

BYLAWS FOR THE
SIXTH DISTRICT AGRICULTURAL ASSOCIATION
LOS ANGELES, CALIFORNIA

Article I

SECTION 1 - NAME: The name of this Association is the name established by law, to-wit: 6th District Agricultural Association, an agency of the State of California. Such Association is sometimes referred to as the Exposition Park and California Science Center and shall be referred to herein as the Science Center.

SECTION 2 - OFFICE: The office for the transaction of the business of the Association is hereby fixed and located at Exposition Park, in the City of Los Angeles, County of Los Angeles, State of California. The Board of Directors may change the location of said office within the District.

SECTION 3 – MISSION: The Science Center has dual, and equally important, Missions. The first of these missions is to serve as the “Landlord” with respect to all of the “stakeholders” within Exposition Park. It must fully comply with all of the terms and conditions of each entity’s lease and to the extent of its authority, work diligently and impartially towards the mutual benefit of all tenants and stakeholders in its administration, management and stewardship of Exposition Park. The second, and equally important mission is to administer and manage the institution known as the California Science Center to stimulate curiosity and inspire science learning in everyone by creating fun, memorable experiences, because we value science as an indispensable tool for understanding our world, accessibility and inclusiveness, and enriching people's lives.

Article II

Directors

SECTION 1 – POWERS: Subject to the limitations of these bylaws and of the statutes and regulations of the State of California, including the approval of the Natural Resources Agency as required by law, all powers shall be exercised by or under the authority of, and the business and affairs of the Science Center shall be controlled by, the Board of Directors, consistent with the Science Center’s enabling statutes in the Food and Agricultural Code, 4101 *et seq.*

SECTION 2 – ANNUAL MEETING: The Annual Meeting of the Board shall be held at the Science Center at 10:00 a.m. on the first Wednesday of June of each year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day. Such date may be changed by the Board.

SECTION 3 – REGULAR MEETINGS: There shall be a minimum of 6 meetings of the full board per year to be held at the Science Center or such other location as may be determined by the Board Chair or the Board. Closed session will also be added to the agenda and available if needed at each meeting, subject to, and consistent with, the provisions of the Bagley Keene Act. By the end of October, dates for the following year will be determined and approved. Notice shall be given in writing at least 10 (10) days in advance of the meeting.

SECTION 4 – EMERGENCY MEETINGS: Subject to, and consistent with, the provisions of the Bagley Keene Act, emergency meetings of the Board may be called by the Chair or if he/she is absent or unable, or refuses to act, by five directors, and notice of the time and place of the meetings given to the media which have requested notice at least one hour prior to meeting and to all board members. Emergency meetings may only be called in response to:

- (a) Work stoppages or other activity which severely impairs the public health, safety, or both.
- (b) Crippling disaster which severely impairs the public health, safety, or both.
- (c) Administrative disciplinary matters concerning consideration of proposed decisions, stipulations, and pending litigation which require immediate attention.

SECTION 5 – ADJOURNED MEETINGS: Any meeting may be adjourned until a stated day and hour and a 10-day written notice given to the public. In the absence of a quorum, a majority of the Directors present at the meeting may so adjourn any meeting.

SECTION 6 – QUORUM: Five Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the legal votes cast by Directors at a duly noticed meeting at which a quorum is present shall be regarded as the act of the Board, except as hereinafter provided regarding amending the bylaws.

Article III

Officers

SECTION 1 – OFFICERS: The Directors of the Science Center shall be as specified by the Food and Agricultural Code of the State of California, as amended. The Directors shall elect one of their members as a President and one as Vice President, consistent with these bylaws. The title of President and Vice Present shall be Chair and Vice Chair respectively. The Directors shall select an executive director, secretary, and treasurer from among persons who are not members of the board. The offices of executive director, secretary and treasurer may be combined in one or more persons as to all or any of such offices. The title of the executive director shall be President and Chief Executive Officer. The President's compensation shall be in such amounts and from such sources as approved by the Board and consistent with state law and procedures. The President serves at the pleasure of the Board.

