

**CITY OF CHARLOTTESVILLE, VIRGINIA  
CITY COUNCIL AGENDA**



Agenda Date:	<b>December 20, 2021</b>
Action Required:	Approval of Resolution (1 Reading)
Presenter:	Ashley Marshall, Deputy City Manager
Staff Contact:	Ashley Marshall, Deputy City Manager
<b>Title:</b>	<b>Resolution Approving Final Disposition of the Jackson Statue</b>

**Background:**

In July 2021 the City removed the statue of Stonewall Jackson from Court Square Park, following the process set forth within Va. Code §15.2-1812. The resolution authorizing the removal, as City Charter, and applicable state law all reserve and confer upon the City Council the sole authority to determine the final disposition of this statue.

**Discussion:**

The City publicly advertised that it was inviting proposals from persons interested in acquiring ownership of the Statue. Among those proposals was an offer from LAXART, a charitable institution or organization organized under the laws of the State of California. LAXART is engaged in a project (a joint venture with the Los Angeles Museum of Contemporary Art (MOCA)) to commemorate the historical events that occurred within the City of Charlottesville August 11-12, 2017 and in other cities across the nation, when those cities undertook to remove monuments that had stood for a century as symbols of white supremacy. LAXART will install the Jackson Statue at MOCA, as part of an exhibit that will include other similar statuary, all of which will be exhibited alongside works of contemporary art presented in a manner that will contextualize these monuments socially, historically, and art-historically, in order to critique and confront the false narrative and ideology of the Lost Cause. LAXART has offered a monetary sum of \$100,000.00 to the City for both the Lee and Jackson Statues.

On December 6, 2021 City Council approved a donation of the Lee Statue to a different charitable institution/ organization. Following that meeting staff contacted LAXART, and LAXART confirmed that it will offer \$50,000.00 to the City to acquire the Jackson Statue.

**Budgetary Impact:**

If approved, the monetary compensation offered by LAXART will defray a portion of the funds expended by the City to remove the Jackson Statue from Court Square Park.

**Alternatives:**

City Council could retain ownership of the Jackson Statue.

**Community Engagement:** yes. Over a course of months in 2016, the BRC and several working subcommittees (for public engagement; case studies; historic site inventories; and historical context/background) conducted studies, engaged with the community through public meetings and forums, and deliberated. According to the BRC's Interim Report to City Council (September 19, 2016) over 150 people attended the BRC's first community forum at the Jefferson School on July 27, 2016. The BRC gathered for 15 meetings (including 3 public forums), held at different locations throughout the City to make it easier for members of the public to attend and comment. From March 2017 to April 2021 the City was tied up in litigation and could not carry out its desired actions. On June 7, 2021 City Council conducted a public hearing, pursuant to the process set forth within Va. Code §15.2-1812(B).

**Alignment with Council Vision Areas and Strategic Plan:**

Yes.

**Attachments:**

- Proposed Resolution
- LAXART Offer

**RESOLUTION  
APPROVING A FINAL DISPOSITION OF  
THE STATUE OF STONEWALL JACKSON**

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF CHARLOTTESVILLE that all of the City's right, title and interest in and to the statue of Confederate General Thomas J. "Stonewall" Jackson, including its base, is hereby conveyed to LAXART, a charitable institution/ organization organized under the laws of the state of California, in return for monetary compensation in the sum of \$50,000.00. This disposition is final.

I, Kyna Thomas, do hereby certify that the foregoing writing is a true, correct copy of a resolution duly adopted by the City Council of the City of Charlottesville, Virginia, by a vote as recorded below, at a regular meeting held on \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Clerk of Council, City of Charlottesville

	<u>Aye</u>	<u>Nay</u>
Mayor Walker	_____	_____
Vice Mayor Magill	_____	_____
Councilor Hill	_____	_____
Councilor Payne	_____	_____
Councilor Snook	_____	_____

# LAXART

## Letter of Transmission

Please accept the accompanying documents as an official offer of acquisition for the sculptures and accompanying pedestals of Confederate Generals Robert E. Lee by Henry Shrady and Leo Lentelli and Jonathan "Stonewall" Jackson by Charles Keck owned by the City of Charlottesville on behalf of LAXART. LAXART is eligible to receive donations of property under Virginia Code 15.2-953, Article B, Section ix as a 501(c)3 non profit recreational organization. This offer shall be valid for one hundred and twenty (120) days from the date of receipt. The following individuals are authorized to negotiate on behalf of LAXART:

Hamza Walker - Executive Director - [hamza@laxart.org](mailto:hamza@laxart.org) - (323) 871-4140

Margaret Morgan - Board Chair - [margaret.morgan@gmail.com](mailto:margaret.morgan@gmail.com) - (213) 880-5601

Also attached are proof of LAXART's 501(c)3 status and the bylaws which document both the Board Chair and Executive Director's authority in matters such as these.

Sincerely,



Hamza Walker

# LAXART

15 October 2021

Dear Mr. Boyles,

I write as director of [LAXART](#), a Los Angeles-based non-profit visual arts organization. We respectfully submit this proposal to secure ownership of both the Robert E. Lee and Stonewall Jackson statues and their granite bases. The statues will each be given to an artist to use as the basis for a new work of art. These newly commissioned works will be part of an exhibition whose working title is MONUMENTS. This exhibition is being co-curated by myself and the internationally renowned artist [Kara Walker](#) (no relation). Slated to take place in the Fall of 2023, MONUMENTS is a joint venture between LAXART and the Los Angeles [Museum of Contemporary Art](#) (MOCA) which will host the exhibition at the Geffen gallery, the larger of its two downtown locations. The exhibition will feature a selection of decommissioned Confederate monuments shown alongside works of contemporary art. As its name suggests, MONUMENTS will be a monumental undertaking. The two newly commissioned works fashioned from the Charlottesville Lee and Stonewall Jackson monuments will be the centerpiece of the exhibition.

After the events of August 11 and 12, 2017, the Charlottesville monuments became infamous. Wittingly or not, those who rallied around them exposed these statues for what they are, namely symbols of white supremacy. As a major museum exhibition mounted under the auspices of two contemporary art institutions, MONUMENTS will de- and re-contextualize the Confederate monument from the perspective of the present moment, which is to say in the wake of recent white supremacist extremeism. In addition to contextualizing the monuments socially, historically and art historically, the exhibition will squarely critique and confront the Lost Cause, framing it as the intentional rewriting of history which has acted as a highly effective propaganda campaign. Recognizing this exhibition as a robust educational and outreach opportunity, MOCA's staff will prepare an abundance of on-site educational

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materials for a general public including K-12 and college students. The exhibition will also be accompanied by a substantial scholarly publication and a year-long series of public programs including panels, screenings, lectures, and readings.

The decommissioning of Confederate monuments is an historic moment and the citizens of Charlottesville have been made painfully aware of the depths to which this terrain is contested. Confederate monuments such as the Robert E. Lee and Stonewall Jackson statues that the City of Charlottesville bravely removed, represent the Lost Cause, a mythology portraying Confederate soldiers as having fought for timeless ideals transcending the true cause of the Civil War, namely slavery. Crafted immediately after the war, the Lost Cause narrative had already supplanted history before its agents were cast in bronze. While the statues portraying Confederate soldiers as solemn heroes also served to obscure history further, as bronze monuments, they would continue to do so implacably, publicly, and in perpetuity. Generations later, many Americans, unable to see Confederate statues for the myths they truly portray, instead refer to them as "history."

This is a serious problem for they are anything but history. The legacy of slavery and Jim Crow is reflected in a myriad of statistics; voting rights struggles continue; and white supremacy is alive and well. Accordingly, the past can hardly be said to be past. At worst, Confederate statues are openly enshrined by white supremacists. At their most benign, they are a form of denial. In any case, under their auspices, we are unable to move past history because we are unable to acknowledge the facts of the matter. And the facts are simple: 1) the system of slavery was an inhumane and morally repugnant practice; 2) the Civil War was fought over slavery; 3) the Confederacy and its army fought to maintain a system that was inhumane and morally repugnant. Our social and moral progress as a country will continue to be hindered as long as individuals can avoid acknowledging facts. Again, out of sight, out of mind is not enough.

LAXART applauds the actions taken by the Charlottesville City Council and wants to further support them through this offer. While other municipalities are simply



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putting their statues in storage, Charlottesville is taking a more bold and proactive stance. Having been deposed, they need to be “recontextualized” and understood in no uncertain terms as relics of the Lost Cause. These statues, however, have been on view for upward of a century. During that time, the Lost Cause has made major inroads into the collective imagination and discourse. Rather than a means of merely understanding the Lost Cause, we believe these statues need to be transformed wholesale as a means of combating and actively dismantling Lost Cause ideology. While there are plenty of statues suited for understanding the Lost Cause, there are no statues better suited for a symbolic transformation than Charlottesville’s Lee and Jackson bronzes. As a response to an unprecedented situation of historical magnitude, transformation is the most definitive way to “clearly and unambiguously” reject Jim Crow era narratives associated with these statues. Toward that end, this offer entails giving the statues, one each to two nationally recognized artists, Kara Walker and William Pope.L both of whom were selected for the manner their work engages history and its legacies.

We ask that the Charlottesville City Council consider donating the Robert E. Lee and Stonewall Jackson to LAXART for nominal consideration. LAXART is a charitable, non-profit entity with tax exempt 501 C3 status, eligible to receive donations of property under the provisions of Virginia Code 15.2-953. We are a non-commercial art gallery whose mission is to promote developments in contemporary culture through exhibitions, publications, and public programs. Founded in 2005 as an alternative platform for emerging and under-recognized talent, LAXART has expanded its mission to encompass thematic group exhibitions with the belief that contemporary art is a means of understanding key issues of our time.

