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ARTICLE 1 - Name and Organizational Structure of the Eureka Cultural Arts District

Section 1 - Name

The name of this project is the Eureka Cultural Arts District (ECAD). The organizational structure of the Eureka Cultural Arts District will be determined from time to time by the Leadership Council and outlined in Article 3 of this document.

ARTICLE 2 - Objectives and Program Area

Section 1 – Program Area

The Eureka Cultural Arts District is one of fourteen Cultural Arts Districts recognized by the State of California. The ECAD runs from Blue Ox Millworks in the East to the outer reach of the Eureka Slough in the West and from Waterfront Drive in the North to Seventh Street in the South. The Program Area of the Eureka Cultural Arts District is contained in **ATTACHMENT A**.

At times, Eureka Cultural Arts District programming may extend beyond the district boundaries with prior approval of the Leadership Council.

Section 2. – Objectives of the ECAD

The Eureka Cultural Arts District is intended to act as a focal point for all cultural and artistic activities within the boundaries as described in Article 1, Section 1. ECAD will encourage economic development, tourism, equity and inclusion, community engagement, arts programming, support of artists, and cultural and historic preservation. It's a place for dynamic engagement with a diverse and multi-ethnic population of artists, culture bearers, innovators, and creatives as they come together to celebrate the many expressions of Jaroujiji (the Wiyot language word for the place that is now known as Eureka) and Wigi (the Wiyot language word for the body of water now known as Humboldt Bay), and will honor the interweaving of traditions and lifeways. The Eureka Cultural Arts District envisions an inclusive future nourished by culture, art, food, performance, and storytelling - all vital to sustaining our community.

Section 3. – Allowed Activities

The Eureka Cultural Arts District must only engage in activities that are consistent with Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. No part of the net earnings of the Eureka Cultural Arts District may financially benefit any of its agents or any other individual, and the Eureka Cultural Arts District must not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 4. Organizational Structure of the ECAD

The Eureka Cultural Arts District is not an independent 501(c)3 but operates as a program of the partners: The City of Eureka, Eureka Main Street, The Ink People, and The Wiyot Tribe. The Eureka Cultural Arts District’s funding is managed by The Ink People, a nonprofit 501(c)3 corporation, with guidance and direction from the Eureka Cultural Arts District Leadership Council, as defined in this document. Should the Ink People dissolve, any residual assets of the Eureka Cultural Arts District would be distributed to a private, nonprofit organization that is tax exempt as described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. The selection of that corporation will be made by the Eureka Cultural Arts District’s Partners with consultation with the Leadership Council prior to dissolution.

ARTICLE 3 - Governance Structure

Section 1. Classes of Governance Structure and Organizational Participation

The ECAD shall have 6 classes of governance and participation. These include the following.

A. Partners

Partners for the Eureka Cultural Arts District are the City of Eureka, the Ink People, Eureka Main Street, and the Wiyot Tribe. Partners shall maintain the Eureka Cultural Arts District status with the State of California by participating in developing and compiling reports to California Arts Council when needed. The Partners work together to ensure the Eureka Cultural Arts District serves a diverse community of artists, creatives, culture bearers, and those that benefit from a lively arts and culture community. The Partners may make time sensitive decisions for the Eureka Cultural Arts District. These decisions will be brought to the Leadership Council for ratification at the next regularly scheduled meeting. Partners are also the final authority on decisions regarding removal of members from the Leadership Council (see Article 5, Section 13).

B. Leadership Council

The Leadership Council supports the ongoing vitality of the Eureka Cultural Arts District and ensures that a diverse range of perspectives are included in decision making for the ECAD. It is composed of 11-15 members, as designated below:

- 8 Partner Representatives (Ink People, Eureka Main Street, City of Eureka, Wiyot Tribe). Partner agencies shall determine the procedure by which they appoint representatives to the Leadership Council
- 4-7 Distinct Cultural Groups
- 3 Artist Serving Groups
- 1 Additional Business Serving Group

- 2 At large members - *At large members are not required but may be appointed by 50% plus 1 vote of the required members of the Leadership Council. At-large members should bring unique perspectives to the to the Council that may not be present otherwise*

C. Committees

Committees can be comprised of Leadership Council members, stakeholders, and at-large members. Committee Chairs should serve on the Leadership Council. If a Leadership Council member is not able act as a Committee Chair, the Committee shall select its Chair from the Committee membership. Notwithstanding, each Committee shall have a minimum of one member who is also a member of the Leadership Council to act as a liaison. There must be at least one Committee Liaison that is a Leadership Council member, with support of staff. Executive Committee members will be voted upon annually by the Leadership Council. Membership to Committees will be further defined below in Article 7.

