



**THOUSAND OAKS ALLIANCE FOR THE ARTS
REGULAR BOARD MEETING**

Thursday March 12, 2020 – 8:00 A.M.
Thousand Oaks Civic Arts Plaza – Acorn Room
2100 Thousand Oaks Blvd., Thousand Oaks, California

MISSION STATEMENT

To advance, support, and present visual and performing arts, cultural events, and arts education at the Bank of America Performing Arts Center.

VISION

A place where the arts thrive for all.

AGENDA

- 1. CALL TO ORDER**
- 2. ROLL CALL:** Chair Leanne Neilson, Vice-Chair David Mead, Treasurer John Bradley, Secretary Eloise Cohen, Board directors Judy Linton, Al Lowe, and Janet Scherr.
- 3. PUBLIC COMMENTS**
- 4. MINUTES**
 - A. Approve minutes from the January 16, 2020 regular Board meeting.
- 5. BOARD BUSINESS**
 - A. BOARD DEVELOPMENT**
 - I. Review proposed revisions to TOARTS Bylaws
 - a. Approval of proposed revisions to TOARTS Bylaws
 - b. Authorize the creation of an ad hoc Nominating Committee for the consideration of additional Board Directors
 - C. COMMITTEES**
 - I. Ad Hoc Arts Education Committee – Update
 - II. Ad Hoc Dr. Raymond Olson Performance Grants Committee – Update
 - D. DEVELOPMENT**
 - I. Development activities – Update
 - II. Autograph Wall Dedication – March 18, 2020

- III. Development Task Force
 - IV. Administrative Assistance –
 - a. Approve expenditure, not-to-exceed \$25,000 annually, for part-time administrative assistance

 - E. **FINANCE**
 - I. Monthly financial update
 - II. Selection of independent, external auditor TOARTS FY 2019-20 and FY 2020-21
 - a. Authorize Treasurer to engage the services of a financial auditor

 - F. **PROGRAMMING**
 - I. CAP Presents programming
 - a. FY 2019-20 tickets sales – Update
 - b. Review future CAP Presents programming

 - G. **Bank of America Performing Arts Center**
 - I. Discussion of recommendations for Long-term BAPAC Improvements
- 6. BOARD CALENDAR**
A. Additions or revisions to the calendar.
- 7. OTHER BUSINESS**
- 8. ACTING EXECUTIVE DIRECTOR COMMENTS**
- 9. BOARD MEMBER COMMENTS**
- 10. REVIEW AGENDA FOR NEXT MEETING – April 9, 2020 at 8:00 a.m.**
- 11. ADJOURNMENT**

Any public documents provided to a majority of TOARTS Board Directors regarding any item on this agenda will be made available for public inspection at the Cultural Affairs Department Administration Office located at 2100 Thousand Oaks Blvd., Thousand Oaks, California 91362 during normal business hours. In addition, such writing and documents will be posted on the TOARTS website at www.toarts.org. Americans with Disabilities Act (ADA): In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting or other services in conjunction with this meeting, please contact the Cultural Affairs Department at 805-449-2700. Upon request, the agenda and documents in this agenda packet, can be made available in appropriate alternative formats to persons with a disability. Notification at least 48 hours prior to the meeting or time when services are needed will assist City staff in assuring that reasonable arrangements can be made to provide accessibility to the meeting or service.



ACTION MINUTES

**THOUSAND OAKS ALLIANCE FOR THE ARTS
REGULAR BOARD MEETING**

Thursday, January 16, 2020; 8:00 AM
Thousand Oaks Civic Arts Plaza – Acorn Room
2100 Thousand Oaks Blvd., Thousand Oaks, California

AGENDA

1. **CALL TO ORDER:** Meeting was called to order at 8:04 am in the Acorn Room.
2. **ROLL CALL:** Present – Vice Chair David Mead, Treasurer John Bradley, Secretary Eloise Cohen and Directors Al Lowe and Janet Scherr; Absent – Director Judy Linton and Chair Neilson. Staff Present: Blanca Gomez, Patrick Hehir, Carrie Matson, Barry McComb, Niki Richardson and Jonathan Serret.
3. **PUBLIC COMMENTS** - None
4. **MINUTES** – Board reviewed the minutes from the December 12, 2019 Annual Board meeting.
MOTION: Bradley made a motion to approve the minutes of the December 12, 2019 Annual Board meeting; seconded by Cohen; approved 3-0-1 with Al Lowe abstaining. Director Scherr was not present during the vote.
5. **BOARD BUSINESS**
 - A. **SIX MONTH REVIEW** – Acting Executive Director provided an overview of TOARTS activity and accomplishments during the period of July – December 2019.
 - B. **BOARD DEVELOPMENT** – Acting Executive Director and Assistant City Attorney provided an overview of the proposed changes to the bylaws reflecting the Board’s desired ability to increase the membership of the Board. Staff will need to receive any additional changes desired by Board Directors by Monday, February 3, 2020. The vote on bylaws will be brought to the next TOARTS Board meeting.
 - C. **COMMITTEES**
 - I. **Ad Hoc Arts Education Committee** – Development Director provided an update on the status of committee activity. The consultant scope is being amended to provide greater value and to develop a framework for a grants-program relating to the “Adopt-a- School” initiative.

- II. **Ad Hoc Dr. Raymond Olson Performance Grants Committee** – Development Director provided and update on the status of grant materials and will provide committee members with the updated application. Acting Executive Director will schedule meetings for members of the committee to meet with Resident Company Executive Directors and a Board Representative.
- III. **Advisory Council** - Discussion was held regarding potential topics for the next Advisory Council meeting. Staff will email a postponement of the next Advisory Council meeting until a later date following the selection of the City’s next Cultural Affairs Director and TOARTS’ Executive Director.

D. DEVELOPMENT

- I. **Development Activities** – Development Director discussed the year-end annual appeal and upcoming events including the upcoming Kids & the Arts performance featuring Kingsmen Shakespeare, another event in the ongoing *Art with Heart* series featuring the Dancing with the Future Stars program, and the annual Producer’s Club Luncheon.
- II. **Gratitude Reception** – Development Director provided an update on the the annual Gratitude Reception for donors, scheduled for February 20, 2020 in the Scherr Forum Theatre.

E. FINANCE

- I. **Monthly Financial Update** – Bradley provided an overview of the preliminary December 2019 financial statements and year to date update for the first six months of the fiscal year. Barry McComb provided an update on the City’s auditor selection and process. Staff will return to Board to seek direction on auditor selection/retention for future audits.

F. PROGRAMMING

- I. **CAP Presents Programming**
 - a. **FY 2019-20 Ticket Sales** – Acting Executive Director provided an update on ticket sales.
 - b. **Review future CAP Presents programming** – Acting Executive Director provided an update on outstanding artist offers and ongoing discussions regarding additional artists and attractions following the annual Association of Performing Arts Professionals conference.
 - c. **Discussion of Artist Offer** – Discussion was held regarding a potential artist offer estimated to exceed \$100,000.

MOTION: Bradley made a motion to authorize the Acting Executive Director to execute an offer for the discussed artist, seconded by Scherr; approved 5-0.

6. **BOARD CALENDAR** – Acting Executive Director will add upcoming development and Kids & the Arts events to the Board calendar.
7. **OTHER BUSINESS** – Ad Hoc History Wall Committee to develop online content for the History Wall and to discuss ownership and responsibility for content.
8. **EXECUTIVE DIRECTOR COMMENTS** – Acting Executive Director will provide an update to the City’s Campus Masterplan at the February meeting.
9. **BOARD MEMBER COMMENTS**
10. **AGENDA FOR NEXT MEETING** – Revised Bylaws will be presented for Board approval.
11. **ADJOURNMENT** – The meeting was adjourned at 9:38 a.m. until 8:00 a.m. on Thursday, February 13, 2020 in the Acorn Room.



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TO: TOARTS Board
FROM: Jonathan Serret, Acting Executive Director
DATE: March 12, 2020
SUBJECT: Revisions to TOARTS Bylaws

RECOMMENDATION:

1. Approve proposed revisions to TOARTS Bylaws.
2. Create an ad hoc Nominating Committee for the consideration of additional TOARTS Board Directors

BACKGROUND:

On May 19, 2017, the Thousand Oaks Alliance for the Arts (TOARTS) was established. The corporation's bylaws were drafted as a part of the merger between the Alliance for the Arts and the Thousand Oaks Civic Arts Plaza Foundation. During the TOARTS strategic planning meeting on November 14, 2019, the Board discussed the possibility of increasing the permissible amount of Board Directors to encourage more diversity and provide continuity during times of future Board Director transition. This idea was further reinforced by the Board during the December 12, 2019 annual meeting and staff was asked to draft potential changes to the TOARTS bylaws which would permit additional Board Directors to be appointed. At the regular TOARTS meeting on January 16, 2020, the Board was presented with the proposed changes for review as well as the opportunity to propose additional changes for review prior to formal approval. Staff received no additional proposed changes.

DISCUSSION/ANALYSIS:

Staff have prepared draft revisions to the TOARTS Bylaws which reflect the ability to appoint up to eleven (11) Board Directors. Language was corrected throughout the document to reflect this change with regard to quorum, voting, and other Board action requiring a specific amount of approval. While drafting these revisions, staff also noted language pertaining to the initial establishment of TOARTS which is now obsolete and can be removed. Additional language corrections have been included in the proposed revisions.

