



# City of Culver City

Mike Balkman  
Council Chambers  
9770 Culver Blvd.  
Culver City, CA 90232  
(310) 253-5851

## Staff Report

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**File #:** 16-228, **Version:** 1

**Item #:** A-1.

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### **Introduction of New Members of the Board of the Culver City Cultural Affairs Foundation, Review of Duties of Officers, and Election of Officers.**

**Meeting Date:** 09/21/16

**Contact Person/Dept:** B. Christine Byers / Cultural Affairs Division

**Phone Number:** (310) 253-6003

**Fiscal Impact:** Yes ☐ No ☒

**General Fund:** Yes ☐ No ☐

**Public Hearing:** ☐

**Action Item:** ☒

**Attachments:** ☐

**Public Notification:** Meetings and Agendas - Cultural Affairs Commission (09/15/16)

**Department Approval:** Serena Wright-Black, Administrative Services Director (09/14/16)

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### **RECOMMENDATION**

Staff recommends that the Culver City Cultural Affairs Foundation Board (Foundation Board) introduce new board member(s) of the Culver City Cultural Affairs Foundation (Foundation), review the duties of officers, and elect officers.

### **BACKGROUND/DISCUSSION**

The Foundation's 501(c)(3) status requires the existence of a Board of Directors. Pursuant to the Foundation's Bylaws (Bylaws), the Board of Directors consists of eight (8) members as follows:

- 1) Each member of the Cultural Affairs Commission (CAC) shall appoint one member to the Board (Five Members);
- 2) The Chair and Vice Chair of the Commission shall each serve as a member to the Board (Two Members); and
- 3) 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 (One Member).

The five appointed members of the Board shall serve a maximum of two terms, for so long as the Commissioner who appointed that member remains on the Commission, for up to eight years.

According to the Bylaws, an individual must live, work or own property or a business within Culver City or have a special, widely-recognized interest in improving cultural affairs of the community or region in order to be eligible for appointment to the Board.

**Chair and Vice Chair of the Cultural Affairs Commission:** On Tuesday, July 19, 2016, the CAC met and elected Len Dickter as Chair and Rich Cherry as Vice Chair for Fiscal Year 2016-2017. In accordance with the Bylaws, Chair Dickter and Vice Chair Cherry are members of the CAF Board.

**CAC Appointments to the Foundation Board:** On June 13, 2016, the City Council appointed Jeannine Wisnosky Stehlin to the Cultural Affairs Commission seat vacated at the end of June by Regina Klein. The City Council appointed Zoltan Pali to the seat vacated by Thomas Small who was elected to City Council in April 2016. The Foundation Board will include Commissioner Stehlin's appointee and Commissioner Pali's appointee.

### ***Appointment of Officers***

As stated in Article V of the 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 Foundation Board meetings (staff supports the Secretary in this role); the Treasurer, at least semi-annually, shall submit a written report reflecting the current financial condition of the Foundation and shall prepare a year-end financial statement detailing the financial status of the Foundation (staff supports the Treasurer in this role).

The Bylaws state that "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." At the October 27, 2010 Foundation Board meeting, the CAF Board adopted a resolution (Resolution No. CAF 2010-001) that designated September as the regular meeting at which officers are elected.

The Bylaws also state that ".... the term of each officer shall be for two (2) years ...." On September 16, 2015, Jeannine Wisnosky Stehlin was elected Chair, Regina Klein as Vice Chair, and Celeste Anlauf as Secretary. Ashley Rodgers has served as Treasurer since September 2014. Therefore, at this time, three offices need to be filled: Chair, Vice Chair and Treasurer.

**Procedure:** (1) The Secretary requests nominations for Chair, Vice Chair and Treasurer. The Foundation Board considers a motion to elect a new Chair, Vice Chair and Treasurer from amongst those nominated.

### **FISCAL ANALYSIS**

There is no fiscal impact associated with this action.

**ATTACHMENTS**

None.

**MOTION:**

That the Cultural Affairs Foundation Board:

1. Elect \_\_\_\_\_ as Chair; and,
2. Elect \_\_\_\_\_ as Vice Chair; and
3. Elect \_\_\_\_\_ as Treasurer.