D. Stakeholder Groups

Stakeholder groups may include but are not limited to organizations, associations, or other entities that support artists, businesses, economic development, galleries, cultural organizations, and historical groups. Criteria for Stakeholder Group membership is further defined in **Exhibit B**. Stakeholder groups will meet formally once per year with the Leadership Council to provide input and feedback and may also participate in regular Leadership Council Meetings.

E. Affiliate Members

Affiliate Members include individual artists and cultural practitioners and may include individuals who do not reside or work within the district boundaries. In addition, businesses located within the Eureka Cultural Arts District may be Affiliate Members. Affiliate Members may provide feedback at the Annual Meeting. Affiliate Members may also service on permanent or ad-hoc committees or provide volunteer services at the request of the Leadership Council. Affiliate members will not have a governance role and may not take any action to override or otherwise affect decisions of the Leadership Council.

F. Ink People Center for the Arts Board of Directors

All binding financial and governance decisions, including the annual budget, must be ratified by each of the Partners. As part of this process, these decisions will be presented to and ratified by the Ink People Board of Directors as the agency on record for the financial reporting for the ECAD. This will ensure funding and reporting compliance to the State of California and the IRS. However, The Ink People Board shall not have the ability to make decisions regarding ECAD programming or policies outside of those outlined above.

Should a conflict arise between the Ink People Board and the Leadership Council over a financial or governance issue, a meeting shall take place between the Partners to create a compromise acceptable to each party. Should a compromise not be reached, mediation

will take place with the Partners with any cost of mediation being paid for by the ECAD. The choice of the mediator shall be made by the Partners. Should mediation fail, a majority vote of the ECAD Partners shall be used to make the final decision.

Section 2 - Dues

The Leadership Council may establish annual dues as it deems appropriate. The establishment of dues must include a method of payment and an application and approval procedure. If annual dues are established, the Leadership Council will create exemptions and alternatives to ensure that under-resourced groups are not excluded because of fees.

Section 3 – Guidelines for Participation in the ECAD

The Leadership Council of the Eureka Cultural Arts District may establish guidelines for participation in the Eureka Cultural Arts District in order to create opportunities for participation by a diverse range of artists, culture bearers, and supporting organizations.

Section 4 – Limits on Membership on the Leadership Council

An organization cannot have more than one voting representative on the Leadership Council. If an individual is a member of multiple artists and/or cultural groups, that member must clearly identify which group or organization they are representing while on the Leadership Council and must also clearly identify any conflicts of interests when voting and making decisions while on the Council.

Section 5 - Leadership Council Roles, Expectations, and Responsibilities

A. Roles and Responsibilities

The Leadership Council shall:

- Create the strategic vision and ECAD program goals and monitor organizational adherence and progress on meeting the vision and goals.
- Adopt policies and procedures for the ECAD.
- Review and approve the annual budget.
- Receive and act upon input from committees.
- Create standing committees and appoints members thereto.
- Establish ad hoc committees as needed. Ad hoc committees cannot make decisions on behalf of the ECAD but can make recommendations to the full Leadership Council.
- Provide strategic direction for the ongoing success of the ECAD.

Section 6 – Meeting Process and Procedures

Rosenberg's Rules of Order govern the parliamentary procedures of the Eureka Cultural Arts District when not in conflict with this Governance Document or otherwise revised by the Leadership Council. The order of business may be altered or suspended at any meeting by a

majority vote of the active members present. Decisions will be set by majority vote, except for except as otherwise directed in this Governance agreement.

Section 7 – Compensation of Members of the Leadership Council

Members may request stipends for attendance at Leadership Council and ECAD committee meetings. These stipends will be available to members who are not otherwise compensated for their attendance. The request for stipends must include justification for the request. Stipends will be a maximum of \$50 per Leadership Council and committee meetings and shall not exceed \$100 per month.

Stipend amounts will be reviewed annually as part of the budget process in order to make adjustments for cost-of-living increases and/or to account for available funding.