Attachment:

- Attachment #1 – Proposed Redline Revisions to TOARTS Bylaws
Attachment #2 – Revised TOARTS Bylaws with Revisions Included (Clean Copy)

**Restated Bylaws of
Thousand Oaks Alliance for the Arts**

ARTICLE 1 OFFICES	1
1.1. PRINCIPAL OFFICE	1
1.2. OTHER OFFICES	1
ARTICLE 2 PURPOSES, EFFECTIVE DATE, OPEN MEETINGS	1
2.1. OBJECTIVES AND PURPOSES	1
2.2. EFFECTIVE DATE	1
2.3. BROWN ACT	1
ARTICLE 3 DIRECTORS, ELECTION AND REMOVAL	2
3.1. POWERS	2
3.2. QUALIFICATIONS	2
3.3. NUMBER OF DIRECTORS	2
3.4. ELECTION AND TERM OF OFFICE OF DIRECTORS	2
3.5. REMOVAL OF DIRECTORS	3
3.6. VACANCIES	3
ARTICLE 4 DIRECTOR DUTY OF CARE AND CONDUCT	4
4.1. DUTY OF CARE AND LOYALTY	4
4.2. GENERAL DUTIES	4
4.3. RESTRICTION REGARDING INTERESTED DIRECTORS	4
4.4. SELF-DEALING	5
4.5. MUTUAL DIRECTORS	5
4.6. COMPENSATION	6
4.7. LOANS TO OFFICERS OR DIRECTORS	6
4.8. NON-LIABILITY OF DIRECTORS	6
4.9. INSURANCE FOR CORPORATE AGENTS	6
4.10. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS	6
4.11. EMERGENCY POWERS	8
ARTICLE 5 MEETINGS OF THE BOARD	<u>109</u>
5.1. REGULAR AND ANNUAL MEETINGS	<u>109</u>
5.2. SPECIAL MEETINGS	10
5.3. MINUTES	10
5.4. PLACE OF MEETINGS	10
5.5. NOTICE OF MEETINGS	<u>1140</u>
5.6. CONTENTS OF NOTICE	11
5.7. OPEN MEETINGS	<u>1244</u>
5.8. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS	<u>1244</u>
5.9. QUORUM FOR MEETINGS	12
5.10. MAJORITY ACTION AS BOARD ACTION	12
5.11. CONDUCT OF MEETINGS	13
5.12. CODE OF ETHICS	13
ARTICLE 6 OFFICERS OF THE CORPORATION	13
6.1. NUMBER OF OFFICERS	13
6.2. QUALIFICATIONS	13
6.3. ELECTION AND TERM OF OFFICE	13

6.4.	SUBORDINATE OFFICERS	1413
6.5.	REMOVAL AND RESIGNATION	14
6.6.	VACANCIES.....	14
6.7.	DUTIES OF CHAIR OF THE BOARD.....	14
6.8.	DUTIES OF VICE CHAIRS	14
6.9.	DUTIES OF SECRETARY	1544
6.10.	DUTIES OF TREASURER	15
ARTICLE 7	EXECUTIVE DIRECTOR.....	15
7.1.	EXECUTIVE DIRECTOR	15
ARTICLE 8	COMMITTEES.....	15
8.1.	COMMITTEES.....	15
8.2.	AUDIT COMMITTEE.....	16
8.3.	MEETINGS AND ACTIONS OF COMMITTEES.....	17
8.4.	ADVISORY COMMITTEES.....	17
ARTICLE 9	EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS	17
9.1.	EXECUTION OF INSTRUMENTS.....	17
9.2.	CHECKS AND NOTES.....	17
9.3.	DEPOSITS	1847
9.4.	GIFTS	1847
9.5.	REPRESENTATION OF SHARES OF OTHER CORPORATIONS	18
9.6.	ALLIANCE FOR THE ARTS FUNDS	18
ARTICLE 10	CORPORATE RECORDS, REPORTS AND SEAL	18
10.1.	MAINTENANCE OF CORPORATE RECORDS.....	18
10.2.	DIRECTORS' INSPECTION RIGHTS	1948
10.3.	ANNUAL FINANCIAL REPORT	19
10.4.	ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS	19
ARTICLE 11	MISCELLANEOUS PROVISIONS.....	20
11.1.	FISCAL YEAR OF THE CORPORATION	20
11.2.	AMENDMENT OF BYLAWS	20
11.3.	AMENDMENT OF ARTICLES OF INCORPORATION	20
11.4.	DETERMINATION OF MEMBERS	20
11.5.	CONSTRUCTION AND DEFINITIONS	2120

**Amended and Restated Bylaws of
THOUSAND OAKS ALLIANCE FOR THE ARTS
a California Public Benefit Corporation**

**ARTICLE 1
OFFICES**

1.1. PRINCIPAL OFFICE

The Corporation shall have a principal office at which it shall maintain its official records and transact other business. The principal office shall be located in the City of Thousand Oaks, California.

1.2. OTHER OFFICES

The Corporation may also have other offices in the Conejo Valley, California, as the Board of Directors may determine.

**ARTICLE 2
PURPOSES, EFFECTIVE DATE, OPEN MEETINGS**

2.1. OBJECTIVES AND PURPOSES

The primary purpose of this Corporation is as set forth in the Corporation's Articles of Incorporation.

2.2. EFFECTIVE DATE

These Amended and Restated Bylaws shall be effective as of ~~the latter of January 3, 2017~~ February 13, 2020 ~~or the date the merger between Alliance for the Arts, a California nonprofit public benefit corporation (AAFTA@) and the Corporation is endorsed by the Secretary of State (the Effective Date@).~~

2.3. BROWN ACT

All meetings of the Board and of committees of the Board shall be subject to The Ralph M. Brown Act, as amended (Gov't Code section 54950 *et seq.*).

**ARTICLE 3
DIRECTORS, ELECTION AND REMOVAL**

3.1. POWERS

The Corporation shall have a Board of Directors (referred to, in these bylaws, as the "Board"). The activities and affairs of the Corporation and all corporate powers shall be exercised by or under the direction of the Board, acting as a body. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

3.2. QUALIFICATIONS

It shall be a qualification of any person who is a director of this Corporation that ~~he or she~~they meet the requirements of the California Department of Alcoholic Beverage Control for the Corporation to maintain its liquor license.

3.3. NUMBER OF DIRECTORS

The Board shall have a minimum of seven (7) directors and no more than a maximum of eleven (11) directors.

3.4. ELECTION AND TERM OF OFFICE OF DIRECTORS

~~3.4.1. As of the Effective Date, the Board shall be comprised of three (3) directors appointed by AFTA prior to January 3, 2017, and three (3) directors elected by the Board of the Corporation prior to the effective date.~~

~~3.4.~~

~~3.4.2. Within three (3) months of the Effective Date, the Board shall elect a seventh director, who shall be a working artist or a member of the community with a history of support and demonstrated interest in the arts.~~

~~3.4.3.3.4.1. At the first meeting of the Board after the Effective Date, the Board shall provide for staggered terms of directors by designating one (1) director appointed by AFTA and one (1) director elected by the Corporation to each of one (1), two (2) and three (3) year terms. The initial term of the community Board appointee will serve an initial term of three (3) years. The initial terms of one or two years will not count as full terms. The initial terms for Alliance and Foundation appointees will be determined by a blind draw. The terms of office of all directors subsequent to the initial terms shall be three (3) years, expiring at the end of the calendar year. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.~~

~~3.4.4.3.4.2. Following the initial terms of all directors, directors subsequently shall be elected by the Board.~~ Directors shall be elected at each annual meeting to fill those terms that expire at the end of the calendar year of the scheduled annual meeting. If directors are not elected at any annual

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meeting, they may be elected at any other regular or special meeting held for that purpose (which need not be the exclusive purpose of that meeting).

~~3.4.5.3.4.3.~~ After each vote of the Board to elect directors, the Thousand Oaks City Council shall vote whether to ratify each person so elected to serve as a director of the Corporation. Only persons who have been so ratified by the Thousand Oaks City Council may serve as directors of the Corporation.

~~3.4.6.3.4.4.~~ No person shall serve as a director of this Corporation for more than three (3) consecutive full terms. ~~For purposes hereof, a partial term of two (2) years or more will constitute a full term.~~ A director who has served the maximum number of terms may be eligible to serve as a director after two (2) years have passed since that person was last a director.

3.5. REMOVAL OF DIRECTORS

3.5.1. The Board may declare vacant the office of a director who:

3.5.1.1. Has been declared of unsound mind by a final order of a court of competent jurisdiction, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under section 5230 and following of the California Nonprofit Corporation Law (the "Nonprofit Law");

3.5.1.2. Fails to satisfy the qualification to serve as a director set forth in Section 3.2; or

3.5.1.3. Fails to attend at least two-thirds (2/3) of the meetings of the Board during any 12-month period.

3.5.2. A director may be removed without cause:

3.5.2.1. By the vote of ~~five (5)-seventy percent (70%) of~~ directors then in office, ~~and/or~~

3.5.2.2. By the vote of a majority of the Thousand Oaks City Council.

3.6. VACANCIES

3.6.1. Vacancies on the Board shall exist (i) on the death, resignation or removal of any director or (ii) whenever the number of authorized directors is increased.

3.6.2. Any director may resign effective upon giving written notice to the Chair of the Board, the Secretary, or the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No director may resign if such resignation will leave the Corporation without at least one duly elected director in charge of its affairs except upon notice to the Attorney General of the State of California.

