

**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 City of Culver City's ("City") historic preservation, public art, cultural facilities and programming (Programs) by developing, 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 duties, responsibilities and any obligation of the City, including, but not limited to, the City's Cultural Affairs Commission (the "Commission").

Section 4. The Foundation shall establish a checking account with a financial institution. Whenever the Foundation receives any money, in cash, check or otherwise, it shall, as soon as possible, be deposited into the Foundation checking account. These funds will be used for the administration of such programs under its purview and the operation of the Foundation. Any non-liquid assets that the Foundation receives will be reviewed on a case-by-case basis to assess its usefulness.

Section 5. The Foundation shall operate pursuant to a budget as approved by the Board of Directors in compliance with the Memorandum of Understanding executed by and between the Foundation and the City of Culver City.

Section 6. The "Fiscal Year" of the Foundation shall commence on July 1st and end on the following June 30th.

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 (Board).

Section 2. The Board shall consist of 9 members selected consistent with these Bylaws.

Section 3. In accordance with Section 5 of this Article, all current voting members sitting on the Foundation Board as of the enactment of this amendment shall serve a term of three (3) years until the election at the annual meeting in 2021. Thereafter, Board terms shall be for two (2) years. New Board Members appointed after the enactment of this amendment shall serve two (2) year terms. Board members will be elected at each successive annual meeting by a majority of the Board members present and voting.

Section 4. To be eligible for appointment as a member 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 programs within the City. Board members shall have an expertise relevant to the mission of the Foundation.

Section 5. No member of the Board shall be an elected or appointed officer or employee of the City. Vacancies on the Board may be filled by a majority of the Board present and voting at any regularly scheduled Board meeting.

Section 6. In accordance with Article IV, Section 5, any member of the Board may be removed from his or her position on the Board, with cause, by a vote in favor of removal by four-fifths (4/5) of the Foundation Board

Section 7. A majority of the members of the Board shall be the policy making and controlling body of the Foundation. 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. Abide by the Memorandum of Understanding executed by and between the Foundation and the City of Culver City which will describe the duties and responsibilities of the Foundation.
- C. Prepare and present a quarterly written report to the Cultural Affairs Commission which outlines its fundraising efforts and accomplishments.
- D. Set the time and place of the Meetings (as defined in Article VII, below).

- F. 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 Cultural Affairs Commission 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.

Section 8. The Foundation has no members.

ARTICLE IV - OFFICERS

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

- A. Chairperson
- B. Vice Chairperson
- C. Treasurer
- D. Secretary

The Board shall be initially chaired by the member sitting as Chairperson of the Foundation at the time these by-laws are adopted.

Section 2. The term of each officer shall be for two (2) years. No member of the Board shall simultaneously hold more than one office except for the Secretary and Treasurer.

Section 3. Elections may be held 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 shall be regularly elected at the Annual Meeting of the Board designated by the Board in a resolution. Each officer shall assume office upon election.

Section 5. Any officer 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; (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; (iii) fiduciary irresponsibility or misappropriation; or (iv) conviction of an offense or moral turpitude. 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 shall prepare an operating budget, which shall then be presented for recommendation by the Cultural Affairs Commission no later than the following June.

Section 3. Each disbursement of money in an amount of excess of \$5,000 shall be made with the signatures of the Chairperson and the Treasurer.

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.

Section 6. The Treasurer shall submit a written report reflecting the current financial condition of the Foundation to the Board at each Board Meeting. The Treasurer shall also prepare a year-end financial statement prior to the end of the fiscal calendar year detailing the financial status 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 cause, by four-fifths (4/5) vote of the members of the Board.

ARTICLE VII - MEETINGS

Section 1. The Board shall conduct regular Board meetings at such time and location as determined by the Board. The Board shall meet at least four times per year, with at least one meeting per quarter and one meeting designated the annual meeting. The Board shall set the time and place of the annual meeting by resolution. Notice of any regular Board meeting shall be provided to each member of the Board, and City, at least (72) hours prior to the regular meeting. Notice may be provided by mail, electronic for or other form acceptable to the Board.

Section 2. Special meetings of the Board may be called at any time. Written notice, stating the time and place of any special meeting as well as the purpose of such meeting shall be given to each member of the Board at least twenty-four (24) hours prior to the special meeting.

Section 3. A majority of the members of the Board shall constitute a quorum. An affirmative vote of at least a majority of the members of the Board present and voting be required for the Board to take any action.

ARTICLE VIII - COMMITTEES

Section 1. The Board may establish such committees as necessary to carry out the purpose of the Foundation and the rules under which the Committees shall operate.

Section 2. The Executive Committee, consisting of the officers of the Foundation, will be empowered to take action on issues of an emergent nature that arise between Board meetings. The Executive Committee shall report any action taken to the full Board as soon as practical.

Section 3. No part of the Foundation shall inure to the benefit of any private individual. 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.

Section 4. Memberships on Committees is open to the public. The Chairperson of a committee shall be a member of the Board. The Chairperson of a committee may recruit volunteers to serve on said committees without Board approval. Volunteers serve at the pleasure of the committee Chairperson.

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 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, or the Memorandum of Understanding with the City.

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.

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 and be approved by the Board. Members of the Advisory Committee shall not be required to attend meetings of the Board. 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.

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. 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. Unless otherwise specifically required by the donor, the Board may mingle any given donation 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 Board consistent with its Articles, Bylaws and the Memorandum of Understanding.

Prior to dissolution there shall be an audit prepared and approved by the Board.

Upon any such dissolution, the assets of the Foundation shall be distributed exclusively consistent with the Memorandum of Understanding.

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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.

Amended and Restated Bylaws Approved by the Culver City Council on ___ day of ___, 2018,

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 _____ (__) 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 _____, 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