Section 8 - California Open Meeting Law (Brown Act)

The ECAD Leadership Council/Executive Committee is subject to the requirements of the California Open Meeting Law (Brown Act). In addition, all emails, documents, or other written communications with the City of Eureka, its employees and/or elected officials are subject to public review through the California Public Records Act.

All agendas, minutes, and notes for meetings will be maintained by ECAD staff and will be made available to the public upon request.

ARTICLE 4 Meetings

Section 1 – Annual Meeting

An annual meeting of the membership, including Partners, Leadership Council representatives, Committee Members, Stakeholders, and Affiliate Members, shall be held in each calendar year at such time and place as may be determined by the Leadership Council for the purpose of nominating Leadership Council Representatives and transacting such other business as may be requested by the parties listed above. All requests for agenda items shall be submitted in writing to the Leadership Council at least two weeks prior to the annual meeting.

A report for the year will be presented at the annual meeting. In addition, the meeting shall provide an opportunity for attendees to provide input on themes, activities, and other matters which the Leadership Council may consider to set priorities for the subsequent year. by the Leadership Council.

Section 2 – Special Meetings

Special meetings of the membership (Partners, Leadership Council, Stakeholders, and Affiliate Members) may be held at any time and place as may be designated in the notice of said meeting, upon the call of the Executive Committee, a two-thirds majority of the Leadership Council, by the Partners, either at their own request or upon written petition by at least 10 Stakeholder representatives. Special meetings must follow the notification guidelines of Section 3. Special

meetings shall be called to address specific topics or issues as identified by the parties listed above and may not transact business outside of the specific items listed in the call of the meeting.

Section 3 – Meeting Notices

Meetings of the entire membership (Partners, Leadership Council, Stakeholders, and Affiliate Members), including the Annual Meeting, shall be properly noticed in writing or by through personal delivery, mail, email, press release, public announcement, or any combination of the foregoing, not less than 20 or more than 90 days before the date of the meeting. The notice must include the place, date, and hour of the meeting. Partner organizations, Committee Members, Stakeholders, and Affiliate Members must be informed of the event. Other interested parties may be given notice of meetings, as the Leadership Council deems appropriate.

In the case of the Annual Membership meeting, the notice shall include a description of those matters that the Leadership Council will be presenting to the ECAD membership or otherwise considering.

Notices for special meetings shall include the general nature of the business to be conducted. As noted above, items considered shall be limited to those specifically identified in the statement of purpose for the special meeting.

The notice of any meeting at which Leadership Council representatives are to be elected must include the names of all those who are nominees at the time notice is given.

ARTICLE 5 – Leadership Council

Section 1. - Definition

The Eureka Cultural Arts District will be governed by a Leadership Council of eleven (11)-fifteen (15) voting member representatives elected by the members eligible to vote.

Elections will be held annually for open seats on the Leadership Council, other than those representatives of Partner organizations, who will be selected by a process designated by each Partner organization. Nominations to the Leadership Council must be made by a nominations committee appointed by the Leadership Council and then set forth in the notice of the annual meeting. Each representative will hold office for the term for which elected and until a successor has been elected and qualified. Representatives in office may be reelected for one consecutive term, except that the Immediate Past President's term as a member of the Leadership Council will commence at the normal termination date of the term as President and will continue to the next annual meeting of the membership thereafter.

Section 2 - Vacancies.

Any vacancy occurring in the Leadership Council (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the Leadership Council. A representative who has been elected to fill a

vacancy will serve for the unexpired term of the vacant position. Any Leadership Council representative may resign by submitting a written notice of resignation to the Secretary. Any Representative may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Leadership Council representatives in office.

Section 3 – Non Voting Members

The Program Manager of the Eureka Cultural Arts District will be a non-voting member of the Leadership Council and will be present at all meetings of the Leadership Council.

Section 4. – Meetings of the Leadership Council

The Leadership Council of the Eureka Cultural Arts District may hold regular and special meetings. Regular meetings take place quarterly/four times per year. Special meetings of the membership (Partners, Leadership Council, Stakeholders, and Affiliate Members) may be held at any time and place as may be designated in the notice of said meeting, upon the call of the Executive Committee, a two-thirds majority of the Leadership Council, by the Partners, either at their own request or upon written petition by at least 10 Stakeholder representatives. Written notice of the time, place, and agenda for both regular and special meetings must be given to each Leadership Council representative either by personal delivery or by mail, phone, or E-mail at least five (5) days before the meeting.

