



City of Culver City

Staff Report

File #: 20-98, **Version:** 1

Item #: C-11.

CC - Approval of Revisions to the Articles of Incorporation for the Culver City Cultural Affairs Foundation.

Meeting Date: August 12, 2019

Contact Person/Dept: Serena Wright-Black/Administrative Services
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Fiscal Impact: Yes No **General Fund:** Yes No

Public Hearing: **Action Item:** **Attachments:**

Public Notification: (E-Mail) Meetings and Agendas - City Council (08/08/19); (Email) Meetings and Agendas - Cultural Affairs (08/08/19)

Department Approval: Serena Wright-Black, Assistant City Manager (08/01/19)

RECOMMENDATION

Staff recommends the City Council approve revisions to the Articles of Incorporation for the Culver City Cultural Affairs Foundation.

BACKGROUND/DISCUSSION

The Culver City Cultural Affairs Foundation ("CAF") was established in 2006 as a 501 (c) (3) nonprofit public benefit corporation. The Articles of Incorporation were filed with the Secretary of State on September 26, 2006.

In 2016 the City Council formed an Ad Hoc Subcommittee for the purpose of revising the structure of the CAF with the goal of allowing it to function independently from the City. The City Council took action in March 2018 to separate the CAF from the City. The Bylaws were amended and a new Memorandum of Understanding between the City and the CAF was adopted. A revised MOU was subsequently adopted on June 24, 2019.

The CAF recently filed Restated Articles of Incorporation to, amongst other things, change its official name to the “Culver City Arts Foundation”. The purpose of the corporation as outlined in the original Articles of Incorporation remain unchanged.

The CAF received a letter from the Secretary of State rejecting its request to file the Restated Articles of Incorporation based on Article XII of the original Articles of Incorporation (Attachment 1).

Specifically, Article XII of the existing Articles of Incorporation (Attachment 2) states that an amendment may not be made “without the vote of a 2/3 (two-thirds) majority of the total voting membership of the Board of Directors and the *approval of the City Council*” (emphasis added).

In light of the action that City Council took in 2018 to separate the CAF, staff is recommending City Council approve the revisions to the Articles of Incorporation removing the requirement that City Council approve amendments to said document (Attachment 3).

FISCAL ANALYSIS

There is no fiscal impact associated with this item.

ATTACHMENTS

1. 19-08-12_ATT No. 1_Letter from Secretary of State
2. 19-08-12_ATT No. 2_Original Articles of Incorporation for the Culver City Cultural Affairs Foundation.
3. 19-08-12_ATT No. 3_Restated Articles of Incorporation for the Culver City Cultural Affairs Foundation.

MOTION

That the City Council:

1. Approve revisions to the Articles of Incorporation for the Culver City Cultural Affairs Foundation; and
2. Authorize the Mayor to execute the acknowledgement of the Restated Articles of Incorporation.