

BYLAWS  
OF  
EAST BAY ZOOLOGICAL SOCIETY

1. NAME

The name of this corporation shall be East Bay Zoological Society, hereinafter referred to as the "Society."

2. POWERS

2.1 To acquire, establish, maintain, operate and control zoological gardens, botanical gardens and parks for the education, recreation and pleasure of the public.

2.2 To purchase, own, hold, lease, hire, mortgage, hypothecate, exchange and receive donations and bequests of real and personal property, and otherwise acquire and deal in all kinds of real and personal property of the accomplishment of the objectives of this corporation.

2.3 To have and exercise all of the powers conferred upon nonprofit corporations by the laws of the State of California now in effect or hereafter amended.

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OFFICE OF PARKS  
AND RECREATION

3. PLACE OF BUSINESS

The principal place of business shall be at the offices of The Oakland Zoo at Knowland Park, 9777 Golf Links Road, Oakland, California.

4. FISCAL YEAR

The fiscal year of the Society shall be July 1 through June 30.

5. MEMBERSHIP IN THE SOCIETY

5.1 Membership in the Society shall be open to all persons desiring to promote and preserve a zoo in Knowland Park for the education, recreation and pleasure of the citizens of the greater East Bay.

5.2 The Society shall have three (3) classes of members (as defined by Section 5056 of the California Nonprofit Corporation Law), as follows: Personal, Business and Meritorious. From time to time, the Board by resolution may establish categories of membership within each class. The rights, preferences and privileges of each class and category of members, and the dues payable by each, shall be established by resolution of the Board of Trustees from time to time; provided, however, that each membership shall be entitled to one (1) vote on matters submitted to a vote of members

(regardless of the number of persons who may enjoy other rights or privileges inherent in such membership). Memberships held of record by more than one person shall be voted in the manner specified in Section 5612 of the California Nonprofit Public Benefit Law.

5.3 Voting members shall be 15 years or older. Members under 15 years of age shall be eligible for "Junior Membership" with all privileges of Society members except the right to vote at regular or special meetings of the membership.

5.4 Annual dues shall become due and payable each year on the first day of the month following the anniversary date of each member's date of enrollment. Only those members who have paid the annual dues set by the Board for their class or category of membership shall be members in good standing and thus entitled to exercise the rights, preferences and privileges of a member.

5.5 Memberships are not transferable, whether by bequest, gift, operation of law or otherwise.

6. MEETINGS OF MEMBERS

6.1 The annual meeting of members of the Society shall be held on the second Wednesday of January of each year. The President may change the date of the membership meeting, using the same notice procedures provided for special meetings of members. At the annual meeting, the members present (if a quorum exists) may fill any vacancies on the Board of Trustees, and may transact such other business as may be brought before the meeting.

6.2 Special meetings of members may be called by the Board or the President. In addition, special meetings of members for the purpose of removal of Trustees and election of their replacements may be called by fifty (50) or more of the members of record. No business may be transacted at a special meeting unless the general nature of such business is stated in the notice of the special meeting. Voting members shall receive at least seven (7) days notice of special meetings. Two-thirds (2/3) of the voting members present at a special meeting shall be required to remove a Trustee.

6.3 Meetings of the members shall be held at any place designated by the Board of Trustees or by written consent of all persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the Snow Building located

on the grounds of The Oakland Zoo at Knowland Park, 9777 Golf Links Road, Oakland, California.

6.4 The Board may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members. Such record date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting. Only members in good standing on the record date shall be entitled to vote.

6.5 A minimum of thirty (30) of the voting members, in person, shall constitute a quorum at a meeting of members. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted, except as provided by law.

6.6 If a quorum is present, the affirmative vote on any matter of the majority of the voting power represented at the meeting shall be the act of the members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

6.7 Any member in good standing may nominate himself or any other member in good standing for election to the Board at the next annual meeting of members by making such nomination, in writing, to the Nominating Committee not less than sixty (60) days prior to the date of the annual meeting, and the Nominating Committee shall present all such nominations to the members at the annual meeting. Nominations to fill vacancies on the Board at any special meeting of members called for such purpose may be made in writing to the Nominating Committee at least five (5) days prior to the date of such meeting.

7. BOARD OF TRUSTEES

7.1 Powers. Subject to the provisions of the Nonprofit Public Benefit Corporation Law and any limitation in the Articles of Incorporation and Bylaws of the Society, the activities and affairs of the Society shall be conducted and all corporate powers shall be exercised by or under the direction of a board of directors which shall be denominated the "Board of Trustees" (hereafter, the "Board"). The Board may delegate the management of the activities of this corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of this corporation shall be managed and all corporate

powers shall be exercised under the ultimate direction of the Board.

7.2 Number of Board Members. The Board shall consist of twenty-five (25) members, one of whom shall be the President of the Docent Council and the remaining Board members shall be selected from a broad cross section of the people of the Bay Area. All members of the Board shall be members in good standing of the Society. No member of the Board may be an employee of the Society or receive remuneration from it for service in fulfilling his or her duties as a Trustee.