3.6.3. A reduction of the number of authorized directors shall be effective only upon the expiration of the then-current directors' terms of office or upon the occurrence of any other vacancy in the

Board, unless the reduction or the amendment also provides for the removal of one or more specified directors.

- 3.6.4. Subject to ratification by City Council as set forth in Article-Subsection 3.4.5-3 above, vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice as required under the Brown Act.
- 3.6.5. A person elected to fill a vacancy as provided by this Section shall hold office until the expiration of the term of the person being replaced. A partial term to fill a vacancy will not constitute a full term as set forth in Subsections 3.4.1 and 3.4.4 above.

ARTICLE 4 DIRECTOR DUTY OF CARE AND CONDUCT

4.1. DUTY OF CARE AND LOYALTY

It is the obligation of each director of the Corporation to perform his or her their duties in good faith, in a manner such director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

4.2. GENERAL DUTIES

4.2.1. It is the duty of each director to:

- 4.2.1.1. Perform any and all duties imposed on him or her them individually, or collectively upon the Board, by law, by the Articles of Incorporation of this Corporation, or by these bylaws.
- 4.2.1.2. Ensure all Board policies and decisions are implemented and carried out;
- 4.2.1.3. Honor all donor agreements and commitments assumed or entered into by the Corporation.

4.2.2. It is the duty of the Board to meet at such times and places as required by these bylaws.

4.3. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, not more than 49 percent of the persons serving on the Board may be interested persons. An "interested person" is:

- 4.3.1. Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months excluding any reasonable compensation paid to a director as a director. For purposes of this definition, compensation means any payment as a full or part-time employee, an officer, a contractor, a vendor or otherwise.

- 4.3.2. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

4.4. SELF-DEALING

The Corporation shall not enter into any contract or transaction, directly or indirectly, with any: (i) director of the Corporation; (ii) officer of the Corporation; (iii) the Chair of the Board or chief executive officer, nor the treasurer or chief financial officer; (iv) any person who during the 5-year period ending on the date of the such transaction was in a position to exercise substantial influence over the affairs of the Corporation; or (v) any person who is a relative by blood or marriage of such a person or who along with such a person owns more than ~~35-thirty-five~~ percent (35%) of the voting power, profit interest or beneficial interest in an entity, unless:

- 4.4.1. The material facts regarding that person's financial interest in such contract or transaction, or regarding such common directorship, officership, or financial interest, are fully disclosed in good faith and noted in the minutes, or are known to all directors, prior to consideration by the Board of such contract or transaction;
- 4.4.2. Such contract or transaction is authorized in good faith by a vote of the majority of the directors then in office, without counting the votes of any director who has a financial interest in the transaction;
- 4.4.3. Before authorizing or approving the transaction, the Board considers and in good faith determines, after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- 4.4.4. At the time the transaction is entered into:
- 4.4.4.1. The transaction is fair and reasonable to the Corporation; and
 - 4.4.4.2. The Corporation entered into it for its own benefit.

4.5. MUTUAL DIRECTORS

The Corporation shall not enter into a contract or transaction with any other entity of which one or more of the Corporation's directors are directors (or the equivalent) unless:

- 4.5.1. The material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote or votes of the common director or directors, or
- 4.5.2. The contract or transaction is just and reasonable to the Corporation at the time it is authorized, approved or ratified.

4.6. COMPENSATION

Directors shall serve without compensation. Directors and other disqualified persons may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4.2.

4.7. LOANS TO OFFICERS OR DIRECTORS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer.

4.8. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

4.9. INSURANCE FOR CORPORATE AGENTS

This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officers, directors, employees, or agents status as such.

4.10. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

4.10.1. For purposes of this Section, the following terms shall have the meanings ascribed:

4.10.1.1. "Agent" means any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving or acting at the request of this Corporation as a director, office employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;

4.10.1.2. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

4.10.1.3. "Expenses" includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of ~~his~~ their position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

- 4.10.2. Subject to the required findings to be made pursuant to Subsection 4.10.6, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding, other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of section 5233 of the Nonprofit Law or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation.
- 4.10.3. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
- 4.10.3.1. The determination of good faith conduct required by Subsection 4.10.6 must be made in the manner provided for in that Subsection; and
- 4.10.3.2. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.
- 4.10.4. To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against ~~him~~~~them~~, then the provisions of Subsections 4.10.3 and 4.10.6 shall determine whether the Agent is entitled to indemnification.
- 4.10.5. If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
- 4.10.6. The indemnification granted to any Agent in Subsections 4.10.2 through 4.10.4 is conditioned on the following:
- 4.10.6.1. The Agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner ~~he~~~~they~~ believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere,

or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which ~~he-they~~ reasonably believed to be in the best interest of this Corporation or that ~~he-they~~ had reasonable cause to believe that ~~his-their~~ conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that ~~his-their~~ conduct was unlawful; and

4.10.6.2. The determination that the Agent did act in a manner complying with Subsection 4.10.6.1, above, shall be made by:

4.10.6.2.1. The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

4.10.6.2.2. The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not this Corporation opposes the application by the Agent, attorney, or other person.

4.10.7. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article. However, no indemnification or advance shall be made under this Section, in any circumstance when it appears:

4.10.7.1. That the indemnification or advance would be inconsistent with a provision of the Articles or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

4.10.7.2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

4.10.8. Nothing contained in this Section shall affect any right to indemnification to which persons other than directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise. This Section does not and shall not apply to any proceeding against any trustee, investment manager, or other fiduciary of a pension, deferred compensation, savings, thrift, or other retirement, incentive, or benefit plan, trust, or provision for any or all of the Corporation's directors, officers, employees, and persons providing services to the Corporation or any of its subsidiary or related or affiliated corporations, in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in bylaws. Nothing contained in this Section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

4.11. EMERGENCY POWERS

The emergency bylaw provisions of this Section are adopted in accordance with section 5151(g) of the Nonprofit Law. Notwithstanding anything to the contrary herein, this Section applies solely during an Emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 5.5 and 5.9 of these bylaws:

- 4.11.1.1. A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;
 - 4.11.1.2. An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
 - 4.11.1.3. An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
 - 4.11.1.4. A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.
- 4.11.2. During an emergency, the Board may:
- 4.11.2.1. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;
 - 4.11.2.2. Relocate the principal office or authorize the officers to do so;
 - 4.11.2.3. Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the Board cannot be given to that director or directors in the manner prescribed by Section 5.5 of these bylaws; and
 - 4.11.2.4. Deem that one or more officers present at a Board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

**ARTICLE 5
MEETINGS OF THE BOARD**

5.1. REGULAR AND ANNUAL MEETINGS

- 5.1.1. The Board shall hold regular meetings designated in advance by the Board, at such place and time determined by the Board. The last regular meeting of the calendar year shall be the annual meeting.
- 5.1.2. At the annual meeting the Board shall undertake the election of directors and officers and the transactions of other business. Whenever there is an election to fill a seat on the Board of Directors, each director may cast one vote for each director to be elected. Cumulative voting by directors for the election of directors is not permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

5.2. SPECIAL MEETINGS

Special meetings of the Board may be called by the Chair of the Board, a Vice Chair, the Secretary, or by any two directors, and such meetings shall be held at the place, designated by the person or persons calling the meeting, or in the absence of such designation, at the principal office of the Corporation.

5.3. MINUTES

The Board shall be responsible for recording, approving and maintaining minutes of the proceedings of the meeting of the Board and of committees of the Board. The Secretary or Secretary's designee shall take the minutes of the Board. The book of minutes may be maintained in electronic form provided that they can be printed at any time.

5.4. PLACE OF MEETINGS

- 5.4.1. Meetings of the Board shall be held at the Thousand Oaks Civic Arts Plaza or at any place that, from time to time, has been designated by the Board within Southern California, and adopted by resolution.
- 5.4.2. Any director may participate in a meeting, and any meeting of the Board may be held by, conference telephone, video screen or other transmission, provided the requirements of Gov't Code section 54943 and those specified below are met. A director who participates in a meeting by such means shall be considered present in person for that meeting.
 - 5.4.2.1. In the case of a meeting held by conference telephone or video screen, all directors participating in the meeting are able to hear one another.
 - 5.4.2.2. In the case of other electronic transmission,
 - 5.4.2.2.1. Each director participating in the meeting can communicate with all other directors concurrently, and

- 5.4.2.2.2. Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the Corporation.

5.5. NOTICE OF MEETINGS

- 5.5.1. Notices of Board meetings are valid if made by:
 - 5.5.1.1. First-class mail, postage prepaid;
 - 5.5.1.2. Personal delivery of a written notice;
 - 5.5.1.3. Delivery by overnight courier or private delivery service that can be and is confirmed;
 - 5.5.1.4. Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;
 - 5.5.1.5. Facsimile, e-mail or other electronic means, provided that to a director has given his or her consent to receive notice by such means and if a record capable of retention, retrieval and review of such notice is recorded.
- 5.5.2. Notice of regular meetings need not be given if fixed by a resolution of the Board that is noted in minutes distributed to all directors. Otherwise, notice of regular meetings to the Directors will be valid if made no less than 14 days prior to the date of the meeting. Notice of special meetings shall be valid if made at least 48 hours prior to the date and time of the meeting and notice must be delivered by personal delivery or any other means that ensures receipt at least 48 hours before the time of the meeting, except for notice by mail which is not valid unless made four days prior to the date of the meetings. Written notice of any meeting shall be given to any person, other than a director, who requests such notice in writing and pays in advance for the copying and postage.
- 5.5.3. The agenda for each regular Board meetings shall be posted in a public place within the Thousand Oaks Civic Arts Plaza no later than 72 hours before the time of the meeting, on the City's website, and as otherwise required under the Brown Act.
- 5.5.4. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than 24 hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than 24 hours from the time of the original meeting.