Private meetings may not take place in order to make decisions related to Leadership Council governance.

Section 5 – Quorum Requirements

At all meetings of the Leadership Council, a majority of the appointed members thereof will constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Leadership Council, the representatives present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present. If a seat on the Leadership Council remains empty, it does not count towards quorum.

Section 6. Consent via Writing

Voting may **not** take place via writing or email, but staff may inform the Leadership Council of updates via email. Ad hoc groups and standing committees may meet between Leadership Council Meetings but decisions must be ratified at a Leadership Council meeting.

Section 7 - Requirements of Leadership Council Members

Members of the Leadership Council are expected to:

- Attend a minimum of 2 meetings annually (Meetings quarterly, with special meetings as needed. Meeting requirements are further defined in Article 5, Section 9.
- Serve on permanent and ad-hoc committees to the degree possible.
- Act as ambassadors for the ECAD
- Adhere to principles of the Equity Statement, Code of Conduct, and the Conflict-of-Interest policy.

- Serve an additional 12 hours per year to support the ongoing success of the Volunteer ECAD.
- Support at least one ECAD supported event or fundraiser annually through volunteer service, in-kind, and/or financial support.

Section 8 – Conflict of Interest and Code of Conduct

All members of the Leadership Council shall review and sign the ECAD Conflict of Interest Policy and Code of Conduct upon appointment to the Council and annually thereafter.

Section 9. – Meeting Attendance Requirements

Members of the Leadership Council may not have two or more absences from regularly scheduled or special meetings in a single year without prior approval of the Leadership Council.

Members missing 2 or more meetings in a year without prior approval will be placed on probationary status for a period of 4 months. During this time, a member on probation must attend meetings of the Leadership Council but will not be able to vote on items before the Council. If the member attends a minimum of two regular or special meetings during the probationary period, they will be restored as a full voting member. However, if the member does not attend a minimum of two meetings, they will have resigned their position on the Leadership Council.

A Leadership Council member may request a leave of absence for up to six months and remain on the Leadership Council if the request is approved. The leave request must state the reasons for the request, which must be stated in a motion of the Council.

Section 10 – Non-Transferability of Membership

No Leadership Council representative may transfer their position or any right arising from their position. All rights cease upon the representative’s death or a change of status such that they no longer meet the requirements of membership outlined in Article 3 (Governance Structure) Section 1 B, above.

Section 11 – Orientation of Members

All new members of the Leadership Council are expected to participate in an orientation program familiarizing them with the goals and objectives of the Eureka Cultural Arts District and with their responsibilities.

Section 12 – Removal from the Leadership Council

Leadership Council representatives are subject to removal as follows:

- A member may be removed from the Leadership Council at any time, with or without cause, with a two-thirds vote by the Leadership Council.

- If a representative of a Partner organization is removed, the affected Partner organization will have the opportunity to replace that representative.
- A member of the Leadership Council may also be removed by 3/4 vote by the Partners, if that member is compromising the status of the Cultural Arts District.
- Compromising the status of the ECAD may include, but are not limited to the following:
 - Withholding contracts or refusing to participate in the process of maintaining the designation of the Cultural Arts District with the California Arts Council
 - Not filing reports in a timely manner or obstructing the filing of reports
 - Using ECAD monies in a way(s) that is not in alignment with what has been mandated by the State and/or the ECAD Leadership Council
 - Breaking agreements with the State or funders
 - Creating dissension within the ECAD to benefit an organization or individual

Additional Measures:

Before the removal process, a mediation would be conducted between the member of concern and the Partners.

Section 13 - Procedure for Removal

A notice of termination with a brief statement of the reasons will be mailed at least fifteen (15) days before the proposed effective date of the expulsion. b) The member whose membership is being terminated may contest the expulsion orally at a Leadership Council meeting or in writing, not less than five (5) days before the effective date of the proposed expulsion. The Leadership Council, in accordance with the quorum and voting rules set forth in this governance document applicable to the meetings of the Leadership Council, will consider the status of the member and make a final decision. The affected Leadership Council member may appeal to the Partners to make a final decision. Any decision made by the Partners is final.

