

**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.

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. Except as provided below, an appointed member of the Board, other than the CEO, shall only serve a maximum of two terms. 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 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 a resolution. Each officer shall assume office upon 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 members 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 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.

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, two regular meetings of the Board shall be held 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 seventy two (72) hours prior to 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 March, 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.

Amended and Restated Bylaws Approved by the Culver City Council on the 24th day of January, 2011.

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 October 27, 2010, 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