5.6. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place (if other than the Corporation's principal office), day, hour and agenda of the meeting.

5.7. OPEN MEETINGS

As required by the Brown Act, meetings of the Board and of Committees of the Board shall be open and all persons shall be permitted to attend. However, the Board may hold closed sessions during any meetings to consider those matters that may lawfully be considered in such sessions under the Brown Act.

5.8. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

5.8.1. Notice of a meeting of the Board need not be given to any director who either, before or after the meeting:

- 5.8.1.1. Signs a waiver of notice;
- 5.8.1.2. Signs a written consent to the holding of the meeting;
- 5.8.1.3. Approves of the minutes of the meeting; or
- 5.8.1.4. Attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of proper notice to him or her.

5.8.2. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

5.9. QUORUM FOR MEETINGS

5.9.1. A majority of the directors then in office shall constitute a quorum for the transaction of any business except adjournment.

5.9.2. No business shall be considered by the Board at any meeting at which a quorum, as defined above, is not present. The only motion which is permitted at a meeting at which a quorum is not initially present is a motion to adjourn. A majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

5.10. MAJORITY ACTION AS BOARD ACTION

5.10.1. The Board may act by approving a resolution properly set before the Board by the affirmative vote of a majority of the directors present at a duly held meeting at which a quorum is present subject to the more stringent provisions of these bylaws or the Nonprofit Law.

5.10.2. The following actions shall require a vote of ~~five (5)~~seventy percent (70%) of directors then in office:

- 5.10.2.1. Removal of a director pursuant to Subsection 3.5.2;
- 5.10.2.2. Any amendment to the Corporation's Articles of Incorporation including, without limiting the foregoing, change in the purpose of the Corporation;
- 5.10.2.3. Any amendment to the Corporation's bylaws; and

5.10.2.4. Amendments of the Alliance for the Arts Commitment to Donors & Founders.

~~5.10.3. During the calendar years 2017 and 2018, approval of the Corporation's annual budget shall require the vote of five (5) directors.~~

5.11. CONDUCT OF MEETINGS

All meetings, procedural matters of debate and motions of the Board and of Committees of the Board shall be governed by any special rules of procedure adopted by resolution of the Board., or if no special rule covers the issue by Rosenberg's Rules of Order, including such revisions thereof as may from time to time be published, except insofar as such rules are inconsistent with these Bylaws, with the Articles of Incorporation or with applicable law.

5.12. CODE OF ETHICS

All Directors and advisory board members shall sign an Ethics Policy adopted by the Board.

ARTICLE 6 OFFICERS OF THE CORPORATION

6.1. NUMBER OF OFFICERS

The officers of the Corporation shall be a Chair of the Board (the "Chair"), Vice Chair, Secretary, and a Treasurer. The Corporation may also have, as determined by the Board, one or more Vice Chairs, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chair of the Board.

6.2. QUALIFICATIONS

Any director may serve as an officer of the Corporation.

6.3. ELECTION AND TERM OF OFFICE

~~6.3.1. Except those officers appointed in accordance with the provisions of Section 6.4 of this Article, officers shall be elected by the Board at the annual meeting, and shall serve at the pleasure of the Board. All Officers shall be appointed for two-year terms and shall serve no more than two consecutive two-year terms at that position.~~

~~6.3.1.~~

~~6.3.2. The initial terms of the Chair and Treasurer in office as of the Effective Date shall expire on December 31, 2018. The initial terms of the Vice Chair and Secretary in office as of the Effective Date shall expire on December 31, 2017.~~

~~6.3.3.~~ ~~6.3.2.~~ Except as set forth in Subsection ~~6.3.2,~~ the Chair and Treasurer shall be elected ~~in for~~ terms beginning in ~~even~~ odd-numbered years and the Vice Chair and Secretary shall be elected ~~in~~ for terms beginning in ~~odd~~ even-numbered years.

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6.4. SUBORDINATE OFFICERS

The Board may appoint, and may authorize the Chair of the Board to appoint, such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

6.5. REMOVAL AND RESIGNATION

- 6.5.1. Any officer may be removed, either with or without cause, by the Board, at any regular or special meeting of the Board, or by an officer on whom such power of removal may be conferred by the Board.
- 6.5.2. Any officer may resign at any time by giving written notice to the Board or to the Chair of the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.6. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of the Chair shall be filled by the Board. In the event of a vacancy in any other office, such vacancy may be filled temporarily by appointment of the Chair until such time as the Board fills the vacancy. A person elected to a vacant office by the Board shall hold that office until the expiration of the term.

6.7. DUTIES OF CHAIR OF THE BOARD

The Chair is to:

- 6.7.1. Preside at all meetings of the Board;
- 6.7.2. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, in the name of the Corporation, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board; and
- 6.7.3. Perform all other duties incident to ~~his or her~~their office and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation of this Corporation, or by these bylaws, or which may be prescribed from time to time by the Board.

6.8. DUTIES OF VICE CHAIRS

In the absence or disability of the Chair, the Vice Chairs, if any, in order of their rank as fixed by the Board or, if not ranked, a Vice Chair designated by the Board, shall perform all powers of, and be subject to all the restrictions upon, the Chair. The Vice Chairs shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Chair.

6.9. DUTIES OF SECRETARY

The Secretary shall perform such duties as determined by the Board including ensuring proper and accurate record keeping of meetings, policies, resolutions, activities and records as required by law, maintaining the Corporation's legal documents, reviewing and distributing minutes of meetings, and ensuring proper notice of meetings of the Board and committees as required by the Corporation's bylaws and state law.

6.10. DUTIES OF TREASURER

The Treasurer shall perform such duties as determined by the Board to ensure that appropriate financial reports are made available to the Board on a timely basis and oversee the financial affairs of the Corporation.

**ARTICLE 7
EXECUTIVE DIRECTOR**

7.1. EXECUTIVE DIRECTOR

The Cultural Affairs Director of the City of Thousand Oaks shall serve as the Executive Director of the Corporation. The Executive Director shall be the chief executive officer of the Corporation and shall generally supervise, direct and control the Corporation's activities, business and affairs. The Executive Director shall perform all duties incident to the office and all other duties that may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors from time to time. The Executive Director shall be responsible to the Board and shall report to the Chair. The Executive Director shall be a non-voting, advisory member of the Board and the Executive Committee.

**ARTICLE 8
COMMITTEES**

8.1. COMMITTEES

- 8.1.1. Subject to the Brown Act, the Board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more Committees and Ad Hoc Committees of the Board that exercise some authority of the Board, each consisting of two or more directors, to serve at the pleasure of the Board and have such authority as is delegated by the Board (each, a "Committee of the Board"). Persons who are not directors may not serve on ~~such eBoard Committees, but may serve as non-voting members on f-Ad Hoc Committees.~~
- 8.1.2. By a majority vote of the directors then in office, the Board may at any time revoke or modify any or all of the authority delegated to any Committee of the Board, increase or decrease (but not fewer ~~than~~ two) the number of members of any Committee of the Board, and fill vacancies in any Committees of the Board from among the directors.

- 8.1.3. All Committees of the Board shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.
- 8.1.4. The following powers are reserved to the Board of Directors as a whole and may not be delegated to any committees thereof:
 - 8.1.4.1. The filling of vacancies on the Board or on any Committee of the Board that has the authority of the Board;
 - 8.1.4.2. The appointment of Committees of the Board or the members thereof;
 - 8.1.4.3. The amendment or repeal of bylaws or Articles of Incorporation, or the adoption of new bylaws or Articles of Incorporation;
 - 8.1.4.4. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
 - 8.1.4.5. The approval of any action for which the law requires approval of members or approval of a majority of all members regardless whether the Corporation has members; and
 - 8.1.4.6. The approval of any transaction to which this Corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in section 5233(d)(3) of the Nonprofit Law.

8.2. AUDIT COMMITTEE

- 8.2.1. This Corporation shall have an Audit Committee, which may consist of the entire Board. Notwithstanding the other provisions of this Article, the Audit Committee, if there is one, shall have the following duties and composition:
- 8.2.2. It shall be the duty of the Audit Committee to:
 - 8.2.2.1. Recommend to the Board of Directors the retention and termination of the independent auditor;
 - 8.2.2.2. Confer with the auditor to satisfy the committee members that the financial affairs of the Corporation are in order;
 - 8.2.2.3. Review and determine whether to accept the audit; and
 - 8.2.2.4. Approve performance of any non-audit services to be provided by the auditing firm.
- 8.2.3. The Audit Committee shall be composed of at least two people. Audit Committee members need not be directors of the Corporation. In addition, the composition of the Audit Committee is restricted as follows:

8.2.3.1. No person who receives compensation from the Corporation, including, without limiting the foregoing, any paid staff and anyone who does business or has any financial interest in any entity that does business with the Corporation, may not serve on the Audit Committee.

8.2.3.2. If the Corporation has a finance committee, its members must comprise less than 50 percent of the Audit Committee and the chair of the finance committee may not serve on the Audit Committee.