We have secured major funding from the [Emily Hall Tremain Foundation](#), the [Andy Warhol Foundation](#), and the [Getty Foundation](#). We likewise anticipate equally significant funding from the [Ford](#) and [Mellon Foundations](#). A portion of our funding has been earmarked for municipalities who, while wishing to participate, might need


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financial assistance dismantling their monument. **Toward that end, LAXART is willing to reimburse the City of Charlottesville \$100,000 against its dismantling costs.**

This is in addition to paying transportation and storage costs we would incur between the time of the monuments' deposition and their display in Los Angeles.

The remainder of the proposal includes more background on the context of Charlottesville's monuments, the exhibition and recontextualization plan, and logistics. Should you have questions or need more information, we are at the City Council's disposal. I cannot underscore enough how important the Charlottesville monuments are to the success of the exhibition. Thank you for your consideration of this request. I look forward to hearing from you.

Sincerely,

A handwritten signature in cursive script that reads "Hamza Walker".

Hamza Walker

Director, LAXART



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## LAXART Official Offer

Please accept the following document as an official offer of acquisition for the sculptures and accompanying pedestals of Confederate Generals Robert E. Lee by Henry Shrady and Leo Lentelli and Jonathan "Stonewall" Jackson by Charles Keck owned by the City of Charlottesville on behalf of LAXART. LAXART is eligible to receive donations of property under Virginia Code 15.2-953, Article B, Section ix as a 501(c)3 non profit recreational organization (see documentation attached). This offer shall be valid for one hundred and twenty (120) days from the date of receipt. The following individuals are authorized to negotiate on behalf of LAXART:

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## Historical Background

### The Lost Cause

The Confederate monuments in front of courthouses and capitol buildings are physical manifestations of the Lost Cause mythology. Formed in the wake of the Civil War, the Lost Cause contends that the South's secession from the Union and the ensuing bloodshed was not about slavery. Rather, the "War Between the States" or "War of Northern Aggression" was courageously fought to defend states' rights from a tyrannical federal government in spite of the overwhelming odds. Though they were outnumbered, the Southern armies were led by the most honorable and brilliant generals and consisted of valiant men protecting their wives, children, property, and the Southern way of life. In this ideology, chattel slavery was a civilizing force through which Africans and their descendents were provided with everything they needed thanks to the benevolence of their enslaver. The Lost Cause willfully ignores the brutality of slavery and the dehumanization inherent in the institution, regardless of the personality or predilections of the enslaver, and posits white southerners as victims.

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Predicated on the fallacy of white supremacy and inferiority of African Americans, this view of the antebellum South, Civil War and Reconstruction calcified in the decades following the war and justified Jim Crow era policies which maintained that Black people were unfit to govern or vote. These falsehoods were passed down from generation to generation of white southerners through an intentional and wildly successful propaganda campaign carried out by mothers, educators, legislators, and heritage groups. Despite the words of Confederate leaders themselves and decades of historical scholarship refuting all major claims of the Lost Cause, it continues to maintain a tight grip on many Americans' understanding of the past. The Lost Cause is anything but an historical phenomenon. The impact of chattel slavery and Black disenfranchisement on contemporary society has resulted in a chasm of racial disparity between white and Black Americans in nearly every facet of life, including but not limited to housing, health care, economic opportunity, life expectancy, political representation, and education. Without being able to properly identify and address the roots of these disparities, they will continue to grow. The current battle over how American history is taught exemplifies the urgency with which the Lost Cause must be confronted, disrupted, and replaced with a more inclusive, thorough, and complete understanding of American history.

## Monumental impulse

As the Reconstruction era came to a close in the 1870's with the withdrawal of federal troops and the "redemption" of the southern states, Confederate monuments began to rise. The earliest monuments were erected in cemeteries in the years immediately following the war and embraced Victorian-era mourning iconography such as laurel wreaths, urns, and drapery. They could be interpreted as an attempt to cope with the devastation wrought by the war through a funerary impulse; an estimated 20% of the white southern male population had died in the course of four years.

In the 1890's, Jim Crow laws were being codified in state constitutions across the

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South, lynchings were horrifyingly commonplace, and Confederate monuments were being built in more public spaces such as courthouses, town squares, and state capitol grounds. In this period, the monument builders were the daughters of Confederate veterans who often did not have personal recollections of the war and many felt robbed of their birthright - the "Old South" way of life as romanticized in countless novels and films like *Gone With the Wind*. These later monuments included inscriptions with language that was laudatory rather than mournful, praising the righteousness of the Confederate cause, omitting any reference to slavery. A far cry from the somber obelisk form, these late 19th and 20th century monuments depicted citizen soldiers doing their civic duty, stately generals gallantly leading the charge, and faithful wives and mothers sacrificing their husbands and sons to the war effort. Monument building offered a political outlet for elite white women to lay claim to public space, providing clear examples of (white) Southern manhood, femininity, and citizenship.

## Paul Goodloe McIntire

Paul Goodloe McIntire is the archetypal Confederate monument funder - he was born in 1860 and experienced the war and Reconstruction as a child. His family had owned both land and enslaved people but by 1870 they had lost  $\frac{2}{3}$  of their wealth. After leaving the South and amassing his own fortune in the North, he returned to his hometown of Charlottesville. In 20th century progressive fashion, McIntire was a proponent of the City Beautiful movement which inscribed civic values on public space, often imposing paternalistic ideas about citizenship and culture onto an increasingly diverse population. He donated land, money, and art, including the Robert E. Lee and Stonewall Jackson monuments, to the city. Reflected in these gifts are his ideas about the proper social order. In 1918, McIntire deeded land for two parks to house commissioned statues of Robert E. Lee and Stonewall Jackson; Black residents implicitly understood these parks to be "whites only". In 1926, McIntire gave land for three additional parks which included specific racial covenants in their deeds - two of

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these parks were for white residents and one was for Black residents. Segregation was intrinsic in these gifts.

Lee and Jackson are literally placed on pedestals, unquestioningly presented as heroic figures worthy of reverence. There is no mention that both men enslaved other human beings nor is it clear that the nation for which they fought was one that permanently inscribed chattel slavery in its founding document. They were commissioned and erected during a period of nationwide growth of the Ku Klux Klan and the Eugenics movement and amidst local events including minstrel shows, cross burnings, and attempted lynchings.

## Stonewall Jackson

Confederate General Thomas “Stonewall” Jackson had attended West Point and served in the Mexican-American war before working as a decidedly unpopular professor at the Virginia Military Institute. During the Civil War, he became an instant celebrity in the South due to his successes in early battles, most notably at Manassas. When Jackson died at the Battle of Chancellorsville in 1863, he immediately became a martyr to the Confederacy and some proponents of the Lost Cause posit that if Jackson had not died, the South would have won the war.

Charles Keck was a well known artist at the time of McIntire's commission who trained at the National Academy of Design and the American Academy in Rome and worked as a studio assistant for Augustus Saint Gauden. As was the case for most 19th century classically trained sculptors, many of the commissions available to him were for large scale public monuments. Keck completed monuments of both Union and Confederate figures but his depiction of Jackson is considered one of the finest equestrian monuments of the period. In his depiction in Charlottesville, Jackson is shown charging into battle with a look of determination and his horse's musculature is finely articulated. The base of the monument includes allegorical figures of “Faith” and

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“Valor”, alluding to the Lost Cause tenets often attributed to Confederate soldiers. The monument was commissioned specifically for Jackson park, which was built on land adjacent to the courthouse that was seized by the County government from Black home and business owners, claiming that the area was blighted. This park and accompanying monument literally commemorate the Lost Cause at the expense of Black progress.

## Robert E. Lee

Though Lee was a competent tactician in many ways, his reputation was inflated in the years following the war, thanks to the efforts of men who served under him in the Army of Northern Virginia. Organizations like the Southern Historical Society and the United Confederate Veterans published recollections of the war that glorified Lee's actions and repudiated any criticisms of him as biased and unfair. They also downplayed his participation in and reliance on chattel slavery, despite his stated belief that slavery was necessary to civilize Black people. By the early 20th century, Lee had been elevated to mythical status as a righteous Christian warrior who hated slavery and whose brilliance could not overcome the resources and manpower of the Union army. This transformation from traitor to national treasure can be seen in President Franklin Delano Roosevelt's remarks at the unveiling of a Lee statue in Dallas in 1936 - "All over the United States of America we regard him as a great leader of men and a great General, but also... something even more important than that. We recognize Robert E. Lee as one of the greatest American Christians and one of our greatest American gentlemen."<sup>1</sup>

The Charlottesville monument of Robert E. Lee is much more static in composition and tone than that of Jackson, due in part to the turbulent nature of the work's creation. Henry Mervin Shrady was a self-taught member of the National

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<sup>1</sup> Dallas Morning News, June 13, 1936, p. 8.