Section 14 - Conflict and Dispute Process

In the event that a Leadership Committee member(s) is involved in a dispute or conflict related to the Eureka Cultural Arts District, the member or any affected member will immediately inform a member of the Executive Committee or a staff person, within 24 hours.

The Ink People Executive Director or the Executive Committee Chair interview the Leadership Council member(s) and may make recommendations based on the interview. Though the Eureka Cultural Arts District is not responsible for the conflict, staff and/or Leadership Council representatives will provide guidance to the affected party/parties, including recommendations for mediation.

In the event of any dispute or misconduct of staff and/or Leadership Council members and/or other ECAD committee members, the parties shall attempt to resolve the matter themselves in an amicable manner. If a dispute arises which cannot be resolved, either party can request mediation. A professionally trained mediator will be agreed upon and paid by the ECAD. If a mediator cannot be agreed upon, each party shall choose a representative and the representatives shall choose a mediator. The purpose of mediation is to resolve differences while maintaining good relationships. An agreement to mediate does not preclude any other recourse. Failing

resolution, any dispute under this Agreement shall be resolved by arbitration in accordance with the California Arbitration Act. Arbitration will be paid by the ECAD. Any award or order made in any such arbitration may be entered as a judgment in a court of competent jurisdiction. Any dispute, and the resolution thereof in any manner, shall be and remain confidential information, and all parties shall protect the confidential information from public disclosure, using all reasonable legal and technical means.

Section 15 – Term Limits

Members of the Leadership Council shall be appointed to terms of two years. A Leadership Council member can serve up to 3 consecutive terms for a maximum of 6 years. Individuals who have served two terms may apply for reappointment to the Leadership Council for additional terms after leaving the Council for a minimum of one year.

Term limits shall not apply to members appointed to the Leadership Council who act as representatives of the ECAD Partner Entities. In addition, individuals appointed to unexpired terms may serve an additional two terms provided, however, that their total term does not exceed eight years.

Section 16 – Insurance

ECAD shall purchase errors and omissions liability insurance to cover the programming of the district and the participation of members of the Leadership Council.

ARTICLE 6 - Committees

Section 1 - Executive Committee-

The Executive Committee is composed of the Leadership Council Chair/President, DEI Position, Vice Chair, Treasurer, and the Ink People Executive Director. The Chair, Vice Chair, “Representation, Opportunity, and Accessibility” Committee Representative, and Treasurer positions will be voted upon annually by the Leadership Council. Executive Committee members may hold positions for up to 2 consecutive years.

Special Duties of the Executive Committee include:

- Establishing time sensitive ad hoc committees if needed, including for investigations related to misconduct. Ad hoc committees will present information and recommendations to the Executive Committee or the Leadership Council, depending on the charge of the ad-hoc committee.
- Reviewing any leases, permits, or contracts associated with the functioning of the Eureka Cultural Arts District
- Authoring and/or signing letters of support or intent related to the Eureka Cultural Arts District
- Calling special meetings of the Leadership Council to address matters of urgency.

Any committees or approvals established by the Executive Committee must be presented to the Leadership Council at the next regular meeting. Action items must be ratified by the Leadership Council at the next regular meeting.

Section 2 - Representation, Opportunity, and Accessibility (ROA) Committee

The Representation, Opportunity, and Accessibility Committee supports the development and application of policies and programs that honor the diverse perspectives of the ECAD. The ROA Committee may initiate outreach to underrepresented peoples. The ROA Committee may also review policies, procedures, and programs through a Belonging/Justice/Equity/Diversity/Inclusion lens. The ROA Committee will review and inform the grant process and will have representation on any grant review committees. The ROA Committee will also review staff's plans for the schedule and frequency of grants.

Section 3 - Marketing and Branding Committee

The Marketing and Branding Committee supports the development of marketing plans and branding efforts for the ECAD and will give input to staff in order to develop marketing strategy(ies). The Marketing and Branding Committee will provide guidance on major branding efforts and initiatives, and may review and give input on large-scale marketing materials prior to release.

Section 4 - Finance Committee

The Finance Committee drafts and reviews the ECAD budget with staff. The Treasurer of the Leadership Council shall be a member of the Finance Committee.