7.3 Term of Office. Except for the President of the Docent Council, who shall remain as a Board member for so long as he or she is President of the Docent Council, the Trustees shall serve a three (3) year term, with no fewer than eight (8) Trustee positions expiring at the annual meeting of members following the end of each calendar year. A Trustee shall be limited to two (2) full, consecutive terms of office, after which the Trustee will not be eligible for reelection to the Board until he or she has been off the Board for at least one (1) year.

7.4 Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Board member may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board may be filled by majority vote of the members or by a majority vote of the remaining Trustees, although less than a quorum, or by a sole remaining Trustee. Each Trustee so selected shall hold office until the expiration of the term of the replaced Trustee and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of Trustee is increased.

The Board may declare vacant the office of a Trustee who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. A Board member who has failed to



attend four (4) or more meetings of the Board during any calendar year may be removed as a Board member by the vote of a majority of the Board members then in office.

No reduction of the authorized number of Board members shall have the effect of removing any Trustee prior to the expiration of the Trustee's term of office.

7.5 Place of Meeting. Meetings of the Board shall be held at the Snow Building on the grounds of The Oakland Zoo at Knowland Park or at such other place which may be designated from time to time by the Board.

7.6 Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of officers, and the transaction of other business. The first regularly scheduled Board meeting following the annual meeting of members shall be the annual meeting of the Board.

7.7 Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President or any five Trustees.

Special meetings of the Board shall be held upon not less than five (5) day's notice by first-class mail or seventy-two (72) hours' notice given personally or by telephone, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each Trustee at such Trustee's address as it is shown upon the

records of the corporation or as may have been given to the corporation by the Trustee for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Trustees are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

7.8 Quorum. A majority of the authorized number of Trustees then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Paragraph 7.11 of this Section 7. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by

law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for such meeting.

7.9 Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

7.10 Waiver of Notice. Notice of a meeting need not be given to any Trustee who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Trustee. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

7.11 Adjournment. A majority of the Trustees present, whether or not a quorum is present, may adjourn any Trustees' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place is fixed at the meeting

adjourned, except as provided in the next sentence. If the meeting is adjourned for more than seventy-two (72) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Trustees who were not present at the time of adjournment.

7.12 Action 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 shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

7.13 Rights of Inspection. Every Trustee 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.

## 8. OFFICERS AND DIRECTOR

8.1 The officers of the Board shall be a President, Vice President, Secretary and Treasurer. They shall likewise be the officers of the Society.

8.2 The officers shall be elected for the term of one (1) year by the Board at the Annual Meeting of the Board, and the newly elected officers shall assume office at that time. In the event that a vacancy among the officers occurs during the year, the Board may fill the vacancy by a majority vote at any regular or special meeting of the Board at which a quorum is present.

8.3 Any officer selected by the Board of Trustees may be removed by a two-thirds (2/3) vote of the Board of Trustees whenever in its judgment the best interests of the Society would be served thereby.

8.4 Any officer may resign at any time upon written notice to this corporation without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

8.5 The President, subject to the control of the Board of Trustees, shall have general supervision, direction and control of the business and officers of the Society. He shall preside at all meetings of the members and at all meetings of the Board. He shall have all of the powers and shall perform all of the duties which are ordinarily inherent in the office of the President.

8.6 In the absence or disability or refusal to act of the President, the Vice President shall perform all of the duties of the President.

8.7 The Treasurer shall be the chief financial officer of the Society and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of this corporation. He shall have all of the powers and shall perform all of the duties incident to the office of Treasurer, and he shall have such further powers and shall perform such further duties as may be prescribed for him by the Board of Trustees.

8.8 The Secretary shall keep or cause to be kept at the principal executive office of this corporation or such other place as the Board of Trustees may order, a book of minutes of all proceedings of the members of the Board of Trustees, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at the Trustees' meetings, and the number of members present or represented at meetings of members. The Secretary shall keep or cause to be kept at the principal executive office or at such other place as the Board of Trustees may order a record of members. He shall have all of the powers and perform all of the duties incident to the office of Secretary.

8.9 An Executive Director for the Society shall be employed by the Board. The Executive Director shall be responsible for the efficient operation of the business of the Society, and shall exercise supervision of all employees, purchasing and actions of the Society, subject to the direction of the Board , and shall perform such other duties as may be prescribed by the Board from time to time.

8.10 Except as otherwise designated by the Board, all checks of the Society in amounts over \$1,500 shall require two signatures, one of which shall be the signature of a Board member. The Board shall designate, from time to time, those persons who are authorized to sign checks.

## 9. COMMITTEES

There shall be two (2) categories of committees, Standing Committees and Special Committees, as set forth below.

### 9.1 Standing Committees

(a) Executive Committee. The Executive Committee shall consist of the four (4) officers of the Society plus the immediate past president if still a member of the Board, plus three (3) members of the Board at large, nominated by the Nominating Committee and approved by the Board at the Annual Meeting of the Board or when a vacancy occurs.

The President shall serve as Chairperson of the Executive Committee. Meetings of the Executive Committee shall be held from time to time, as called by the President or any two Committee members. Notices of specially called meetings shall be posted in the Society's office at least twenty-four (24) hours prior to the meeting date.