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Sculpture Society who had been recommended to McIntire by the preeminent artist Daniel Chester French. Shrady would be best known, ironically, for his monument to Ulysses S. Grant on the Capitol grounds. However, upon receiving McIntire's commission, Northern born Shrady stated "I am going to make this the best thing I ever did, as I am a great admirer of Gen. Lee". Shrady was chronically ill and died before he was able to complete the Lee statue. Leo Lentelli, an Italian sculptor working in New York and San Francisco, was hired to complete the monument. However, Shrady's clay model had dried out and Lentelli had to start from scratch, giving Lee and his horse a much more solemn and stern appearance. The master of ceremonies for the monument unveiling in 1924 wrote "In afternoon walked with Mary to look at the Lee Statue, which has just been set up. I do not like it all".<sup>2</sup>

In the months leading up to the unveiling of the Lee monument in 1924, the Jefferson Theater screened Lost Cause paragon *Birth of a Nation*, The Racial Integrity Act and the Eugenical Sterilization Act were signed into law, and the Klan held lectures and burned crosses.

## The Statues in the 21st Century

The more recent events in the lifespan of the Statues provide a typical, though perhaps extreme and highly publicized case study of the various stakeholders invested in the future of Confederate and other racist monuments.

Since Confederate monuments have been built, Black communities have understood the implicit message in their placement in public space. Zayahna Bryant's petition and subsequent organizing beginning in the Spring of 2016 exemplifies how the political mobilization of Black activists are often the catalysts for removal. After inspiring larger communities of people to put pressure on municipal governments to respond, their stories often fade into the background, with public congratulations often going

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<sup>2</sup> Blue Ribbon Commission. Appendix C(a), p. 50.



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solely to city officials. It is imperative that people like Bryant in Charlottesville, [Tami Sawyer](#) in Memphis, [Quess](#) and [Sue Mobely](#) in New Orleans, and [Camille Bennett](#) in Florence, are given their full due.

The events during the “Summer of Hate” and the continued presence of armed neo-Confederates in the parks where the statues stood are evidence of the power these inanimate objects continue to have. The backlash to City Council’s 2017 decision to remove the statues is nothing new. It is the same confluence of fear, anger, and resentment towards Black progress, construed as white victimization, that was seen following Reconstruction with the establishment of Jim Crow and during the Civil Rights era with the Massive Resistance movement. The impulse to rally around Robert E. Lee with tiki torches is the same impulse that saw Confederate monuments proliferate across the nation. Confederate monuments act as vessels where battles over abstract concepts like race and power can manifest in a physical landscape. In protecting the statues, they are protecting white people’s prominence, claim to public space, and control of historical memory.

The silver lining to the violence of the Unite the Right rally is that Confederate monuments have been unmasked. The national discussion about these objects has shifted from a debate about culture and heritage to one about white supremacy and anti-Blackness. They have been further connected to the legacies of slavery embedded in contemporary American society and specifically identified as a form of social control. While it is upsetting that it takes such a deadly shock to the system to bring these complex and painful conversations to the forefront, the pervasiveness of white supremacy is blinding.

## Removal

After legislators amended Virginia’s monument protection law and the state supreme court dissolved the injunction keeping Charlottesville’s monuments in place,

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City Council's immediate action to remove the monuments completes a circuit. Municipal action to remove racist monuments provides a state sanctioned refusal of white supremacy. Though the removal of symbols is not a panacea for racial disparity, this intentional process of disposition ensures that the Lost Cause cannot regain lost ground. It is an opportunity for Charlottesville to act as the model for how municipalities can engage with their painful history and transform a source of shame into a source for healing. We hope that LAXART and MONUMENTS can help facilitate this process.

## **Recontextualization Plan**

### The Exhibition

Following the actions of white supremacist terrorists in Charleston in 2015 and in Charlottesville in 2017 as well as Bree Newsome's defiant climb to the top of a flagpole at the South Carolina Statehouse to remove the Confederate battle flag, dozens of monuments were removed and schools and streets were renamed across the South. By 2018, the debate sparked by the removal of these Confederate symbols led to the conception of MONUMENTS. The murder of George Floyd has people further questioning the meaning of these symbols. In a [June 2020 poll](#) by Quinnipiac University, 52% of voters support removing Confederate monuments from public spaces, up 19 points from August 2017. This shift in the national discourse has enabled us to greatly expand the scope of the exhibition to encompass reparations and national healing.

We have selected a group of decommissioned Civil War monuments from throughout the United States that we will put on display alongside works of contemporary art. To date, we have confirmed loans from the municipalities of Baltimore, Manatee County, Florida, Pittsburgh, and Charleston, South Carolina, as well as institutions including Randolph College and the Houston Museum of African American Culture. Through a selection of new commissions and existing works by artists such as [Ja'Tovia Gary](#), [Torkwase Dyson](#), [Abigail Deville](#), [Natalie Ball](#), [Devóne](#)



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[Tines](#), and [Leonardo Drew](#), MONUMENTS will confront and challenge long held beliefs about the real people behind these inanimate objects and the ways in which we can build a roadmap forward.

In exhibiting a variety of monuments in an indoor gallery space, we will question the geographically specific context for these statues as well as the role they play in discussions about race, gender, and American history. How does collective memory differ from history and how should we decide who and what is worth celebrating, especially as public values change over time? What could “Reconstruction 2.0” look like, and how would it avoid the failures of the first? What would a true reckoning with history look like in America?

Though Los Angeles may seem an odd location for an exhibition about a largely Southern phenomenon, we are in a unique position to host this important conversation. California has its own history with the Confederacy and its memorialization. The Los Angeles Mounted Rifles were raised as a militia group to travel east and fight for the Confederacy, Confederate heritage groups were active due a great number of Southerners settled here following the war, and perhaps the most influential of all Confederate monuments, *Birth of a Nation*, was made just miles from LAXART's front door. More recently, members of the Southern California based white supremacist group, the Rise Above Movement, attended the Unite the Right Rally in 2017 and the final Confederate monument in the state was removed from a Santa Ana cemetery in 2019. While nowhere in America is truly exempt from the legacy of the Civil War, we have geographic distance from the *epicenter* of these metaphorical and physical battlegrounds that allow us to provide an aerial view of an issue that is simultaneously national and hyper local in nature.

Our goal is to show that each of these objects has its own life, specific to the community in which it is situated. The framing provided by a museum setting will acknowledge the real power inherent in Confederate monuments while also removing them from their intended context, rendering them as objects worthy of study rather than

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reverence. A frequent argument against removing monuments from public space claims that doing so is “erasing history”; we intend to do quite the opposite. By examining these objects in their entirety, with historical depth and nuance, we can focus on how they impact our lives today.

## The Venue

MOCA is a natural partner for LAXART in MONUMENTS. Throughout its over forty year history, MOCA has consistently staged exhibitions that challenge the limits of contemporary art and critically engage with relevant topics of our time, often doing both simultaneously. As an institution that specializes in art made after 1940, it not only works to preserve the existing collection and provide new scholarship in the field. MOCA also focuses on the future, fostering emerging and mid-career artists through support for new works and partnerships with other arts institutions such as [The Underground Museum](#).

Though the art world can feel frivolous and elitist to many, MOCA has widened the scope of what is valued as “art” by including a vast array of media and types of creators in its collection and exhibitions. MOCA’s allocation of significant resources to interpretation, programming, and education for visitors of all ages engenders a sense of belonging for non-traditional museum audiences; the recent shift to free admission evidences this dedication to accessibility for all. This environment is crucial for the presentation of difficult works and topics such as those to be included in MONUMENTS. Additionally, the Geffen gallery space, formerly a hardware store and police car warehouse, can physically accommodate the weight and size of large scale objects in a climate controlled environment.

The conversation about memorialization and historical memory is national. Current debates in state legislatures and school board meetings across the country about how history is taught highlight the relevance of MONUMENTS. As such,

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MONUMENTS will travel to other institutions strategically located throughout the country. These include the Nasher Sculpture Center in Dallas; the Crystal Bridges Museum of American Art in Bentonville, Arkansas; MASS MoCA in North Adams Massachusetts; and the Baltimore Museum of Art to name a few. The exhibition can be reconfigured to fit a variety of audiences, spaces, and localities. However, the Charlottesville monuments would remain central. Should the City Council transfer ownership of these monuments to LAXART, Charlottesville will again find itself on the national stage, this time under the auspices of transformation rather than tragedy.

## Programming & Publication

The questions addressed in the galleries will serve as the basis for a robust series of public programming featuring contributions from art historians, politicians, journalists, poets, historians, artists, and activists. These talks, performances, and workshops will provide opportunities to explore the themes of the exhibition in all their complexities and nuance. Experts from a variety of disciplines beyond art and history - philosophers, political scientists, archeologists, geographers, and sociologists - can offer new and additional frameworks through which we can build greater understanding of the historical and contemporary context for these objects.

Because MONUMENTS as a physical exhibition is ultimately temporary, it is paramount that it is documented and archived in a meaningful, lasting, and accessible way. Part scholarly text, part 'zine, the MONUMENTS publication will provide even deeper engagement with the history and context of monuments, white supremacy, American legacies of slavery, and the current political moment. Case studies of individual monuments written from the perspective of activists, politicians, and historians will showcase the local specificity of these objects and how the communities in which they are situated affect their creation, protest, and removal. Photo spreads documenting events like the Black Lives Matter protests of the summer of 2020, pop cultural uses of

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the Confederate battle flag, and the presence of Confederate iconography at the January 6 attempted coup will provide insight into the cultural space the Lost Cause and anti-Black racism occupies. Academic essays from art historians will critically situate both the monuments and the contemporary works in the exhibition into a larger framework of an American art tradition.

