

**City of Culver City, California
Agenda Item Report**

Meeting Date: January 24, 2010		Item Number: <u> C-3 </u>
CITY COUNCIL AGENDA ITEM: Approval of the Amended and Restated Bylaws of the Culver City Cultural Affairs Foundation		
Contact Person/Dept.: Jeremy Green / Community Development Todd Tipton / Community Development		Phone Number: (310)253-5764 (310)253-5783
Fiscal Impact: Yes ☒ No ☐		General Fund: Yes ☐ No ☒
Public Hearing: ☐		Action Item: ☐ Attachments: ☒
Commission Action Required: Yes ☒ No ☐ Cultural Affairs Commission		Date: 10/27/10
Public Notification: Meetings and Agendas – City Council (01/19/11), Cultural Affairs Commission (xx/xx/xx), Cultural Affairs Foundation Board (xx/xx/xx)		
Department Approval: Sol Blumenfeld (01/13/11)	City Attorney Approval: Carol Schwab (by H. Baker) (01/18/11)	
Chief Financial Officer Approval: Jeff Muir (by N. Kimball) (01/19/11)	City Manager Approval: John M. Nachbar (01/19/11)	
 <u>RECOMMENDATION:</u> Staff recommends the City Council concur with the recommendation of the Cultural Affairs Foundation Board (CAF Board) and approve the amended and restated Bylaws of the Culver City Cultural Affairs Foundation (Foundation.) <u>BACKGROUND/ DISCUSSION:</u> The Bylaws of the Foundation were approved by the City Council on June 26, 2006 and executed on July 26, 2007 (Attachment 1.) Over the course of Foundation operations, it has become apparent that some of the Bylaws were in need of clarification. Working with the City Attorney's Office and outside counsel (Anita Luck with the firm of Aleshire & Wynder) who has an expertise in nonprofit organizations and was retained with funds from the Foundation budget, the Bylaws have been amended and restated. The changes, as approved by the CAF Board, have been included in redline and strike out, as Attachment 2 entitled "Amended and Restated Bylaws." As per Article IX, Section 3 of the current Bylaws, "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." <i>Proposed Amendments</i>		

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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 up to four years, based on the length of time that a commissioner, who appointed that member, remains on the Cultural Affairs Commission (Commission). For example, if a commissioner appoints a member, but is only on the Commission for one year, then that Board member’s first term would be complete as a one-year term. If the replacing commissioner were to re-appoint, that member would begin serving a second 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 CAF 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 CAF 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.

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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. At the October 27, 2010 Cultural Affairs Foundation Board meeting, the Board approved the time, place, and day of Regular Meetings to be the third Wednesday in March and September at 4:30 pm at City Hall. Due to the change of meeting months, references to meetings in January and July have been removed where appropriate.

ARTICLE IV – OFFICERS – Election Effectiveness Date

At the CAF Board meeting on October 27, 2010, the CAF Board noted a possible lapse of an officer position with the change of meeting dates. The CAF Board agreed that, rather than hold a special meeting just to elect a new officer, the election would take place during a regular meeting. They also agreed that the officer would take position at the meeting, as is done with Commissioners, rather than the day after the election, as stated in the original Bylaws.

FISCAL ANALYSIS:

There is no fiscal impact associated with approving the proposed amendment to the CAF bylaws. The attorney’s consulting contract expenditure was \$1,220 and was funded from the funds allocated by the Agency to fund administrative costs of the CAF(55094492.619800).

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:

That the City Council:

Approve the amended and restated Bylaws of the Culver City Cultural Affairs Foundation as recommended by the Cultural Affairs Foundation Board and as outlined in the staff report.