Section 5 - Ad Hoc Committees

Ad Hoc Committees may be established by consensus or majority vote of the full Leadership Council or by the Executive Committee for time sensitive issues or to address specific topics pertinent to the Eureka Cultural Arts District. Ad hoc committees may not make binding decisions but can inform the decision making process of the Leadership Council.

Section 6 - Creation of Standing Committees

The Leadership Council may by majority vote form one or more standing committees, in addition to the above-named committees. Other committees not having and exercising the authority of the Leadership Council in the management of the Eureka Cultural Arts District may be designated and appointed by a majority vote by Leadership Council representatives present at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority will not operate to relieve the Leadership Council, or any individual representative, of any responsibility imposed upon them by law.

ARTICLE 7 - Officers of the Leadership Council

Section 1 - Positions

The Executive Committee of the Eureka Cultural Arts District will be elected annually by the Leadership Council and include a Leadership Council Chair/President, DEI Position, Vice Chair, Treasurer, and the Ink People Executive Director, and such other officers and assistant officers as may be deemed necessary.

A staff member will serve as Secretary of the Leadership Council.

Section 2.

Officers will be elected at the first Leadership Council meeting following the Annual Membership meeting. The person then serving as President will automatically become the Immediate Past President upon the election of a new President. All officers must be elected by a majority of the eligible voting members present in person.

Section 3.

Except as hereinafter provided, the officers of the Eureka Cultural Arts District each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership or the Leadership Council.

A. President.

The President (or Chair) presides at all business meetings, but may, at his or her discretion or at the suggestion of the Leadership Council, arrange for another officer to preside at other meetings. The President must perform such duties as are customarily assigned to that officer as well as those duties as may be directed by resolution of the Leadership Council. The President will give input to staff to set the agendas for the Leadership Council meetings.

B. Vice President.

The Vice President (or Vice-Chair) has such duties and responsibilities as the President or Leadership Council may from time to time prescribe.

C. Secretary.

The Secretary will be a designated staff member and will record and maintain in good order the Minutes of all meetings and all records and correspondence of the Program, and will post copies of the Minutes of each membership meeting and each Leadership Council meeting for all members to view within 60 days of the approval of the minutes. The Secretary will also have such other duties as may be assigned by the membership or the Leadership Council.

D. Treasurer.

The Treasurer will oversee the maintenance and good order of all financial records of the Program. The Treasurer will also have such other duties as may be assigned by the membership or the Leadership Council.

E. Immediate Past President.

The Immediate Past President will serve as an *ex officio* member of the Board of Directors and will act in an advisory capacity to the President and Leadership Council.

F. Temporary Officers.

In case of the absence or disability of any officer of the Eureka Cultural Arts District and of any person authorized to act in his or her place during such periods of absence or disability, the President in writing may from time to time delegate the powers and duties of such officer to any other officer or any other member.

ARTICLE 8 – Staffing

Program Director

Section 1.

ECAD Staff:

The Ink People will be the supervising entity across all responsibilities.

There will be at least one dedicated staff position for the Eureka Cultural Arts District, an Eureka Cultural Arts District Program Manager, though this position could potentially be expanded and/or filled by more than one person. Staffing will be allocated as budget allows and will be reviewed as part of the annual budget setting process for the Eureka Cultural Arts District.

The Program Manager of the Eureka Cultural Arts District will manage the daily operations of the District. The Program Manager will be responsible for coordinating the implementation of the Eureka Cultural Arts District's policies and projects and will perform such other duties as the Leadership Council may require. The Program Manager will report to the Ink People Executive Director.

ARTICLE 9 - Finances

Section 1. Disbursements

Except as the Leadership Council may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities must be signed in the name and on behalf of the Ink People for the Eureka Cultural Arts District by any two (2) of the following people: the Ink People Director and any members of the Ink People Board who are authorized to sign checks.

Section 2. – Depositing of Funds

All funds of the Eureka Cultural Arts District must be deposited from time to time to the credit of the Eureka Cultural Arts District by the Ink People in such banks, trust companies, or other depositories as the Ink People Board of Directors may select. This will be reported to the Eureka Cultural Arts District's Leadership Council at regular meetings.

Section 3- Acceptance of Gifts and Donations

The Leadership Council may accept on behalf of the Eureka Cultural Arts District any contribution, gift, bequest, or devise for general purposes or for any special purpose of the District.