## Acquisition of the Statues

LAXART taking ownership of Charlottesville's statues will offer a unique opportunity to engage with the themes of the exhibition. Other municipalities and institutions are temporarily loaning statues that will have to be returned in their original state. Under those circumstances, artists cannot physically engage with the objects. In the case of the Charlottesville Lee and Jackson, we will give them to contemporary artists who will use these monuments as material to create a new work. Rather than reinstalling Lee and Jackson on a battlefield or golf course where they will retain their power as symbols of the Lost Cause, they can be examined in full, within their historical and art historical context. As such, they will be wholly reinterpreted and recast into symbols of our current moment. In their new form, they can embody the change that has occurred since their creation in the early 20th century as well as a vision for a more just future.

While it is tempting to entertain the notion of destroying these works entirely, it is crucial that the Lost Cause be discredited but never forgotten. To do so would discount the lived experiences of generations of African Americans who have endured the legacy of slavery and the continued impact of white supremacy. It cannot and should not be swept under the rug. Charlottesville's participation in MONUMENTS offers an opportunity for a restorative approach that simultaneously confronts the past and embraces the future. The simultaneous expansiveness and immediacy of visual art holds a power that words alone cannot. We breathe individual meaning into a work



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based upon our lived experiences and knowledge base, teasing out comparisons and associations that may require us to confront our beliefs and ask ourselves “why do I think that?”. Art draws connections, encourages creative thinking, and brings hope and joy into our lives. It is a severely underutilized tool in answering challenging questions. These monuments speak a visual language and therefore must also be confronted in that same language.

Inviting artists, Kara Walker and William Pope.L, to transform two of the Lost Cause narrative's most potent symbols addresses that challenge head on. Taking ownership of the Charlottesville monuments is therefore integral to the goals of the exhibition. Having artists transform Lee and Jackson into new works to be featured in a major exhibition would place the city of Charlottesville at the forefront of a discussion in sore need of examples of how we might constructively engage these objects so as to heal and grow as a nation.

## Kara Walker

Kara Walker gained notoriety in the mid 1990s with her life-sized, paper silhouette vignettes. As black paper cut outs adhered directly to the white walls of the gallery, the work is put forth in no uncertain terms. Her world was quite frankly black and white. Shameless in fact. The work's refusal to acknowledge shame when dealing with issues of race and desire set within the context of slavery, allowed Walker to challenge, indeed taunt, our individual and collective historical imaginations. From successive generations of African Americans, the issue as to how to come to terms with a painful past persists. How does one write oneself into a painful history without first inquiring into the human capacity for lust, disgust, and violence? And if one is African-American, as is Walker, where does one begin this task amidst the pickaninnies, sambos, mammies, mandingos and mulatto slave mistresses depicted on sought after flotsam and jetsam hiding in the back of antique stores, bric-a-brac that goes by the name of bygone Americana? As bizarre, beautiful, or violent as her imagery may be, Walker understands

# LAXART

that an historical imagination is a prerequisite for genuine ownership of the past. And if the task of writing oneself into history is conducted at the level of what it means to be human, then this task must take into account pain, parody, pleasure, poetry and ultimately the perverse.

Although her cut-outs have been likened to the literature of Toni Morrison and Alice Walker, Kara Walker's work actually shares more in common with dime-store historical romances that use the ante-bellum as a backdrop. With human chattel as part of the historical mise-en-scene, it begs to be asked to what extent a romance could follow conventions of decency before the specter of perverse power relations would come into play. For Walker, this extent certainly is not great. Her vignettes are designed to upstage the entire genre. Her vision is a skewed triad of race, history and desire, that when it avails itself to a reading, avails itself to one of such surreal and psychological dimension that perhaps it is better to call it a diagnosis à la Sigmund Freud. Walker's work is shameless three times over. In her choice of imagery, she has abandoned the bodily shame regarding sex, historical shame surrounding slavery, and the social shame surrounding stereotypes.

During the spring of 2014, Walker's first large scale public project, a monumental installation entitled *A Subtlety: Or... the Marvelous Sugar Baby an Homage to the unpaid and overworked Artisans who have refined our Sweet tastes from the cane fields to the Kitchens of the New World on the Occasion of the demolition of the Domino Sugar Refining Plant*, was on view at the abandoned Domino Sugar refinery in Williamsburg, Brooklyn. Commissioned and presented by Creative Time, the project – a massive sugar covered sphinx-like sculpture – responded to and reflected on the troubled history of sugar. In 2018, Walker completed a large-scale public commission for Prospect 4 in New Orleans. The *Katastwóf Karavan* is a calliope, a steam-powered pipe organ housed in a parade wagon. Drawing on the calliope's associations with nineteenth-century New Orleans riverboats as well as the steam engine and other Industrial Revolution-era inventions like the cotton gin, the work's layered references

# LAXART

reveal connections between the history of the city's cultural landscape and slavery in the American South. She conceived the caravan, with her signature silhouette imagery, in response to the inadequacy of a memorial plaque at Algiers Point, identifying a former holding site on the Mississippi River where enslaved Africans were abused and quarantined before transportation to slave markets across the river. Titled to incorporate the Haitian Creole word that in English translates to "catastrophe," *Katastwóf Karavan* interrogates the way in which these dehumanizing and violent experiences have been historicized and under examined.

## William.Pope.L

William Pope.L forged an artistic practice that has nothing yet everything to do with race. It is best to say that Pope.L's work has to do with figuration in an attempt to understand the self, a crucial part of which, for better or worse, is the concept of race. For over fifteen years, the artist has proclaimed to be "The Friendliest Black Artist in America," and has worked in all media, (performance, video, painting, sculpture, drawing, assemblage, installation). Despite what this title implies, Pope.L's work does anything but address audiences on comfortable or comforting terms. A quizzical mixture of anger, abjection, humor, and urgency, the work uses binaries, contraries and preconceived notions embedded within contemporary culture to create art works in various formats, for example, writing, painting, performance, installation, video and sculpture. Building upon his long history of enacting arduous, provocative, absurdist performances and interventions in public spaces, Pope.L applies some of the same social, formal and performative strategies to his interests in language, system, gender, race and community.

For Black artists engaged with performance, this presence marked the appearance of a Black subject with a sense of identity secured through Black nationalism and an attendant sense of cultural self-determination. "Say it loud. I'm Black and I'm proud!" But under postmodern auspices, the assertion of identity was to be met

# LAXART

with a countervailing critique whose immediate goal was twofold: first, the deconstruction of stereotypes both old and new, which involved critiquing representations of Blacks; and second, to resist the collapsing of history into biology or culture into nature, a collapse synonymous with constructing essentialist notions of self. For Black artists already stricken with a Du Boisian double consciousness (“the sense of always looking at one’s self through the eyes of others”), the simultaneous assertion and critique of identity amounted to a double consciousness squared. If Pope.L’s work is any indication, this space is far less rational than it sounds, one comprised of requisite negotiations and negation, reprisals and reappraisals, cancellations and collapse.

Pope.L took up performance as an under-graduate. Part of the reason was simple: “I wanted to extend my practice into arenas where I would have more contact with people.” Dating between 1978 and 1980, his earliest performances took place on New York City streets. These include the now iconic *Crawl* works, for which the artist drags himself belly-down up the Bowery and across the city, and *Thunderbird Immolation*, in which Pope.L, after dousing himself with a pint of Thunderbird wine, sits in lotus position on a yellow blanket surrounded by a circle of stick matches. The latter act would have looked to passersby like a protest modeled on that of Thich Quang Duc, the Vietnamese Buddhist monk who, in 1963, set himself aflame in protest of religious persecution at the hands of the U.S.-backed Diem regime. But the Vietnam War having come to a close, what and on whose behalf was Pope.L protesting? A show of solidarity with winos perhaps? In any case, *Thunderbird Immolation* exemplifies Pope.L’s logic, which relates less to reason and much more to the riddle, making it a sensibility perfectly suited to take up that most challenging of topics: race.

Pope.L is also no stranger to the large scale physical work. *Choir* (2019-2020), presented at the Whitney Museum of American Art, was a continuation of the artist’s exploration of water. Specifically referencing the political (Flint’s water crisis), the historical (Jim Crow era segregated water fountains), and the art historical (Duchamp’s

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*Fountain*), *Choir* circulates water through its contraption such that it meditates on the lack of access to a basic necessity for Black Americans. According to Pope.L, "Race is a puzzle. And this puzzle is dependent upon a figuration that cannot be 'seen' but only responded to and instrumentalized against for it is felt more than understood." Indeed, psychologically speaking, race is a colored affair. But insofar as race may be reduced to a visual phenomenon, the body signifies through its mere appearance. It is always already spoken for.

## After the Exhibition

The significance of the two works created by Kara Walker and Pope.L from the disposed Lee and Jackson statues cannot be understated. Not only will they be noteworthy as the first disposed monuments to be reused in an innovative way, they will be seminal works of art by two of the most prominent contemporary artists of this moment. Following the run of MONUMENTS, including the duration of travel to other locations, the transformed statues will be acquired by a major American museum. We are currently in talks with the Smithsonian National Museum of African American History and Culture (NMAAHC) in Washington, D.C. and Crystal Bridges in Bentonville, Arkansas. Both of these institutions are well equipped, financially and intellectually, to interpret these new works of art in regards to race, American history, and art.

## Logistics

### Donation Eligibility and Fair Market Value

In our understanding, LAXART is eligible to receive donations of property under Virginia Code 15.2-953, Article B, Section ix as a 501(c)3 non profit recreational organization (see documentation attached). Despite this, we would like to help alleviate the costs incurred from the removal of the monuments from public view in July 2021. As such, LAXART is prepared to reimburse the City of Charlottesville \$100,000.