SECTION 2 – ELECTION: Election of the Chair and Vice-Chair shall take place at the Annual June meeting; a majority of Board members present shall constitute approval. The newly-elected officers shall begin his/her terms at the conclusion of the meeting. The term of office for Chair and Vice Chair shall be for one year or until a successor is elected or unless a sitting officer resigns, is removed or otherwise disqualified to serve. No Chair or Vice Chair shall be permitted to serve in either position for more than two consecutive years in any six year period.

SECTION 3 – REMOVAL AND RESIGNATION: Any Director may be removed for cause by the Governor. Five Directors shall be necessary to constitute a quorum for the removal of the President. Dismissal of the President must be in accordance with the provisions of the Government Code Section 11126(a), which states: "... As a condition to holding a closed session on the complaints or changes to consider disciplinary action or to consider dismissal, the employee shall be given written notice of his or her right to have a public hearing, rather than a closed session, which notice shall be delivered to the employee personally or by mail at least 24 hours before the time for holding a ... meeting. If notice is not given, any disciplinary or other action taken against any employee at the closed session shall be null and void. The state body also may exclude from any public or closed session, during the examination of a witness, any or all other witnesses in the matter being investigated by the state body. Following the public hearing or closed session, the body may deliberate on the decision to be reached in a closed session..."

Any officer may resign at any time by giving written notice to the Board and the Governor. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

SECTION 4 – CHAIR: The Chair shall preside at all meetings of the Board and shall be an ex-officio member of all committees. Should the Chair not be present at any meeting of the Board, the Vice Chair shall preside. In the absence of the Chair and Vice Chair, the senior Director shall preside. In the absence of the Chair, Vice Chair, and/or senior Director a Chair pro tem may be chosen to preside at such meeting.

Article IV

Transaction of Business

SECTION 1 – All checks, other than revolving fund checks associated with payroll issues, severance checks, or other payments associated with personnel, statutory refunds, or uncleared collections will be issued consistent with State process, and by the Controller.

SECTION 2 – REPORT TO THE CALIFORNIA NATURAL RESOURCES AGENCY: The Board shall make such reports to the California Natural Resources Agency as such Agency may direct, including submittal of annual budget and statement of operations. The President and or Park Manager shall be responsible for and take all necessary steps to ensure the accuracy of any reports submitted to the Agency.

SECTION 3 – CONTRACTS, ETC.: The Board may authorize any officer or officers to enter into any contract or execute any instrument in the name of and upon behalf of the Science Center and such authority may be general or confined to specific instances. Unless so authorized by the Board, no director, officer, agent, or employee shall have any power or authority to bind the Science Center by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount. All contracts are subject to state law, and will be executed consistent with State Contracting guidelines and requirements, including where required, approvals by the Department of General Services and the Agency.

SECTION 4 – EMPLOYEES: The Science Center is the employer of all staff, except with respect to the Office of Park Management and the Department of Public Safety, and any other personnel identified or budgeted to the Office of Park Management. The President is responsible for the employment and management of all the employees of the California Science Center institution, subject to state policies and procedures.

SECTION 5 – COMMITTEES: The Board shall establish, and appoint Members to, two Standing Committees: The Exposition Park Committee and the Science Center Committee, whose respective functions shall be to monitor and periodically report to the Board on the implementation of the Mission statements. The Board may appoint other committees as it deems necessary to fulfill its dual missions. Meetings of committees shall be open to the public when any meeting comprises more than two members of the board and proper notice shall be given before the meeting to the public.

SECTION 6 – INSPECTION OF BYLAWS: The Park Manager and the President shall keep in their offices the original or a copy of the bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to the inspection of the public during office hours.

Article V

Amendments

SECTION 1 – POWER OF DIRECTORS: These bylaws may be altered, amended, or repealed, and new and additional bylaws adopted at any time by an affirmative vote of the majority of Directors present at a meeting where a quorum is present and with approval of the California Natural Resources Agency, and provided that due notice of the wording of proposed change(s) shall be given to all Directors at least ten days prior to said meeting

These Bylaws were adopted by the Board of Directors at their regular meeting on April 4, 2018.

Chair, Board of Directors
6th District Agricultural Association

Date

President
California Science Center

Date

General Manager
Office of Exposition Park Management

Date

Approved by:

Undersecretary
California Natural Resources Agency

Date

(Article II, Section 3 amended 6-6-18)