8.3. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of all Committees of the Board shall be governed by, noticed, held and taken in accordance with the provisions of Article 5, substituting the words "Committee of the Board" for a Board, and a committee member for "director," as context requires. Notwithstanding said requirements, the time for regular meetings of Committees of the Board may be fixed by resolution of the Board or by the Committee of the Board. The time for special meetings of Committees of the Board may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of Committees of the Board to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

8.4. ADVISORY COMMITTEES

The Corporation may have advisory committees as may from time to time be designated by resolution of the Board. Such advisory committees may consist of persons who are not directors. These additional committees shall act in an advisory capacity only, and shall be clearly titled as "advisory" committees.

ARTICLE 9 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

9.1. EXECUTION OF INSTRUMENTS

Except as otherwise provided in these bylaws, the Board may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

9.2. CHECKS AND NOTES

The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts and other orders for payment of money. Such authority may be general or confined to specific instances.

9.3. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

9.4. GIFTS

The Board may accept on behalf of the Corporation, any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

9.5. REPRESENTATION OF SHARES OF OTHER CORPORATIONS

The Chair or any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer. Notwithstanding the above, the Board shall vote or direct the Chair with respect to matters involving this Corporation's membership in other nonprofit corporations.

9.6. ALLIANCE FOR THE ARTS FUNDS

Funds received by the Corporation from Alliance for the Arts less the amount needed to cover the first 18 months of the Corporation's operations after the Effective Date shall be permanently restricted pursuant to a Memorandum of Understanding between the City of Thousand Oaks and the Corporation. Emergency distributions from such funds may be made upon the unanimous consent of the Board so long as the amount of the emergency distribution is not more than five (5) percent annually and does not invade principal.

**ARTICLE 10
CORPORATE RECORDS, REPORTS AND SEAL**

10.1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

- 10.1.1. Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- 10.1.2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- 10.1.3. A copy of the Corporation's Articles of Incorporation and these bylaws as amended to date; and
- 10.1.4. Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, and California Attorney General that the Corporation is required, by statute or regulation, to make generally available to the public.

10.2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical property of the Corporation. Any inspection under the provisions of this Article may be made in person or by an agent or attorney. The right to inspection includes the right to copy and make extracts.

10.3. ANNUAL FINANCIAL REPORT

- 10.3.1. The Board shall cause an annual report to be furnished not later than 120 days after the close of the Corporation's fiscal year to all directors of the Corporation, which report shall contain the following information in appropriate detail:
 - 10.3.1.1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
 - 10.3.1.2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - 10.3.1.3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
 - 10.3.1.4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- 10.3.2. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation.
- 10.3.3. This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors.

10.4. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

The Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and furnish to each director a statement of any transactions or indemnifications of the following kind:

- 10.4.1. Transaction (i) to which the Corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For these purposes, an "interested person" is either:
- 10.4.1.1. Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - 10.4.1.2. Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiaries.
- 10.4.2. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
- 10.4.3. Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to section 5238 of the Nonprofit Law.

ARTICLE 11
MISCELLANEOUS PROVISIONS

11.1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the first day of July in each calendar year and end on the last day of June of the following year.

11.2. AMENDMENT OF BYLAWS

Subject to any provision of these bylaws or to any law applicable to the amendment of bylaws of a Nonprofit Public Benefit Corporation, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted only by the affirmative vote of five (5) seventy percent (70%) directors then in office in accord with Subsection 5.10.2.3 and ratification by the Thousand Oaks City Council.

11.3. AMENDMENT OF ARTICLES OF INCORPORATION

Any amendment of the Articles of Incorporation may be adopted by the affirmative vote of five (5) seventy percent (70%) directors then in office in accord with Subsection 5.10.2.2 and ratification by the Thousand Oaks City Council.

11.4. DETERMINATION OF MEMBERS

This Corporation shall have no voting members within the meaning of the Nonprofit Law.

11.5. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, the term a person includes both the Corporation and a natural person, and vice versa. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of Thousand Oaks Alliance for the Arts and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: _____

Secretary

**Restated Bylaws of
Thousand Oaks Alliance for the Arts**

ARTICLE 1 OFFICES	1
1.1. PRINCIPAL OFFICE	1
1.2. OTHER OFFICES	1
ARTICLE 2 PURPOSES, EFFECTIVE DATE, OPEN MEETINGS.....	1
2.1. OBJECTIVES AND PURPOSES	1
2.2. EFFECTIVE DATE	1
2.3. BROWN ACT	1
ARTICLE 3 DIRECTORS, ELECTION AND REMOVAL.....	1
3.1. POWERS.....	1
3.2. QUALIFICATIONS.....	2
3.3. NUMBER OF DIRECTORS	2
3.4. ELECTION AND TERM OF OFFICE OF DIRECTORS.....	2
3.5. REMOVAL OF DIRECTORS	2
3.6. VACANCIES.....	3
ARTICLE 4 DIRECTOR DUTY OF CARE AND CONDUCT	3
4.1. DUTY OF CARE AND LOYALTY	3
4.2. GENERAL DUTIES	3
4.3. RESTRICTION REGARDING INTERESTED DIRECTORS	4
4.4. SELF-DEALING	4
4.5. MUTUAL DIRECTORS.....	5
4.6. COMPENSATION	5
4.7. LOANS TO OFFICERS OR DIRECTORS	5
4.8. NON-LIABILITY OF DIRECTORS	5
4.9. INSURANCE FOR CORPORATE AGENTS	5
4.10. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS	5
4.11. EMERGENCY POWERS.....	8
ARTICLE 5 MEETINGS OF THE BOARD.....	9
5.1. REGULAR AND ANNUAL MEETINGS	9
5.2. SPECIAL MEETINGS	9
5.3. MINUTES.....	9
5.4. PLACE OF MEETINGS.....	9
5.5. NOTICE OF MEETINGS.....	10
5.6. CONTENTS OF NOTICE	11
5.7. OPEN MEETINGS.....	11
5.8. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS	11
5.9. QUORUM FOR MEETINGS	11
5.10. MAJORITY ACTION AS BOARD ACTION.....	12
5.11. CONDUCT OF MEETINGS.....	12
5.12. CODE OF ETHICS.....	12
ARTICLE 6 OFFICERS OF THE CORPORATION.....	12
6.1. NUMBER OF OFFICERS	12
6.2. QUALIFICATIONS.....	12
6.3. ELECTION AND TERM OF OFFICE.....	13

6.4.	SUBORDINATE OFFICERS	13
6.5.	REMOVAL AND RESIGNATION	13
6.6.	VACANCIES.....	13
6.7.	DUTIES OF CHAIR OF THE BOARD.....	13
6.8.	DUTIES OF VICE CHAIRS	14
6.9.	DUTIES OF SECRETARY	14
6.10.	DUTIES OF TREASURER	14
ARTICLE 7	EXECUTIVE DIRECTOR.....	14
7.1.	EXECUTIVE DIRECTOR	14
ARTICLE 8	COMMITTEES.....	14
8.1.	COMMITTEES.....	14
8.2.	AUDIT COMMITTEE.....	15
8.3.	MEETINGS AND ACTIONS OF COMMITTEES.....	16
8.4.	ADVISORY COMMITTEES.....	16
ARTICLE 9	EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS	16
9.1.	EXECUTION OF INSTRUMENTS.....	16
9.2.	CHECKS AND NOTES.....	17
9.3.	DEPOSITS	17
9.4.	GIFTS.....	17
9.5.	REPRESENTATION OF SHARES OF OTHER CORPORATIONS.....	17
9.6.	ALLIANCE FOR THE ARTS FUNDS	17
ARTICLE 10	CORPORATE RECORDS, REPORTS AND SEAL.....	17
10.1.	MAINTENANCE OF CORPORATE RECORDS.....	17
10.2.	DIRECTORS' INSPECTION RIGHTS.....	18
10.3.	ANNUAL FINANCIAL REPORT	18
10.4.	ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.....	18
ARTICLE 11	MISCELLANEOUS PROVISIONS.....	19
11.1.	FISCAL YEAR OF THE CORPORATION	19
11.2.	AMENDMENT OF BYLAWS	19
11.3.	AMENDMENT OF ARTICLES OF INCORPORATION	19
11.4.	DETERMINATION OF MEMBERS	19
11.5.	CONSTRUCTION AND DEFINITIONS	20

**Amended and Restated Bylaws of
THOUSAND OAKS ALLIANCE FOR THE ARTS
a California Public Benefit Corporation**

**ARTICLE 1
OFFICES**

1.1. PRINCIPAL OFFICE

The Corporation shall have a principal office at which it shall maintain its official records and transact other business. The principal office shall be located in the City of Thousand Oaks, California.

1.2. OTHER OFFICES

The Corporation may also have other offices in the Conejo Valley, California, as the Board of Directors may determine.

**ARTICLE 2
PURPOSES, EFFECTIVE DATE, OPEN MEETINGS**

2.1. OBJECTIVES AND PURPOSES

The primary purpose of this Corporation is as set forth in the Corporation's Articles of Incorporation.

2.2. EFFECTIVE DATE

These Amended and Restated Bylaws shall be effective as of March 12, 2020.

2.3. BROWN ACT

All meetings of the Board and of committees of the Board shall be subject to The Ralph M. Brown Act, as amended (Gov't Code section 54950 *et seq.*).

**ARTICLE 3
DIRECTORS, ELECTION AND REMOVAL**

3.1. POWERS

The Corporation shall have a Board of Directors (referred to, in these bylaws, as the "Board"). The activities and affairs of the Corporation and all corporate powers shall be exercised by or under the direction of the Board, acting as a body. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

3.2. QUALIFICATIONS

It shall be a qualification of any person who is a director of this Corporation that they meet the requirements of the California Department of Alcoholic Beverage Control for the Corporation to maintain its liquor license.