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Monetary value is assigned to a fine art object based, in part, upon the artist, subject matter, medium, and quality. We could look at recent sales of works by Keck, Shrady, and Lentelli at auction, however there is nothing of the same scale as the monuments to which they can be compared. In 2016, the director of Conner-Rosenkranz, a Manhattan art gallery specializing in sculpture, was quoted as saying "As public sculptures [monumental sculptures] never trade and there is no consistent market". Their size and weight necessitate highly specialized facilities that can house such objects and as the city is aware, the cost of moving them is prohibitively expensive. Even if the artistic quality of the monuments is high, which for the Shrady/Lentelli Lee is arguably not, or the prominence and skill of the artist is great, the unwieldiness of such large scale sculptures makes them difficult to consistently sell.

Further, because these statues take Confederate generals as their subject and were created to be site specific public works, they exist in a liminal space; part art object, part historical artifact. Because they are so thoroughly associated with white supremacy and the marginalization of Black Americans, they no longer hold the same value in a fine art market, regardless of the prominence of their makers. Though there will always be a market for historical artifacts, selling Lee and Jackson to the highest bidder seems antithetical to the City Council's stated and commendable intention of finding a home for these objects that do not continue to glorify the Lost Cause. The same individuals and organizations who believe that Lee and Jackson are men of high esteem worthy of being enshrined in bronze, despite their views of Black people and slavery, are likely proponents of the Lost Cause and unlikely to put these objects in their proper context. This gets to the heart of the issue of Confederate monuments and why they are so contentious - who do we as a society deem important and worth honoring?

The \$100,000 offered to the city by LAXART is expressly for the removal costs. Paying for such objects is tantamount to assigning them value which we do not believe they have.



# LAXART

## Funds

All costs for the monuments transfer and transformation will be paid for by LAXART with funds from significant private donations as well as grants we have received from the Emily Hall Tremaine Foundation, the Getty Foundation, and the Warhol Foundation. We anticipate additional funding from the Mellon Foundation, the Ford Foundation, the National Endowment for the Arts, and other arts funding foundations. MOCA and other institutions that will host MONUMENTS will also dedicate a portion of their budgets to the transport, installation, interpretation, and security of the Walker and Pope.L works made from Charlottesville's statues.

## Transfer of Ownership

All shipping and transport costs associated with moving the monuments from Charlottesville to Los Angeles will be covered entirely by LAXART. We have contracted with [Methods & Materials, Inc.](#), a professional art handling company based out of Chicago that specializes in rigging, transport, installation, and de-installation of large sculptural works. Upon acceptance of our proposal, we would arrange for a contact from Methods & Materials to coordinate pick up of the monuments via truck with city employees as soon as is logistically feasible. Walker and Pope.L will be provided with secure and appropriate space in which to work with the statues as material in New York and Chicago respectively. Upon completion of the new works, Methods & Materials will store the Walker and Pope.L works in a secure facility until they are shipped to Los Angeles for installation at MOCA in 2023.

# LAXART

## Selected Bibliography

Abramowitz, Sophie, Eva Latterner, and Gillet Rosenblith. "Tools of Displacement." *Slate*, June 23, 2017, <https://slate.com/news-and-politics/2017/06/how-charlottesvilles-confederate-statues-helped-decimate-the-citys-historically-successful-black-communities.html>

Beetham, Sarah Denver. "Sculpting the Citizen Soldier: Reproduction and National Memory, 1865-1917." PhD diss., University of Delaware, 2014.

Blight, David W. *Race and Reunion: The Civil War in American Memory*. Cambridge: Belknap Press of Harvard University Press, 2001.

City of Charlottesville. *Blue Ribbon Commission on Race, Memorials, and Public Spaces: Report to City Council*. Charlottesville, December 19, 2016.

Coates, Ta-Nehisi. "The Case For Reparations." *The Atlantic*, June 2014, <https://www.theatlantic.com/magazine/archive/2014/06/the-case-for-reparations/361631/>

Connelly, Thomas L. *The Marble Man: Robert E. Lee and His Image in American Society*. New York: A.A. Knopf, 1977.

Cox, Karen L. *Dixie's Daughters: The United Daughters of the Confederacy and the Preservation of Confederate Culture*. Gainesville: University Press of Florida, 2004.

Darity Jr., William A. and A. Kirsten Mullen. *From Here to Equality: Reparations for Black Americans in the Twenty-First Century*. Chapel Hill: University of North Carolina Press, 2020.

"A Declaration of the Immediate Causes Which Induce and Justify the Secession of the State of Mississippi from the Federal Union." in *Journal of the State Convention and Ordinances and Resolutions*. Jackson: E. Barksdale, State Printer, 1861.

Douglas, Andrea and Jalane Schmidt. "Marked By These Monuments". Presented by WTJU. <https://www.these monuments.org/>

# LAXART

Foster, Gaines M. *Ghosts of the Confederacy: Defeat, the Lost Cause, and the Emergence of the New South, 1865 to 1913*. New York; Oxford: Oxford University Press, 1987.

Gohdes-Baten, Betsy. "Application for National Register of Historic Places MPDF for: Four Monumental Figurative Outdoor Sculptures in Charlottesville, Virginia." 1996.

Janney, Caroline E. *Burying the Dead But Not the Past: Ladies' Memorial Associations and the Lost Cause*. Chapel Hill: University of North Carolina Press, 2008.

Mills, Cynthia and Pamela H. Simpson eds. *Monuments to the Lost Cause: Women, Art, and the Landscapes of Southern Memory*. Knoxville: University of Tennessee Press, 2003.

Savage, Kirk. *Standing Soldiers, Kneeling Slaves: Race, War, and Monument in Nineteenth-Century America*. Princeton: Princeton University Press, 1997.

Morrissey, Siobhan. "Retail Replacement Value Appraisal Report for Insurance Inventory Purposes". Prepared for the Cultural Council of Greater Jacksonville. July 12, 2016, [https://www.culturalcouncil.org/uploads/9/3/6/9/93693002/jax\\_appraisal\\_report\\_a-z.pdf](https://www.culturalcouncil.org/uploads/9/3/6/9/93693002/jax_appraisal_report_a-z.pdf).

Provence, Lisa. "Paul Goodloe McIntire: Goodwill to all men?" *C-ville Weekly*, March 30, 2016.

Robertson Jr., James I. *Stonewall Jackson: The Man, the Soldier, the Legend*. New York: Macmillan Publishing USA, 1997.

Serwer, Adam. "The Myth of the Kindly General Lee." *The Atlantic*, June 4, 2017, <https://www.theatlantic.com/politics/archive/2017/06/the-myth-of-the-kindly-general-lee/529038/>.

Stephens, Alexander Hamilton, "Alexander H. Stephens, in public and private: with letters and speeches, before, during, and since the war by Henry Cleveland." p. 717-729, March 21, 1861.



INTERNAL REVENUE SERVICES  
P. O. BOX 3508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: NOV 07 2005

LAXART  
C/O ARTHUR RIEMAN  
4148 SHADYGLADE AVE  
STUDIO CITY, CA 91604 0000

Employer Identification Number:  
20-2911916  
DLN:  
17053209007045  
Contact Person:  
SHERRY Q WAN ID# 31052  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
December 31  
Public Charity Status:  
170(b)(1)(A)(vi)  
Form 990 Required:  
Yes  
Effective Date of Exemption:  
May 20, 2005  
Contribution Deductibility:  
Yes  
Advance Ruling Ending Date:  
December 31, 2009

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

Letter 1045 (DO/CG)

LAXART

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,



Lola G. Lerner  
Director, Exempt Organizations  
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c)(3)

Letter 1045 (00/00)

**Amended and Restated Bylaws of  
LAXART  
a California Nonprofit Public Benefit Corporation**

**ARTICLE 1  
NAME**

1.1. NAME

The name of this corporation is LAXART.

**ARTICLE 2  
OFFICES**

2.1. 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 at a place as determined by the Board of Directors in the State of California.

2.2. OTHER OFFICES

The corporation may also have other offices in and outside of California as the board of directors may determine.

**ARTICLE 3  
PURPOSES; DEDICATION OF ASSETS**

3.1. PURPOSES

The primary purposes of this corporation shall be to promote and support the production and exhibition of, discussion about, and interaction with, international, interdisciplinary, and intergenerational artistic practices, and to carry on other education activities associated with this purpose as allowed by law. This corporation is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3).

3.2. DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to the purposes set forth in Section 3.1 of this Article 3. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to one or more nonprofit funds, foundations, or corporations which are organized and operated exclusively for charitable or educational purposes and which have established their tax-exempt status under Internal Revenue Code §501(c)(3), and to the extent feasible, and to the extent required for any assets held in trust for such purpose, to such an organization or organizations organized and operated exclusively for educational purposes within the meaning of Internal Revenue Code §501(c)(3).



**ARTICLE 4  
DIRECTORS**

4.1. POWERS

The corporation shall have a Board of Directors (referred to, in these Bylaws, as the "board"). All of the activities and affairs of the corporation shall be exercised by the board or under its direction. The board, acting collectively, shall exercise responsibility for conducting the activities and affairs of the corporation.

4.2. NUMBER

The board shall have no fewer than five (5) directors nor more than thirty (30) directors. The precise number of authorized directors shall be set within these limits by an affirmative vote of a majority of the directors then in office. Until changed by resolution of the board, the authorized number of directors shall be twenty (20).

