CulverCITY

INTEROFFICE MEMORANDUM

Date: 10/05/2010

To: CHAIR HARDIN AND MEMBERS OF THE CULVER CITY CULTURAL AFFAIRS FOUNDATION BOARD

From: B. Christine Byers, Public Art & Historic Preservation Coordinator
Susan Obrow, Performing Arts & Special Events Coordinator

Subject: Update on the City Council Adopted FY 2010-2011 Cultural Affairs Budget

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The Cultural Affairs' proposed FY 2010-11 budget and work program was presented to City Council as part of the Community Development Department budget study session on June 7, 2010. The City Council and the Redevelopment Agency adopted the FY 2010-11 budget as a joint item on June 14, 2010.

Cultural Affairs programs are funded by the Art Fund (a restricted capital improvement fund) which is paid into by developers, and by the Redevelopment Agency. The current Art Fund balance is approximately $649,488 (as compared to $878,810 a year ago). The FY 2010 – 11 budget was prepared based on Art Fund deposits of $55,000 for FY 2009-10 for the three programs that are formula driven (Fund Administration, Performing Arts Grant Program, and Art Maintenance). This is to help off-set the shortfall in the estimated revenue to the Art Fund for FY 2007 – 08 (actual deposits paid to the Art Fund in FY 2009-10 were $83,148).

Program Name **(In alphabetical order)**	**Adopted for** **FY 2009 – 10**	**Adopted for** **FY 2010 – 11**
Administration (Fund Administration)** Includes Commission expenses, office supplies, and salary for part-time public art intern.	$ 7,500	$ 8,250
ARTWALK Culver City	$ 25,000	$ 25,000
Rainbow Day* *Rainbow Day* is intended for areas of Culver City other than Downtown. Current focus is on the west side of Washington Boulevard.	$ 10,000	$ 10,000

Program Name	**Adopted for**	**Adopted for**

(In alphabetical order)	FY 2009 – 10	FY 2010 – 11
Cultural Affairs Foundation* For miscellaneous legal and/or grant related expenses.	$ 8,000	$ 7,000
Culver City Music Festival*	$ 75,000	$ 75,000
Historic Preservation Misc. Contractual Services*	$ 10,000	$ 10,000
Updated City-Wide Historic Structures Survey & Designation Plaques ($205,418 will be carried over from prior fiscal year Art Fund and Redevelopment Agency appropriations. No additional funds were appropriated toward these programs for FY 2010-11.)		
Made in Culver City*	$ 10,000	$ 9,000
Music in the Chambers*	$ 20,000	$ 20,000
Performing Arts Grant Program** The amount shown will be increased to $28,750 with the annual contribution from Sony Pictures Entertainment.	$ 12,500	$ 13,750

Public Art
Appropriations for one-time conservation/restoration of City-owned artwork are not reflected here as the balance for this program will be carried over from the prior fiscal year. Money appropriated for temporary art and median/entryway signs in FY 2009-10, will be carried over into FY 2010-11.

$388,898 was originally appropriated from the Art Fund in FY 2007-08 for the historical/cultural elements for the expanded Town Plaza; this amount was reduced in the FY 2010-11 budget to $122,898 to reflect money actually paid to the Art Fund in 2006.

Maintenance**	$ 2,500	$ 2,750
Temporary Art Program	$ 25,000	$ 0
Median/Entryway Signs	$ 50,000	$ 0
Speak Easy*	$ 10,000	$ 10,000
TOTAL	**$265,500**	**$190,750**

* Funded by the Redevelopment Agency
** Amount requested is based on a formula specified in the City's Municipal Code

City of Culver City, California
Cultural Affairs Foundation Board Agenda Item Report

Meeting Date: 10-27-10	Item Number: A-5
AGENDA ITEM: Update regarding Grant Opportunities for the Cultural Affairs Foundation.	
Contact Person: Susan Obrow, Cultural Affairs	Phone Number: (310) 253-5762
Fiscal Impact: Yes [] No [X]	General Fund: Yes [] No [X]
Public Hearing: [] Action Item: [X]	Attachments: []
Public Notification: Cultural Affairs Commission Notification Email List (10/18/2010)	
Department Approval: Sol Blumenfeld (10/12/2010)	City Manager Approval: John M. Nachbar (10/14/2010)

RECOMMENDATION:

That the Cultural Affairs Foundation Board (Foundation Board) review new grant opportunities to recommend to the Cultural Affairs Commission.

BACKGROUND:

Christopher Reiner concluded his work for the Cultural Affairs Foundation (Foundation) in summer 2010 and, subsequently, grant consultant Mark Stambler was contracted. Mr. Stambler is an independent consultant and grant writer who has served a long list of non-profit organizations including the Santa Monica Arts Foundation, Pacific Asia Museum, Social and Public Art Resource Center, Inner-City Arts and Ford Theatre Foundation.

Letters of Inquiry (LOI) have been sent to the following potential funders:

POTENTIAL FUNDER	CULTURAL AFFAIRS WORK PROGRAM
Roth Family Foundation	*Music in the Chambers*
Flora L. Thornton Foundation	*Music in the Chambers*
Dwight Stuart Youth Foundation	*Rainbow Day*

Mr. Stambler is currently preparing the grant application to The Kenneth T. and Eileen L. Norris Foundation which will request support for *Rainbow Day*.

. **DISCUSSION:**

On July 21, 2009, the Foundation Board directed staff to explore private, Culver City-based foundations for possible grant opportunities. Staff recommends the following potential funders for review:

POTENTIAL FUNDER	CULTURAL AFFAIRS WORK PROGRAM
Carol and James Collins Foundation	*Rainbow Day*
The Fineshriber Family Foundation	*Rainbow Day*
The Ben and Evelyn Wilson Foundation	*ARTWALK Culver City*

Also, staff recommends the following potential funders which are not based in Culver City but may respond favorably to its specific cultural programming:

POTENTIAL FUNDER	CULTURAL AFFAIRS WORK PROGRAM
The Lannan Foundation	*Speak Easy*
The Mauer Family Foundation	*Music in the Chambers*

FISCAL ANALYSIS:

The start-up costs for the Foundation are currently provided through an allocation by the Redevelopment Agency as part of the Redevelopment Agency budget. The allocation in the budget for Fiscal Year FY 2010-11 is $7,500. This budget is utilized for financial organization, legal fees and grant administration.

MOTION:

That the Cultural Affairs Foundation:

1. Recommend to the Cultural Affairs Commission that the selected private foundation grant opportunities be approved.