3.3. NUMBER OF DIRECTORS

The Board shall have a minimum of seven (7) directors and no more than a maximum of eleven (11) directors.

3.4. ELECTION AND TERM OF OFFICE OF DIRECTORS

- 3.4.1. The terms of office of all directors shall be three (3) years, expiring at the end of the calendar year. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
- 3.4.2. Directors shall be elected at each annual meeting to fill those terms that expire at the end of the calendar year of the scheduled annual meeting. If directors are not elected at any annual meeting, they may be elected at any other regular or special meeting held for that purpose (which need not be the exclusive purpose of that meeting).
- 3.4.3. After each vote of the Board to elect directors, the Thousand Oaks City Council shall vote whether to ratify each person so elected to serve as a director of the Corporation. Only persons who have been so ratified by the Thousand Oaks City Council may serve as directors of the Corporation.
- 3.4.4. No person shall serve as a director of this Corporation for more than three (3) consecutive full terms. A director who has served the maximum number of terms may be eligible to serve as a director after two (2) years have passed since that person was last a director.

3.5. REMOVAL OF DIRECTORS

- 3.5.1. The Board may declare vacant the office of a director who:
 - 3.5.1.1. Has been declared of unsound mind by a final order of a court of competent jurisdiction, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under section 5230 and following of the California Nonprofit Corporation Law (the "Nonprofit Law");
 - 3.5.1.2. Fails to satisfy the qualification to serve as a director set forth in Section 3.2; or
 - 3.5.1.3. Fails to attend at least two-thirds (2/3) of the meetings of the Board during any 12-month period.
- 3.5.2. A director may be removed without cause:

3.5.2.1. By the vote of seventy percent (70%) of directors then in office, and/or

3.5.2.2. By the vote of a majority of the Thousand Oaks City Council.

3.6. VACANCIES

3.6.1. Vacancies on the Board shall exist (i) on the death, resignation or removal of any director or (ii) whenever the number of authorized directors is increased.

3.6.2. Any director may resign effective upon giving written notice to the Chair of the Board, the Secretary, or the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No director may resign if such resignation will leave the Corporation without at least one duly elected director in charge of its affairs except upon notice to the Attorney General of the State of California.

3.6.3. A reduction of the number of authorized directors shall be effective only upon the expiration of the then-current directors' terms of office or upon the occurrence of any other vacancy in the Board, unless the reduction or the amendment also provides for the removal of one or more specified directors.

3.6.4. Subject to ratification by City Council as set forth in Subsection 3.4.3 above, vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice as required under the Brown Act.

3.6.5. A person elected to fill a vacancy as provided by this Section shall hold office until the expiration of the term of the person being replaced. A partial term to fill a vacancy will not constitute a full term as set forth in Subsections 3.4.1 and 3.4.4 above.

ARTICLE 4

DIRECTOR DUTY OF CARE AND CONDUCT

4.1. DUTY OF CARE AND LOYALTY

It is the obligation of each director of the Corporation to perform their duties in good faith, in a manner such director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

4.2. GENERAL DUTIES

4.2.1. It is the duty of each director to:

- 4.2.1.1. Perform any and all duties imposed on them individually, or collectively upon the Board, by law, by the Articles of Incorporation of this Corporation, or by these bylaws.
 - 4.2.1.2. Ensure all Board policies and decisions are implemented and carried out;
 - 4.2.1.3. Honor all donor agreements and commitments assumed or entered into by the Corporation.
- 4.2.2. It is the duty of the Board to meet at such times and places as required by these bylaws.

4.3. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, not more than 49 percent of the persons serving on the Board may be interested persons. An "interested person" is:

- 4.3.1. Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months excluding any reasonable compensation paid to a director as a director. For purposes of this definition, compensation means any payment as a full or part-time employee, an officer, a contractor, a vendor or otherwise.
- 4.3.2. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

4.4. SELF-DEALING

The Corporation shall not enter into any contract or transaction, directly or indirectly, with any: (i) director of the Corporation; (ii) officer of the Corporation; (iii) the Chair of the Board or chief executive officer, nor the treasurer or chief financial officer; (iv) any person who during the 5-year period ending on the date of the such transaction was in a position to exercise substantial influence over the affairs of the Corporation; or (v) any person who is a relative by blood or marriage of such a person or who along with such a person owns more than thirty-five percent (35%) of the voting power, profit interest or beneficial interest in an entity, unless:

- 4.4.1. The material facts regarding that person's financial interest in such contract or transaction, or regarding such common directorship, officership, or financial interest, are fully disclosed in good faith and noted in the minutes, or are known to all directors, prior to consideration by the Board of such contract or transaction;
- 4.4.2. Such contract or transaction is authorized in good faith by a vote of the majority of the directors then in office, without counting the votes of any director who has a financial interest in the transaction;
- 4.4.3. Before authorizing or approving the transaction, the Board considers and in good faith determines, after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

4.4.4. At the time the transaction is entered into:

4.4.4.1. The transaction is fair and reasonable to the Corporation; and

4.4.4.2. The Corporation entered into it for its own benefit.

4.5. MUTUAL DIRECTORS

The Corporation shall not enter into a contract or transaction with any other entity of which one or more of the Corporation's directors are directors (or the equivalent) unless:

4.5.1. The material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote or votes of the common director or directors, or

4.5.2. The contract or transaction is just and reasonable to the Corporation at the time it is authorized, approved or ratified.

4.6. COMPENSATION

Directors shall serve without compensation. Directors and other disqualified persons may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4.2.

4.7. LOANS TO OFFICERS OR DIRECTORS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer.

4.8. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

4.9. INSURANCE FOR CORPORATE AGENTS

This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officers, directors, employees, or agents status as such.

4.10. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

4.10.1. For purposes of this Section, the following terms shall have the meanings ascribed:

4.10.1.1. "Agent" means any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving or acting at the request of this Corporation as a director, office employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;

4.10.1.2. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

4.10.1.3. "Expenses" includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of their position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

4.10.2. Subject to the required findings to be made pursuant to Subsection 4.10.6, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding, other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of section 5233 of the Nonprofit Law or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation.

4.10.3. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

4.10.3.1. The determination of good faith conduct required by Subsection 4.10.6 must be made in the manner provided for in that Subsection; and

4.10.3.2. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

4.10.4. To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter

therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against them, then the provisions of Subsections 4.10.3 and 4.10.6 shall determine whether the Agent is entitled to indemnification.

4.10.5. If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

4.10.6. The indemnification granted to any Agent in Subsections 4.10.2 through 4.10.4 is conditioned on the following:

4.10.6.1. The Agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner they believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which they reasonably believed to be in the best interest of this Corporation or that they had reasonable cause to believe that their conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that their conduct was unlawful; and

4.10.6.2. The determination that the Agent did act in a manner complying with Subsection 4.10.6.1, above, shall be made by:

4.10.6.2.1. The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

4.10.6.2.2. The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not this Corporation opposes the application by the Agent, attorney, or other person.

4.10.7. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article. However, no indemnification or advance shall be made under this Section, in any circumstance when it appears:

4.10.7.1. That the indemnification or advance would be inconsistent with a provision of the Articles or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

- 4.10.7.2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- 4.10.8. Nothing contained in this Section shall affect any right to indemnification to which persons other than directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise. This Section does not and shall not apply to any proceeding against any trustee, investment manager, or other fiduciary of a pension, deferred compensation, savings, thrift, or other retirement, incentive, or benefit plan, trust, or provision for any or all of the Corporation's directors, officers, employees, and persons providing services to the Corporation or any of its subsidiary or related or affiliated corporations, in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in bylaws. Nothing contained in this Section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

4.11. EMERGENCY POWERS

The emergency bylaw provisions of this Section are adopted in accordance with section 5151(g) of the Nonprofit Law. Notwithstanding anything to the contrary herein, this Section applies solely during an Emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 5.5 and 5.9 of these bylaws:

- 4.11.1.1. A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;
- 4.11.1.2. An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
- 4.11.1.3. An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- 4.11.1.4. A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.
- 4.11.2. During an emergency, the Board may:
- 4.11.2.1. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;

- 4.11.2.2. Relocate the principal office or authorize the officers to do so;
- 4.11.2.3. Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the Board cannot be given to that director or directors in the manner prescribed by Section 5.5 of these bylaws; and
- 4.11.2.4. Deem that one or more officers present at a Board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

**ARTICLE 5
MEETINGS OF THE BOARD**

5.1. REGULAR AND ANNUAL MEETINGS

- 5.1.1. The Board shall hold regular meetings designated in advance by the Board, at such place and time determined by the Board. The last regular meeting of the calendar year shall be the annual meeting.
- 5.1.2. At the annual meeting the Board shall undertake the election of directors and officers and the transactions of other business. Whenever there is an election to fill a seat on the Board of Directors, each director may cast one vote for each director to be elected. Cumulative voting by directors for the election of directors is not permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

5.2. SPECIAL MEETINGS

Special meetings of the Board may be called by the Chair of the Board, a Vice Chair, the Secretary, or by any two directors, and such meetings shall be held at the place, designated by the person or persons calling the meeting, or in the absence of such designation, at the principal office of the Corporation.

5.3. MINUTES

The Board shall be responsible for recording, approving and maintaining minutes of the proceedings of the meeting of the Board and of committees of the Board. The Secretary or Secretary's designee shall take the minutes of the Board. The book of minutes may be maintained in electronic form provided that they can be printed at any time.