4.3. QUALIFICATION

Any artist or other person who has a substantial presence in the art community and who is over eighteen (18) years of age shall be eligible to be a director of this corporation.

4.4. DUTY OF CARE AND LOYALTY

It is the obligation of each director of the corporation to perform his or her 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. This obligation extends to all activities a director performs in that capacity including, without limitation, duties as a member of any committee of the board on which a director may serve.

4.5. GENERAL DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe and supervise the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Meet at such times and places as required by these Bylaws; and
- (d) Register their addresses, phone and facsimile numbers, and electronic mail ("e-mail") addresses with the Secretary of the corporation. .

4.6. 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:

- (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise;



(b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous twelve (12) months; and

(c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) of these Bylaws.

Any violation of the provisions of this Section 4.6 shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

#### 4.7. SELF-DEALING

(a). The corporation shall not enter into any contract or transaction with any (1) director of the corporation, (2) officer of the corporation, or (3) corporation, firm, association, or other entity in which one or more of this corporation's directors or officers are directors, directors or have a material financial interest, or in which any of these parties shall be directly or indirectly interested, unless:

(i) The material facts regarding that director's or officer'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 members of the board, prior to consideration by the board of such contract or transaction; and

(ii) Such contract or transaction is authorized in good faith by a vote of the majority of the board without counting the votes of the interested directors;

(iii) Before authorizing or approving the transaction, the board considers and in good faith decides, after reasonable investigation, that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

(iv) At the time the transaction is entered into (1) the transaction is fair and reasonable to the corporation and (2) the corporation entered into it for its own benefit.

(b) If it is not reasonably practicable to obtain the determination of the board as to the foregoing prior to any such contract being entered into, and such contract is for the benefit of the corporation and in the ordinary course of its business (such as contracts for locations or services for events sponsored by the Corporation), then the Executive Committee, not counting the vote of any interested director, may make the determinations set forth above prior to the contract being entered into, subject to ratification by the board, including a specific finding made in good faith that the standards set forth in clauses (i) – (iv) above were met and that obtaining prior approval by the board was not reasonably practicable, by vote of a majority of the directors then in office, not counting the vote of any interested director, at its next meeting, but in any event prior to consummation of the transaction.)

(c) The provisions of this Section 4.7 do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more directors or officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

(d) The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of

the duties of such director or officer, provided that in the absence of such advance such director or officer would be entitled to be reimbursed for such expenses by the Corporation.

4.8. COMPENSATION

Directors shall serve without compensation, although they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4.5 of this Article. Directors may be compensated for rendering services to the corporation in any capacity other than director only if such other compensation is reasonable, allowable and has been authorized under the provisions of Section 4.6 and 4.7 of this Article.

4.9. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

**ARTICLE 5  
MEETINGS OF THE BOARD**

5.1. REGULAR AND ANNUAL MEETINGS

Regular meetings of the directors shall be held a minimum of four (4) times per year at a date and time to be determined by the board. The board will determine by resolution, which may be amended from time to time, which meeting shall be the annual meeting.

At the annual meeting, the board shall undertake the election of directors and officers, as required pursuant to Articles 6 and 8 respectively, and the transaction of other business. Whenever there shall be an election to fill a seat on the board of directors, each director shall cast one vote for each director to be elected. Cumulative voting by directors for the election of directors shall not be 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 of the Board, the Chief Executive Officer or the Secretary, or by any three directors, and such meetings shall be held at the place, within or outside the State of California, 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 Secretary, if present at the meeting, and if not, then another person appointed by the Chair of the Board, or chair of the committee, as applicable, at the meeting for that purpose, shall be responsible for recording and maintaining minutes of the proceedings of the meeting of the board and of committees of the board.

5.4. PLACE OF MEETINGS; ELECTRONIC PARTICIPATION

(a) Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting, or if not so designated, at the principal office of the corporation.

(b) Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply: (a) each Board member participating in the meeting can communicate with all the other members concurrently; (b) each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and (c) the corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a director entitled to participate in the board meeting; and (ii) all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director. Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

#### 5.5. NOTICE OF MEETINGS

(a) Notices of board meetings are valid if made by:

(1) First-class mail, postage prepaid;

(2) Personal delivery of a written notice;

(3) Delivery by overnight courier or private delivery service that can be and is confirmed;

(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) Subject to Section 16.2 of Article 16, electronic mail (e-mail) or other electronic means.

(b) 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 shall be valid if made no less than fourteen (14) days prior to the date of the meeting. Notice of special meetings shall be valid if made at least forty-eight (48) hours prior to the date and time of the meeting except for notice by mail, which is not valid unless made four (4) days prior to the date of the meetings.

(c) All notices of board meetings shall be given or sent to the director's address, telephone number, fax number or e-mail address as shown on the corporation's records.

(d) 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 twenty-four (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 twenty-four (24) hours from the time of the original meeting.

(e) Notice shall not be given by electronic transmission if the corporation is unable to deliver two consecutive notices to a director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice.

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 and hour of the meeting. The purpose of any meeting of the board need not be specified in the notice.

5.7. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

(a) Notice of a meeting of the board need not be given to any director who:

(1) Either before or after the meeting, signs

- (i) A waiver of notice,
- (ii) A written consent to the holding of the meeting, or
- (iii) An approval of the minutes of the meeting, or

(2) 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.

(b) 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.

5.8. QUORUM FOR MEETINGS

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

(b) If during a meeting at which a quorum was initially present some directors leave, rendering the meeting without a quorum, the board or committee may continue to transact business so long as any action taken or decision made is approved by at least the number of directors required to take action if a quorum were present.

(c) Except as otherwise provided in these Bylaws (including, without limitation, sub-section (b) of this Section), in the corporation's Articles of Incorporation, or by law, 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.

(d) Regardless of any other provision of these Bylaws, a quorum must consist of no less than one-fifth of the then authorized number of directors.

5.9. MAJORITY ACTION AS BOARD ACTION

The board may take action or make a decision (e.g., pass a resolution) 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 California Nonprofit Corporation Law including, without limitation, provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorships, (iii) creation of an appointment to committees of the board, and (iv) indemnification of directors).

5.10. CONDUCT OF MEETINGS

Meetings of the board shall be presided over by the Chair of the Board or, in his or her absence, by the Vice Chair of the Board or, in the absence of each of these persons, by a person chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

5.11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board individually or collectively (i.e., in one or more identically worded documents) consent in writing to such action and, if subject to Corporations Code §5224(a), the number of directors then in office constitutes a quorum; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the Nonprofit Corporation Law (California Corporations Code section 5000 *et seq.*) and Section 4.7 of Article 4 of these Bylaws shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

**ARTICLE 6  
ELECTION AND REMOVAL OF DIRECTORS**

6.1. ELECTION AND TERM OF OFFICE OF DIRECTORS

The terms of all directors appointed or elected prior to the annual meeting of this corporation shall expire at the time of the next annual meeting. At the annual meeting, the board shall provide for terms of its directors, by designating one (1)- and three (3)-year renewable terms. The initial term (excluding any partial year after the director's appointment or election ((if not at an annual meeting)) and prior to the first annual meeting at which the director is elected) for any director shall be for one year. Following the expiration of the initial designated term, the term of directors subsequently re-elected shall be three (3) years. Directors may thereafter be re-elected for terms of three (3) years without any limit as to the number of terms a director may serve. Directors shall be elected at each annual meeting to fill those terms that expire at that annual meeting. If any directors are not elected at any annual meeting, they may be elected at any other regular meeting or at a special meeting held for that purpose (which need not be the exclusive purpose of that meeting).

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.

6.2. REMOVAL OF DIRECTORS

(a) The board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, 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.

(b) A director may be removed without cause by the vote of a majority of the directors then in office.

(c) A director who, for a period of one (1) year, has not attended any board or committee meetings or communicated with the board, the Chair of the Board or Vice-Chair of the Board in their official capacities, and has failed to pay then applicable board dues, as determined by the Executive Committee or the board, may be deemed to have resigned. The determination shall be noted in the minutes of the board or Executive Committee, as applicable and notice of such deemed resignation shall be given to the affected director promptly following such determination.

### 6.3. VACANCIES

(a) 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.

(b) 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.

(c) 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. That is, a reduction in the number of authorized directors will not terminate or shorten the terms of any directors in office at the time that the resolution to reduce the number of authorized directors is approved.

(d) 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:

(1) The unanimous written consent of the directors then in office,

(2) The affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or a waiver of notice complying with this Article of these Bylaws, or

(3) A sole remaining director.

(e) A person elected to fill a vacancy as provided by this Section shall hold office until the next election of the board or until his or her death, resignation or removal from office.

## ARTICLE 7 LIABILITY OF DIRECTORS

### 7.1. NON-LIABILITY OF DIRECTORS

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

### 7.2. 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 officer's, director's, employee's, or agent's status as such.

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

(a) To the fullest extent permitted by law, this corporation may indemnify its directors, officers, employees, and other persons described in Nonprofit Corporation Law section 5238(a) (including persons formerly occupying any such positions) against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. ("Expenses" as used in this Bylaw shall have the same meaning as in that section of the Nonprofit Corporation Law.)