Section 4 – Adoption of Annual Budget

The Leadership Council must approve a Eureka Cultural Arts District budget by the following

process.

- 1) Leadership Council reviews total available funding and sets priorities
- 2) Staff works with the ECAD Finance Committee to draft the budget
- 3) The Ink People Finance Committee reviews the proposed ECAD budget and gives feedback
- 4) Budget is brought back to leadership council for approval
- 5) Ink People ratifies budget (after review from Ink People Finance Committee)

Section 5 - Reporting

The Leadership Council's Partners will report spending and activities to the California Arts Council as requested in order to maintain the State designation of the Eureka Cultural Arts District.

ARTICLE 10 - General Provisions

Section 1 – Fiscal Year

The fiscal year of the Eureka Cultural Arts District begins on the first day of April and ends on the last day of March in each year.

Section 2 – Presentation of Financial Condition

Not later than three months after the close of each fiscal year, the Eureka Cultural Arts District must prepare:

- A. A balance sheet showing in reasonable detail the financial condition of the Program at the close of the fiscal year;
- B. A statement of the source and application of funds showing the results of the operation of the Program during the fiscal year.

ARTICLE 11 - Amendments

Section 1 Review of Governance Agreement

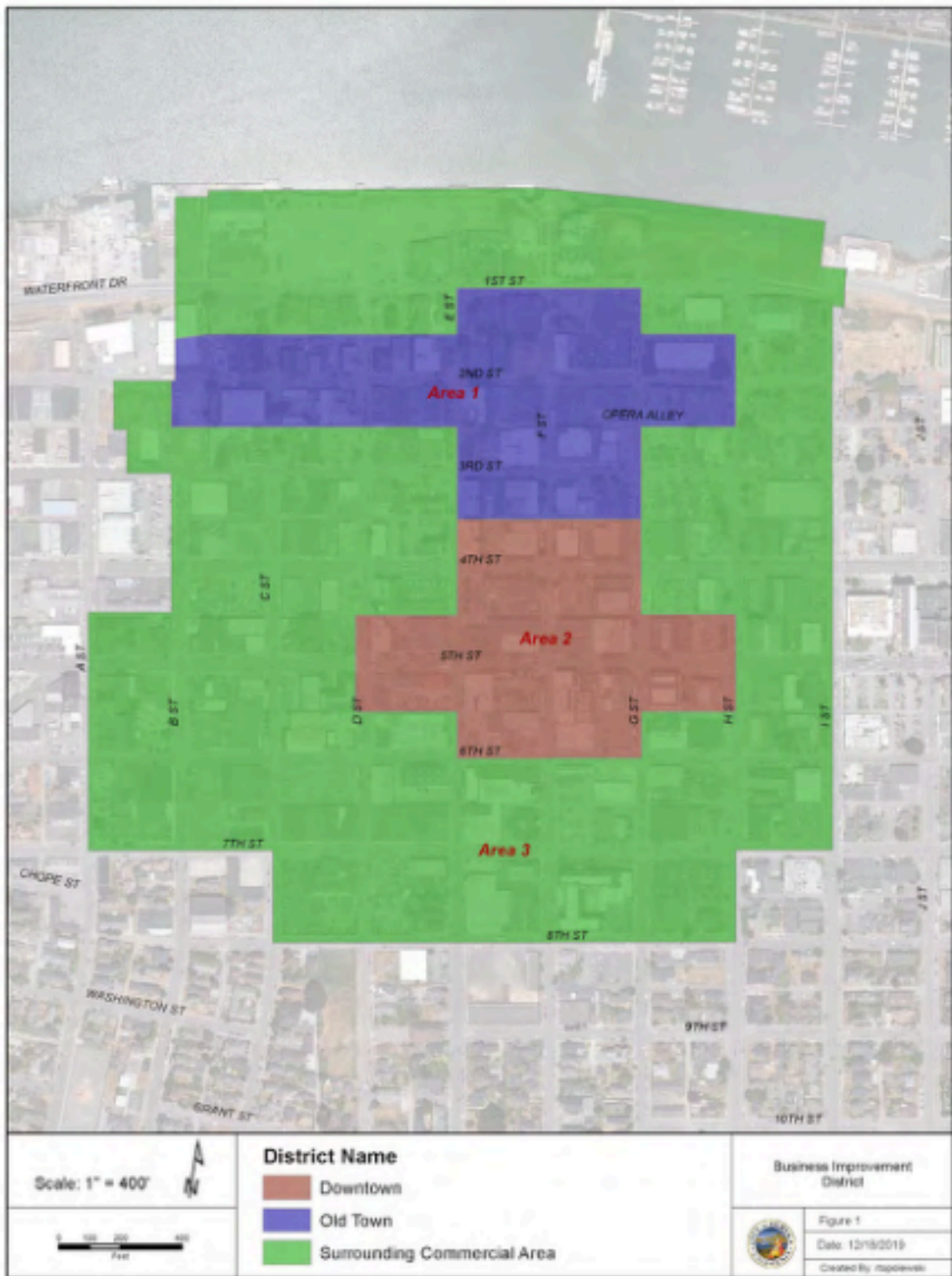
This document should be reviewed every 3 years, along with a strategic planning process.