5.4. PLACE OF MEETINGS

- 5.4.1. Meetings of the Board shall be held at the Thousand Oaks Civic Arts Plaza or at any place that, from time to time, has been designated by the Board within Southern California, and adopted by resolution.

5.4.2. Any director may participate in a meeting, and any meeting of the Board may be held by, conference telephone, video screen or other transmission, provided the requirements of Gov't Code section 54943 and those specified below are met. A director who participates in a meeting by such means shall be considered present in person for that meeting.

5.4.2.1. In the case of a meeting held by conference telephone or video screen, all directors participating in the meeting are able to hear one another.

5.4.2.2. In the case of other electronic transmission,

5.4.2.2.1. Each director participating in the meeting can communicate with all other directors concurrently, and

5.4.2.2.2. Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the Corporation.

5.5. NOTICE OF MEETINGS

5.5.1. Notices of Board meetings are valid if made by:

5.5.1.1. First-class mail, postage prepaid;

5.5.1.2. Personal delivery of a written notice;

5.5.1.3. Delivery by overnight courier or private delivery service that can be and is confirmed;

5.5.1.4. Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;

5.5.1.5. Facsimile, e-mail or other electronic means, provided that to a director has given his or her consent to receive notice by such means and if a record capable of retention, retrieval and review of such notice is recorded.

5.5.2. Notice of regular meetings need not be given if fixed by a resolution of the Board that is noted in minutes distributed to all directors. Otherwise, notice of regular meetings to the Directors will be valid if made no less than 14 days prior to the date of the meeting. Notice of special meetings shall be valid if made at least 48 hours prior to the date and time of the meeting and notice must be delivered by personal delivery or any other means that ensures receipt at least 48 hours before the time of the meeting, except for notice by mail which is not valid unless made four days prior to the date of the meetings. Written notice of any meeting shall be given to any person, other than a director, who requests such notice in writing and pays in advance for the copying and postage.

5.5.3. The agenda for each regular Board meetings shall be posted in a public place within the Thousand Oaks Civic Arts Plaza no later than 72 hours before the time of the meeting, on the City's website, and as otherwise required under the Brown Act.

5.5.4. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than 24 hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than 24 hours from the time of the original meeting.

5.6. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place (if other than the Corporation's principal office), day, hour and agenda of the meeting.

5.7. OPEN MEETINGS

As required by the Brown Act, meetings of the Board and of Committees of the Board shall be open and all persons shall be permitted to attend. However, the Board may hold closed sessions during any meetings to consider those matters that may lawfully be considered in such sessions under the Brown Act.

5.8. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

5.8.1. Notice of a meeting of the Board need not be given to any director who either, before or after the meeting:

- 5.8.1.1. Signs a waiver of notice;
- 5.8.1.2. Signs a written consent to the holding of the meeting;
- 5.8.1.3. Approves of the minutes of the meeting; or
- 5.8.1.4. Attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of proper notice to him or her.

5.8.2. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

5.9. QUORUM FOR MEETINGS

5.9.1. A majority of the directors then in office shall constitute a quorum for the transaction of any business except adjournment.

5.9.2. No business shall be considered by the Board at any meeting at which a quorum, as defined above, is not present. The only motion which is permitted at a meeting at which a quorum is not initially present is a motion to adjourn. A majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

5.10. MAJORITY ACTION AS BOARD ACTION

5.10.1. The Board may act by approving a resolution properly set before the Board by the affirmative vote of a majority of the directors present at a duly held meeting at which a quorum is present subject to the more stringent provisions of these bylaws or the Nonprofit Law.

5.10.2. The following actions shall require a vote of seventy percent (70%) of directors then in office:

5.10.2.1. Removal of a director pursuant to Subsection 3.5.2;

5.10.2.2. Any amendment to the Corporation's Articles of Incorporation including, without limiting the foregoing, change in the purpose of the Corporation;

5.10.2.3. Any amendment to the Corporation's bylaws; and

5.10.2.4. Amendments of the Alliance for the Arts Commitment to Donors & Founders.

5.11. CONDUCT OF MEETINGS

All meetings, procedural matters of debate and motions of the Board and of Committees of the Board shall be governed by any special rules of procedure adopted by resolution of the Board., or if no special rule covers the issue by Rosenberg's Rules of Order, including such revisions thereof as may from time to time be published, except insofar as such rules are inconsistent with these Bylaws, with the Articles of Incorporation or with applicable law.

5.12. CODE OF ETHICS

All Directors and advisory board members shall sign an Ethics Policy adopted by the Board.

**ARTICLE 6
OFFICERS OF THE CORPORATION**

6.1. NUMBER OF OFFICERS

The officers of the Corporation shall be a Chair of the Board (the "Chair"), Vice Chair, Secretary, and a Treasurer. The Corporation may also have, as determined by the Board, one or more Vice Chairs, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chair of the Board.

6.2. QUALIFICATIONS

Any director may serve as an officer of the Corporation.

6.3. ELECTION AND TERM OF OFFICE

- 6.3.1. Except those officers appointed in accordance with the provisions of Section 6.4 of this Article, officers shall be elected by the Board at the annual meeting, and shall serve at the pleasure of the Board. All Officers shall be appointed for two-year terms and shall serve no more than two consecutive two-year terms at that position.
- 6.3.2. The Chair and Treasurer shall be elected for terms beginning in odd-numbered years and the Vice Chair and Secretary shall be elected for terms beginning in even-numbered years.

6.4. SUBORDINATE OFFICERS

The Board may appoint, and may authorize the Chair of the Board to appoint, such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

6.5. REMOVAL AND RESIGNATION

- 6.5.1. Any officer may be removed, either with or without cause, by the Board, at any regular or special meeting of the Board, or by an officer on whom such power of removal may be conferred by the Board.
- 6.5.2. Any officer may resign at any time by giving written notice to the Board or to the Chair of the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.6. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of the Chair shall be filled by the Board. In the event of a vacancy in any other office, such vacancy may be filled temporarily by appointment of the Chair until such time as the Board fills the vacancy. A person elected to a vacant office by the Board shall hold that office until the expiration of the term.

6.7. DUTIES OF CHAIR OF THE BOARD

The Chair is to:

- 6.7.1. Preside at all meetings of the Board;
- 6.7.2. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, in the name of the Corporation, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board; and
- 6.7.3. Perform all other duties incident to their office and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation of this Corporation, or by these bylaws, or which may be prescribed from time to time by the Board.

6.8. DUTIES OF VICE CHAIRS

In the absence or disability of the Chair, the Vice Chairs, if any, in order of their rank as fixed by the Board or, if not ranked, a Vice Chair designated by the Board, shall perform all powers of, and be subject to all the restrictions upon, the Chair. The Vice Chairs shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Chair.

6.9. DUTIES OF SECRETARY

The Secretary shall perform such duties as determined by the Board including ensuring proper and accurate record keeping of meetings, policies, resolutions, activities and records as required by law, maintaining the Corporation's legal documents, reviewing and distributing minutes of meetings, and ensuring proper notice of meetings of the Board and committees as required by the Corporation's bylaws and state law.

6.10. DUTIES OF TREASURER

The Treasurer shall perform such duties as determined by the Board to ensure that appropriate financial reports are made available to the Board on a timely basis and oversee the financial affairs of the Corporation.

**ARTICLE 7
EXECUTIVE DIRECTOR**

7.1. EXECUTIVE DIRECTOR

The Cultural Affairs Director of the City of Thousand Oaks shall serve as the Executive Director of the Corporation. The Executive Director shall be the chief executive officer of the Corporation and shall generally supervise, direct and control the Corporation's activities, business and affairs. The Executive Director shall perform all duties incident to the office and all other duties that may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors from time to time. The Executive Director shall be responsible to the Board and shall report to the Chair. The Executive Director shall be a non-voting, advisory member of the Board and the Executive Committee.

**ARTICLE 8
COMMITTEES**

8.1. COMMITTEES

8.1.1. Subject to the Brown Act, the Board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more Committees and Ad Hoc Committees of the Board that exercise some authority of the Board, each consisting of two or more directors, to serve at the pleasure of the Board and have such authority as is

delegated by the Board (each, a “Committee of the Board”). Persons who are not directors may not serve on Board Committees, but may serve as non-voting members on Ad Hoc Committees

- 8.1.2. By a majority vote of the directors then in office, the Board may at any time revoke or modify any or all of the authority delegated to any Committee of the Board, increase or decrease (but not fewer than two) the number of members of any Committee of the Board and fill vacancies in any Committees of the Board from among the directors.
- 8.1.3. All Committees of the Board shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.
- 8.1.4. The following powers are reserved to the Board of Directors as a whole and may not be delegated to any committees thereof:
 - 8.1.4.1. The filling of vacancies on the Board or on any Committee of the Board that has the authority of the Board;
 - 8.1.4.2. The appointment of Committees of the Board or the members thereof;
 - 8.1.4.3. The amendment or repeal of bylaws or Articles of Incorporation, or the adoption of new bylaws or Articles of Incorporation;
 - 8.1.4.4. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
 - 8.1.4.5. The approval of any action for which the law requires approval of members or approval of a majority of all members regardless whether the Corporation has members; and
 - 8.1.4.6. The approval of any transaction to which this Corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in section 5233(d)(3) of the Nonprofit Law.