(b) On written request to the board by any person seeking indemnification under Nonprofit Corporation Law section 5238(b) or section 5238(c), the board shall promptly decide pursuant to Nonprofit Corporation Law section 5238(e) whether the applicable standard of conduct set forth in Nonprofit Corporation Law section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification. In determining whether indemnification is available to the director, officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of directors who are not parties to the proceeding. If the number of directors who are not parties to the proceeding is less than two-thirds of the total number of directors in office at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

(c) To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Section in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

(d) The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

## **ARTICLE 8 OFFICERS**

### 8.1. NUMBER OF OFFICERS

The officers of the corporation shall be a Chair of the Board, a Chief Executive Officer who shall be designated the Executive Director, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the board, one or more Vice Chairs of the Board, Assistant Executive Directors, 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 Executive Director or Chair of the Board.

### 8.2. QUALIFICATIONS

Any natural person over the age of eighteen (18) may serve as an officer of this corporation.

8.3. ELECTION, AND TERM OF OFFICE

Except those officers appointed in accordance with the provisions of Section 4 of this Article, officers shall be elected by the board at the annual meeting, and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract. Each officer shall hold office for renewable terms of one year.

8.4. SUBORDINATE OFFICERS

The board may appoint, and may authorize the Chair of the Board or the Executive Director 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.

8.5. REMOVAL AND RESIGNATION

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the board, at any regular or special meeting of the board, or, except in case of an officer chosen by the board, by an officer on whom such power of removal may be conferred by the board.

Any officer may resign at any time by giving written notice to the board, the Chair of the Board or the Executive Director. 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. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board relating to the employment of any officer of the corporation.

8.6. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the board. In the event of a vacancy in any office other than that of Chair of the Board, such vacancy may be filled temporarily by appointment by the Chair of the Board until such time as the board shall fill the vacancy. A person so appointed to a vacant office (whether appointed by the Chair of the Board or elected by the board) shall hold that office until the next annual meeting of the board or until his or her death, resignation or removal from office. Vacancies occurring in offices appointed at the discretion of the board may or may not be filled as the board shall determine.

8.7. DUTIES OF CHAIR OF THE BOARD

The Chair of the Board shall:

- (a) Be a member of the board and shall preside at all meetings of the board.
- (b) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, in the name of the corporation execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board.
- (c) Perform all other duties incident to his or her office and such other duties as may be required by 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.

8.8. DUTIES OF VICE-CHAIRS OF THE BOARD



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

#### 8.9. DUTIES OF SECRETARY

The Secretary shall:

- (a) Certify and keep, or cause to be kept, at the principal office of the corporation the original, or a copy, of the Articles of Incorporation and of these Bylaws, as amended or otherwise altered to date.
- (b) Keep, or cause to be kept, at the principal office of the corporation or at such other place as the board may direct, a book of minutes of all meetings, proceedings and actions of the board and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meetings was annual, general, or special, and, if special, how authorized; how notice was given and to whom; the names of the persons present at the board and committee meetings; the actions taken and decisions made by the board at that meeting, including the votes for, against and in abstention of each such action or decision (and may include how each director voted on such action or decision).
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws and by the board.
- (e) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, these Bylaws, the minutes of the proceedings of the directors of the corporation, and the corporation's applications for tax exemption.
- (f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the board.

#### 8.10. DUTIES OF TREASURER

The Treasurer shall:

- (a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Books of account shall be maintained in accordance with sound accounting principles, consistently applied.
- (b) Send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

- (c) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of corporation with such depositories as the board may designate and (2) disburse, or cause to be disbursed, the corporation's funds as the board may order.
- (d) Render to the Chair of the Board and directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the corporation.
- (e) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (f) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the board.
- (g) If required by the board, give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.
- (h) Provide, or cause to be provided, to the public, all Internal Revenue Service filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service or by statute.

#### 8.11. EXECUTIVE DIRECTOR

The Executive Director shall be the chief executive officer of the corporation and shall generally supervise, direct and control the corporation's activities and affairs, subject to the authority of the board. He or she shall perform all duties incident to his or her office and such other duties as may be required by 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.

The Executive Director shall be permitted to attend all meetings of the board and the Executive Committee, except those held in executive session. Unless otherwise elected to the board as provided in this Section 8.11 and Article 4 of these Bylaws, the Executive Director shall not be considered a director or member of the Board for any purpose, including without limitation for purposes of voting, counting the total authorized number of directors as set forth in Section 4.2 of Article 4 of these Bylaws, or constituting a quorum, nor shall he or she have any of the duties or liabilities of a director or member of the board. So long as the Executive Director is a paid employee of the Corporation, he or she shall not be eligible to serve as a director of the Corporation.

#### 8.12. COMPENSATION

The salaries, if any, of the officers shall be fixed from time to time by resolution of the board. The salary received by any officer of this corporation shall be reasonable and given in return for services actually rendered to the corporation that relate to the performance of the charitable or public purposes of this corporation. No officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 4

**ARTICLE 9  
COMMITTEES**

9.1. COMMITTEES

(a) The board may, by a vote of a majority of the directors then in office, designate three (3) or more of its members, one of whom must be the Chair of the Board, to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except as limited in this Section 1.

(b) Notwithstanding the existence or lack thereof of an Executive Committee, 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, 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.

(c) Only committees consisting wholly of directors may take action or make decisions on behalf of the corporation.

(d) The following powers are reserved to the board of directors as a whole and may not be delegated to any committees thereof:

(1) The filling of vacancies on the board or on any committee that has the authority of the board;

(2) The appointment of committees of the board or the members thereof.

(3) The fixing of compensation of the directors for serving on the board or on any committee.

(4) The amendment or repeal of Bylaws or Articles of Incorporation, or the adoption of new Bylaws or Articles of Incorporation.

(5) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.

(6) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(7) The approval of any transaction to which this corporation is a party and in which one or more of the directors is a party or has a material financial interest, except as expressly provided in Section 5233(d)(3) of the Nonprofit Corporation Law.

(e) 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 so delegated, increase or decrease but not below two (2), the number of its members, and fill vacancies therein from the members of the board. Each Committee shall keep regular minutes of its 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.

9.2. COMPENSATION COMMITTEE AND COMPENSATION REVIEW

At any time this Corporation compensates its Chief Executive Officer or Chief Financial Officer, the Corporation shall have a Compensation Committee consisting of at least three Directors and exclusively of Directors.

Directors who are also employees of the Corporation may not serve on the Compensation Committee. The Compensation Committee shall review the compensation of the Chief Executive Officer, Chief Financial Officer as well as of such other officers of the Corporation as the Compensation Committee determines appropriate. This review shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation. Based on its review, the Compensation Committee shall recommend just and reasonable compensation amounts to the board. At the request of the Chief Executive Officer or the board, the Compensation Committee shall review any issue involving staff compensation and benefits, including but not limited to housing, health, and retirement plans. In the absence of a separate Compensation Committee, the Executive Committee shall serve as the Compensation Committee.

### 9.3. AUDIT COMMITTEE

If this corporation is required to register with the Office of the Attorney General, in any fiscal year in which the corporation has gross revenues of \$2 million or more this corporation shall have an audit committee. Notwithstanding the other provisions of this Article, the audit committee shall have the following duties and composition:

- (a) It shall be the duty of the audit committee to:
  - (1) Recommend to the board of directors the retention and termination of the independent auditor;
  - (2) Confer with the auditor to satisfy the committee members that the financial affairs of the charitable organization are in order;
  - (3) Review and determine whether to accept the audit; and
  - (4) Approve performance of any non-audit services to be provided by the auditing firm. In addition, the audit committee may negotiate the compensation of the auditor on behalf of the board.
- (b) The audit committee shall be composed of at least one person. Audit committee members need not be directors of the corporation. In addition, the composition of the audit committee shall be restricted as follows:
  - (1) The corporation's Chair of the Board, chief executive officer, chief financial officer (treasurer), any paid staff, and anyone who does business or has any financial interest in any entity that does business with the nonprofit may not be on the audit committee.
  - (2) If the corporation has a finance committee, its members must comprise less than 50% of the audit committee and the chair of the finance committee may not serve on the audit committee.
- (c) Audit committee members may receive no more compensation than directors receive for their service to the corporation as directors.

### 9.4. ADVISORY COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the board. Such other committees may consist of persons who are not also members of the board. These additional

committees shall act in an advisory capacity only and shall be clearly titled as "advisory" committees. The following provisions apply to the following advisory committees, if and when formed by the board:

(a) **Governance Committee.** The Board may appoint a Governance Committee consisting of at least two (2) board members and such other persons, if any, as it shall appoint, to recommend nominees for vacant and expiring Board positions, board engagement policies and practices, and other matters concerning corporate governance. Recommendations of the Governance Committee are not binding. Without limiting the foregoing, the board may consider any other nominees whose names are duly submitted to the board before or at the meeting at which the election or appointment of one or more board members is to take place.

(b) **Finance Committee.** The Board may designate a Finance Committee consisting of at least two board members and such other persons, if any, as it shall appoint, to review the budgets, statements of account and financial practices of the Corporation.

(c) **Development Committee.** The Board may designate a Development Committee consisting of at least two Board members and such other persons, if any, as it shall appoint, to work with the staff in developing events and fundraising programs and activities, subject to adoption by the Board.

#### 9.5. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of all committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the board and its members; excepting, however, that the time for regular meetings of committees may be fixed by resolution of the board or by the committee. The time for special meetings of committees may also be fixed by the board. The board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of

### ARTICLE 10 EXECUTION OF INSTRUMENTS DEPOSITS AND FUNDS

#### 10.1. 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 if that contract exceeds one year in duration, or if that contract is not within the budget approved by the Board or otherwise is not in the ordinary course of business.

#### 10.2. 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.

#### 10.3. 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.

10.4. 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.