The Leadership Council will have the power to alter, amend or repeal the Governance Document or adopt a new Governance Document by a two-thirds vote of the Leadership Council members present at any duly called meeting of the Leadership Council, provided that no such action may be taken if it would in any way adversely affect the Eureka Cultural Arts District's or the Ink People's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954 or

corresponding sections of any prior or future law. Any change in the Governance Document must be adopted by the Partners. If any of the Partners are unable to adopt suggested changes, then a mediation process would take place. Changes to this document cannot be brought forward and ratified within the same meeting.

Map of the Eureka Cultural Arts District:





https://www.caculturaldistricts.org/s/Eureka_insert.pdf
<https://www.caculturaldistricts.org/eureka>
<https://eurekaculturaldistrict.org/>

Exhibit B

Potential Leadership Council and Stakeholder Group Participants:

List of Potential People for Participation Leadership Council

11-15 Members

****Outside of the partners, the following groups are representative but not fully inclusive of all groups that may be members of the Leadership Council***

4 Partners: Ink People Director, Eureka Main Street Director, City of Eureka Designated Staff, Designated by City Manager, Wiyot Tribal Representative

Distinct Cultural Groups (3-5 members): LatinX/Hispanic Group Leader, Asian and Pacific Islander Cultural Group Leader, Hmong Cultural Group Leader, Karuk Tribal Member/Cultural Liaison, Yurok Tribal Member/Cultural Liaison, Hoopa Tribal Member/Cultural Liaison, Bear River Rancheria Tribal Member/Cultural Liaison, Black Cultural Group Leader, Queer Humboldt, Redwood Pride

Artist/Culture Serving Groups (Organizations, Troupes, Collectives, DreamMakers) (should have a base in Eureka) (3 members): Gallery owners, Humboldt Arts Council, Redwood Arts Association, Clarke Museum, North Coast Repertory Theatre, Eureka Theatre, Redwood Curtain Theatre, Trajectory, The Studio/Canvas and Clay, NCIDC, Synapsis, North Coast Dance, The Dance Scene

Additional Business Serving Groups (1 Member): Greater Eureka Chamber of Commerce, RREDC, AEDC, Humboldt Made, Service Clubs, Eureka Business Owners within the Eureka Cultural Arts District, Humboldt County Growers Alliance, Cannabis serving business group
City of Eureka Arts and Culture Commission Member: A designee from the Arts and Culture Commission

At-large Members (2 Members) *(At large members: should bring unique perspectives to the board that may not be present otherwise)...Examples–Youth serving groups/school groups, High School Cultural Clubs, DreamMaker leader, Old Town Community Alliance, Radiant Living, Redwood Coast Regional Center, Cal Poly Humboldt, Cal Poly Humboldt Multicultural Center, Humboldt County Government, College of the Redwoods*

Examples for Stakeholder Group Members Include (but are not limited to): Centro Del Pueblo, Black Humboldt, Redwood Art Association, Blue Ox, Spawning Ground, Humboldt Arts Council, Epitome Gallery, Humboldt Asians and Pacific Islanders in Solidarity, Art Representation Culture, Queer Humboldt, Arcata Economic Development Commission, Redwood Region Economic Development Commission, Humboldt County Government (Economic Development Dept), Humboldt Made, Eureka Chamber of Commerce...