8.2. AUDIT COMMITTEE

- 8.2.1. This Corporation shall have an Audit Committee, which may consist of the entire Board. Notwithstanding the other provisions of this Article, the Audit Committee, if there is one, shall have the following duties and composition:
- 8.2.2. It shall be the duty of the Audit Committee to:
 - 8.2.2.1. Recommend to the Board of Directors the retention and termination of the independent auditor;
 - 8.2.2.2. Confer with the auditor to satisfy the committee members that the financial affairs of the Corporation are in order;

8.2.2.3. Review and determine whether to accept the audit; and

8.2.2.4. Approve performance of any non-audit services to be provided by the auditing firm.

8.2.3. The Audit Committee shall be composed of at least two people. Audit Committee members need not be directors of the Corporation. In addition, the composition of the Audit Committee is restricted as follows:

8.2.3.1. No person who receives compensation from the Corporation, including, without limiting the foregoing, any paid staff and anyone who does business or has any financial interest in any entity that does business with the Corporation, may not serve on the Audit Committee.

8.2.3.2. If the Corporation has a finance committee, its members must comprise less than 50 percent of the Audit Committee and the chair of the finance committee may not serve on the Audit Committee.

8.3. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of all Committees of the Board shall be governed by, noticed, held and taken in accordance with the provisions of Article 5, substituting the words "Committee of the Board" for a Board, and a committee member for "director," as context requires. Notwithstanding said requirements, the time for regular meetings of Committees of the Board may be fixed by resolution of the Board or by the Committee of the Board. The time for special meetings of Committees of the Board may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of Committees of the Board to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

8.4. ADVISORY COMMITTEES

The Corporation may have advisory committees as may from time to time be designated by resolution of the Board. Such advisory committees may consist of persons who are not directors. These additional committees shall act in an advisory capacity only, and shall be clearly titled as "advisory" committees.

ARTICLE 9 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

9.1. EXECUTION OF INSTRUMENTS

Except as otherwise provided in these bylaws, the Board may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

9.2. CHECKS AND NOTES

The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts and other orders for payment of money. Such authority may be general or confined to specific instances.

9.3. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

9.4. GIFTS

The Board may accept on behalf of the Corporation, any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

9.5. REPRESENTATION OF SHARES OF OTHER CORPORATIONS

The Chair or any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer. Notwithstanding the above, the Board shall vote or direct the Chair with respect to matters involving this Corporation's membership in other nonprofit corporations.

9.6. ALLIANCE FOR THE ARTS FUNDS

Funds received by the Corporation from Alliance for the Arts less the amount needed to cover the first 18 months of the Corporation's operations after the Effective Date shall be permanently restricted pursuant to a Memorandum of Understanding between the City of Thousand Oaks and the Corporation. Emergency distributions from such funds may be made upon the unanimous consent of the Board so long as the amount of the emergency distribution is not more than five (5) percent annually and does not invade principal.

**ARTICLE 10
CORPORATE RECORDS, REPORTS AND SEAL**

10.1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

10.1.1. Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- 10.1.2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- 10.1.3. A copy of the Corporation's Articles of Incorporation and these bylaws as amended to date; and
- 10.1.4. Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, and California Attorney General that the Corporation is required, by statute or regulation, to make generally available to the public.

10.2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical property of the Corporation. Any inspection under the provisions of this Article may be made in person or by an agent or attorney. The right to inspection includes the right to copy and make extracts.

10.3. ANNUAL FINANCIAL REPORT

- 10.3.1. The Board shall cause an annual report to be furnished not later than 120 days after the close of the Corporation's fiscal year to all directors of the Corporation, which report shall contain the following information in appropriate detail:
 - 10.3.1.1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
 - 10.3.1.2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - 10.3.1.3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
 - 10.3.1.4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- 10.3.2. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation.
- 10.3.3. This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors.

10.4. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

The Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and furnish to each director a statement of any transactions or indemnifications of the following kind:

10.4.1. Transaction (i) to which the Corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For these purposes, an "interested person" is either:

10.4.1.1. Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

10.4.1.2. Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiaries.

10.4.2. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

10.4.3. Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to section 5238 of the Nonprofit Law.

ARTICLE 11 MISCELLANEOUS PROVISIONS

11.1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the first day of July in each calendar year and end on the last day of June of the following year.

11.2. AMENDMENT OF BYLAWS

Subject to any provision of these bylaws or to any law applicable to the amendment of bylaws of a Nonprofit Public Benefit Corporation, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted only by the affirmative vote of seventy percent (70%) directors then in office in accord with Subsection 5.10.2.3 and ratification by the Thousand Oaks City Council.

11.3. AMENDMENT OF ARTICLES OF INCORPORATION

Any amendment of the Articles of Incorporation may be adopted by the affirmative vote of seventy percent (70%) directors then in office in accord with Subsection 5.10.2.2 and ratification by the Thousand Oaks City Council.

11.4. DETERMINATION OF MEMBERS

This Corporation shall have no voting members within the meaning of the Nonprofit Law.

11.5. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, the term a person includes both the Corporation and a natural person, and vice versa. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of Thousand Oaks Alliance for the Arts and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: _____

Secretary



2100 E Thousand Oaks Blvd
Thousand Oaks, CA 91362

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W toarts.org

"A place where the arts thrive for all"

TO: TOARTS Board
FROM: Niki Richardson
DATE: March 12, 2020
SUBJECT: Request for Administrative Support (20 hrs/week)

RECOMMENDATION:

Strengthen TOArts resources by adding part time administrative support staff (20 hours per week not to exceed 1,000 hours within a year)

BACKGROUND:

May 2020 will mark the three-year anniversary of TOArts. Since its formation, the Development Director's role has been to:

1. Implement all development processes (establishing and maintaining a donor database, donor reports for development, gift processing, donor acknowledgment etc)
2. Assist and maintain marketing collateral
3. Maintaining website
4. Process contributions in keeping with the city accounting system and ensure donor acknowledgements are sent out in a timely manner
5. Maintain an online/marketing presence to keep TOArts relevant and keep our donors (now well over 200 families and businesses) informed about the impact of their gifts
6. Coordinate special events and arts education programming
7. Other miscellaneous administrative tasks as needed

On an ongoing basis, I spend a minimum of 10-15 hours a week in administrative tasks as outlined above. Some weeks this number is significantly higher, particularly in the run up to and aftermath of big campaigns. It is at these times when donor engagement should be highest, but my time is being spent in keeping ahead of the administrative tasks which also cannot be left behind.

With more than 200 donors, TOArts is at a pivotal point where maintaining and stewarding these donors becomes a critically important feature of the fundraising lifecycle. Freeing up my time will allow a greater return on investment and will help TOArts more than recover the cost of this part time position.

FINANCIAL IMPACT:

Not-to-Exceed \$25,000 annually



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TO: TOARTS Board
FROM: Jonathan Serret, Acting Executive Director
DATE: March 12, 2020
SUBJECT: Selection of Independent External Auditor

RECOMMENDATION:

1. Approve retention of Rogers, Anderson, Malody, & Scott, LLP (RAMS) to provide financial audit services for FY 2019-20 with an option to extend services for FY 2020-21, not-to-exceed \$10,000 each year.
2. Authorize TOARTS Treasurer to execute the engagement letter

BACKGROUND:

Thousand Oaks Alliance for the Arts (TOARTS) is required by Federal and State law to file tax returns annually. In addition to tax returns, audited financial statements are necessary for TOARTS. Section 8.8.8 of the TOARTS Restated Bylaws requires TOARTS to have an Audit Committee. As established during the regular Board meeting on June 8, 2017, the Audit Committee is comprised of the entire TOARTS Board. The duties of the Audit Committee include recommending and approving of the retention of an independent auditor, accepting the audit, and approving the performance of any non-audit services which may be required.

TOARTS retained Lance, Soll & Lunghard, LLP (LSL) for FY 2016-17 to prepare the tax return and perform the financial audit for TOARTS. Additionally, LSL prepared the final tax return for the former Alliance for the Arts (AFTA). On July 12, 2018, the TOARTS Board approved the retention of Lance, Soll & Lunghard, LLP (LSL) for tax return preparation and financial audit services for FY 2017-18 and FY 2018-19. The costs associated with preparation were estimated at \$9,980 per year, with an anticipated timeline to receive the presentation of audited financial statements in December of each year.

DISCUSSION/ANALYSIS:

The City of Thousand Oaks (CITY) currently provides pro-bono services to maintain TOARTS financial records and bookkeeping through the City's Finance Department. Previously, CITY had contracted with LSL to provide tax return and financial audit services for CITY. This allowed TOARTS to retain LSL for similar services at a potentially lower cost than to engage a separate, independent external auditor. Additionally, the process is

streamlined by engaging the services of a firm already knowledgeable of CITY's bookkeeping and financial systems.

CITY has currently retained the services of Rogers, Anderson, Malody & Scott, LLP (RAMS) for financial auditing services. During the Request for Proposals (RFP) process, CITY requested an "optional" scope of work to prepare TOARTS tax returns and prepare the annual financial audit. The costs for performing these services have been estimated at \$9,320 for FY 2019-20 and \$9,320 for FY 2020-21.

Staff considers these costs to be reasonable and likely lower than soliciting alternative external auditors. Further, staff believe it to be prudent to consider engaging the services of an audit firm familiar with CITY bookkeeping and financial systems. For these reasons, staff recommendation is to engage with RAMS for preparation of FY 2019-20 tax return and financial audit with the option of extending the services agreement for FY 2020-21.