**ARTICLE 11  
CORPORATE RECORDS, REPORTS AND SEAL**

11.1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) 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;
- (b) 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;
- (c) A copy of the corporation's Articles of Incorporation and these Bylaws as amended to date; and
- (d) 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.

11.2. CORPORATE SEAL

The board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

11.3. 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 properties of the corporation.

11.4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

11.5. ANNUAL REPORT

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:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;



- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

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.

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.

#### 11.6. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

As part of the annual report to all directors, or as a separate document if no annual report is issued, 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:

- (a) Any 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:
  - (1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
  - (2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

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 interest person is a partner, only the interest of the partnership need be stated.

- (b) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Section 3 of Article 7 of these Bylaws.

#### 11.7. FINANCIAL AUDIT

The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within 9 months after the close of the fiscal year to which the statements relate. For three (3) years, such statements (a) shall be available at the Corporation's principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation's website.

**ARTICLE 12  
FISCAL YEAR**

12.1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first (1st) day of January in each calendar year and end on the last day of December of the same calendar year.

**ARTICLE 13  
AMENDMENT OF BYLAWS**

13.1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of a Nonprofit Corporation, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a majority of the directors then currently in office.

**ARTICLE 14  
AMENDMENT OF ARTICLES**

14.1. AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of a majority of the directors then currently in office.

14.2. CERTAIN AMENDMENTS

Notwithstanding Section 14.1 of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation regarding the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement if the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the Nonprofit Corporation Law.

**ARTICLE 15  
MEMBERS**

15.1. DETERMINATION OF MEMBERS

This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. At its sole discretion, the board may admit individuals to one or more classes of nonvoting members. The class or classes of nonvoting members shall have such rights and obligations as the board finds appropriate.

**ARTICLE 16  
CONSTRUCTION AND DEFINITIONS**

16.1. CONSTRUCTION AND DEFINITION

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Corporation 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 "person", unless otherwise specified, includes both the corporation and a natural person, and vice versa.

## 16.2. ELECTRONIC TRANSMISSION

Subject to any guidelines and procedures that the board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

**CERTIFICATE OF SECRETARY**

I, the undersigned, the duly elected Secretary of LAXART, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing Bylaws consisting of 19 pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation on \_\_\_\_\_, 2019, and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name on \_\_\_\_\_, 2019.

\_\_\_\_\_, Secretary



## **ABOUT MOCA**

**WE ARE A MUSEUM.**

We present, collect, preserve, and interpret the art of our time.

**WE ARE CONTEMPORARY.**

We question and adapt to the changing definitions of art.

**WE CARE.**

We make the experience of art accessible.

We embrace the inevitability of change.

We support the multiplicity of perspectives.

We encourage the urgency of contemporary expression.

Established in 1979, we are the only artist-founded museum in Los Angeles. We are dedicated to collecting and exhibiting contemporary art. We house one of the most compelling collections of contemporary art in the world, comprising roughly 7000 objects, and have a diverse history of ground-breaking, historically-significant exhibitions.

We are committed to the collection, presentation, and interpretation of art created after 1940, in all media, and to preserving that work for future generations. We provide leadership in the field by identifying and presenting the most significant and challenging art of our time, actively supporting the creation of new work, and producing original scholarship.

With two distinct venues in Los Angeles—MOCA Grand Avenue, and The Geffen Contemporary at MOCA—and Michael Heizer's seminal artwork *Double Negative* (1969-70) in the Nevada desert, we engage audiences through an ambitious program of exhibitions, educational programs, and publishing.

## **ABOUT THE GEFFEN**

A former police car warehouse in L.A.'s Little Tokyo Historic District, renovated by the noted California architect Frank Gehry, The Geffen Contemporary at MOCA (formerly The Temporary Contemporary) opened in 1983. This location offers 40,000 square feet of exhibition space.

WAREHOUSE Programming is open with an expanded bookstore, a reading nook, rest, meet, and workspaces with free WiFi, a coffee cart featuring drinks and food by Cafe Dulce, and several video installations. The current video works on view are by artists Fischli & Weiss and Mark Leckey. Over the course of the coming months, MOCA will be actively transitioning this space into a vibrant, multi-use anchor under the umbrella of WAREHOUSE Programs.



## SELECTED PAST GEFFEN EXHIBITIONS

- (2021) [abolitionist pod \(prototype\)](#) Crenshaw Dairy Mart
- (2019/20) [The Foundation of the Museum](#)
- (2018/9) [Laura Owens](#)
- (2018/9) [Survey](#) Zoe Leonard
- (2017/8) [The Theater of Disappearance](#) Adrián Villar Rojas
- (2017) [Love Is The Message, The Message Is Death](#) Arthur Jafa (Geffen)
- (2016/7) [Electric Earth](#) Doug Aitken
- (2015/6) [RIVER OF FUNDAMENT](#) Matthew Barney

## SELECTED PAST PROGRAMS

- (2021) [Creating the Compassionate City](#)
- (2021) [Uncommon Commons: What Can Public Art Do for Environmental Activism?](#)
- (2020) [Uncommon Commons: Who is the Public in Public Art](#)
- (2020) [Black Spring: Return from Exile](#)
- (2020) [For Freedoms Congress](#)
- (2019) [Earl Sweatshirt x MOCA](#)
- (2019) [LACMDS presents Slightly Guided Dance Party](#)
- (2019) [The Creative Thinking Project](#)
- (2018) [Vote For Your Lives Rally](#)
- (2018) [SCREEN: Community Cinema from Karachi to Los Angeles](#)
- (2018) [MOCA Community Day](#)
- (2018) [Architecture 101: Beyond Buildings](#)
- (2017) [MOCA Music: Bana Haffar & Stephanie Cheng Smith](#)
- (2017) [Anna Chave on Biography: Carl Andre](#)
- (2017) [The Idea of Sound with Terry Riley](#)
- (2016) [The Idea of the Oceans](#)
- (2016) [What is Contemporary? Black Lives Matter](#)





## **ABOUT METHODS & MATERIALS**

Established in Chicago in 1990, Methods & Materials, Inc., is dedicated to fine art rigging, assembly, installation, re-location, and de-installation of large-scale sculptures and objects, and to the careful handling of valuable artifacts. Our expertise and experience, along with our complete design, fabrication, and storage facilities, ensures that Methods & Materials will customize a safe, efficient, and economical solution specific to our clients' needs. We are proud to be a certified Women's Business Enterprise (WBE)

## **SERVICES**

### **Rigging & Specialized Handling**

No project is too large, heavy, or unwieldy for us. We have an extensive background in rigging, hoisting, and maneuvering large-scale objects both in-and outdoors. Our team will:

- Provide and operate the necessary equipment
- Source and rig alongside local crane companies
- Orchestrate lifting and installation plans
- Meet engineering specifications
- Execute complex installations safely and efficiency

### **Storage**

Our M&M's heated warehouse provides safe and cost-effective storage for sculpture and artifacts. When de-installing an art piece, we can offer on-site crate fabrication and transportation to our facility.

### **Installation**

Methods & Materials, Inc. has been installing permanent collections for galleries, museums, municipalities, corporations, and private collectors since 1990. We have the knowledge, experience, and professionalism necessary to oversee all aspects of your project including streamline communication between artists, museum staff, engineers, fabricators, architects, and installation team, specification and fabrication of mounts and installation methods, logistics and shipping arrangements, sourcing and/or fabricating hardware, and project management.

Temporary Our services provide venues with safe and efficient installation and de-installation of temporary exhibits. We offer either a full crew to expertly handle all facets of a project, or an Installation Supervisor to work with your perpetrators. We also provide consulting services in the early phases of exhibition/collection design, logistics and project planning, and transportation.

Traveling Exhibitions From fossils to locomotives, sarcophagi to totem poles, we have the know-how to handle the most challenging traveling exhibitions. We provide project management for traveling exhibitions and supply exhibit support services, including administration, and trucking; as well as rigging and installation/de-installation services.



## **Fabrication**

Crates Large-scale, custom crates and pallets can be hard to come by. We can assist in a turn-key operation when de-installing by crating and palletizing your sculptures, artifacts, etc. for storage and shipping.

Mounts When it comes to engineered solutions or custom-design substrates and hanging solutions, we can fabricate what your project may require. With fully operational metal and wood shops, we can build to your specifications.

## **SELECTED CLIENTS**

Art Institute of Chicago  
The British Museum  
Citibank NY  
City of Chicago  
Dietl International  
Driehaus Museum  
Eskenazi Museum of Art, Indiana University  
The Field Museum  
Frederik Meijer Garden & Sculpture Park  
Kimbell Museum of Art  
National Museum of Mexican Art  
Montgomery Museum of Fine Arts  
Museum of Modern Art  
Russell Bowman Art Advisory  
SculptureMilwaukee  
Smart Museum of Art  
Smithsonian institution  
Transportation Consultants International Inc.  
Zolla/Lieberman Gallery

## **SELECTED PROJECTS**

(2020) [Atmospheric Wave Wall](#) Olafur Eliasson at Willis Tower, Chicago  
(2020) [Constellation](#) Santiago Calatrava at River Point, Chicago  
(2020) [Chazen Mural](#) James Watrous at University of Wisconsin, Madison  
(2019) [All Equations Are Wave Equations](#) Alyson Shotz at Hunter Museum of Art, Chattanooga  
(2018) [Field Lines](#) Rob Ley at O'Hare International Airport, Chicago  
(2017) [Relocation of Museum Dioramas](#) at University of Minnesota, Falcon Heights