The Executive Committee shall be responsible for the regular and routine business of the Society and shall supervise the Director in accordance with the policies and directions developed by the Board of Trustees.

The Executive Committee shall have all the authority and powers of the Board except:

(i) The approval of any action for which the Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all voting members;

(ii) The filling of vacancies on the Board or on any committee which has the authority of the Board;

(iii) The amendment or repeal of bylaws or the adoption of new bylaws;



(iv) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(v) The appointment of committees of the Board or the members thereof;

(vi) The expenditure of corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected; or

(vii) The expenditure of Society funds for nonbudgeted items in excess of \$2,000.

(b) Development Committee. The Board may appoint a Development Committee which shall consist of three (3) or more Board members, as determined by the Board from time to time. The Committee may establish such subcommittees (members of which need not be members of the Society) as it deems necessary to actively raise funds for Zoo operations and capital improvements.

(c) Planning Committee. The Board may appoint a Planning Committee consisting of three (3) or more Board members, as determined by the Board from time to time. The committee shall review periodically the long-range Master Plan for The Oakland Zoo and Knowland Park, and shall review plans prepared by Zoo staff and professional consultants and make recommendations to the Board concerning such plans.

(d) Nominating Committee. The Board may appoint a Nominating Committee which shall consist of three (3) to five (5) members of the Board. The exact number of Committee members shall be determined by the Board, from time to time. When a vacancy exists on the Board, the Committee shall interview, gather information about and recommend to the Board a person to fill the vacancy in accordance with Paragraph 7.4 of these Bylaws. During the course of each year, the Committee also shall solicit applications from, interview and gather information about other candidates interested in serving on the Board for nomination at the Annual Meeting of Members. Prior to the Annual Meeting of Members, the Secretary of the Society shall cause to be sent to all members a list of persons who have been nominated to the Board, including both those nominations which resulted from the Nominating Committee's efforts directly and those which were received from members of the Society in accordance with Paragraph 6.7 of these Bylaws. The Nominating Committee also shall recommend to the Board at the Board's Annual Meeting those persons who the Committee believes are best suited to serve as officers of the Society and as members of the Executive Committee during the ensuing year. The Secretary of the Society shall cause these recommendations to be disseminated to all members (for informational purposes only)

when the notice of the Annual Meeting of Members is given. In addition to the foregoing duties, the Nominating Committee shall be responsible for the orientation of new Trustees and shall fulfill such other duties as may be delegated by the Board from time to time.

(e) Budget and Finance Committee. The Board may appoint a Budget and Finance Committee which shall consist of three (3) or more members of the Board, one of whom shall be the Treasurer and who shall serve as Chairperson of the committee. The duties of the committee shall be:

(i) To monitor policies, practices and procedures to assure the fiscal integrity of the Society and to present comments on financial matters to the Executive Committee; and

(ii) To review the annual budget, to conduct audits, as necessary, and to present its findings and recommendations to the Board.

(f) Docent Council. The Docent Council shall consist of such persons (who need not be Board members) who have complied with the requirements for membership as set forth in the Bylaws of the Docent Council. The Chairperson shall be elected by the members of the Docent Council and shall be a member of the Board.

9.2 Special Committees. Special advisory committees to the Board may be appointed by the President without the approval of the Board.

9.3 Honorary Trustees. In order to take advantage of the knowledge and experience of outstanding persons who may be unable to serve on the Board, the Board may establish, from time to time, an Honorary Trusteeship, to serve at the discretion of the Board of Trustees.

Honorary Trustees may be invited to attend Board meetings, but shall not be entitled to vote at such meetings. Honorary Trustees shall have the privilege of the floor.

## 10. SELF-DEALING TRANSACTIONS

10.1 Trustees are encouraged to volunteer their goods and services for the benefit of the Society.

10.2 Trustees may be paid by the Society for their out-of-pocket expenses incurred in connection with providing the Society goods and services.

10.3 No Trustee or business of which a Trustee is a principal may provide goods or services to the Society at a profit.

11. INDEMNIFICATION

11.1 Definitions. For the purposes of this Section 11, "agent" means any person who is or was a Board member, officer, employee or other agent of the Society, or is or was serving at the request of the Society as a Trustee, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Society or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Paragraphs 11.4 or 11.5(b) of this Section 11.

11.2 Indemnification in Actions by Third Parties. The Society shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for

any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Society, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Society and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Society or that the person had reasonable cause to believe that the person's conduct was unlawful.

11.3 Indemnification in Actions by or in the Right of the Society. The Society shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Society, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its

favor by reason of the fact that such person is or was an agent of the Society, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interest of the Society, and with such care, including reasonable injury, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Paragraph 11.3:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Society in the performance of such person's duty to the Society, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

11.4 Indemnification Against Expenses. To the extent that an agent of the Society has been successful on the merits in defense of any proceeding referred to in Paragraph 11.2 or 11.3 of this Section 11 or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

11.5 Required Determinations. Except as provided in Paragraph 11.4 of this Section 11 any indemnification under this Section 11 shall be made by the Society only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Paragraphs 11.2 or 11.3 of this Section 11, by:

(a) A majority vote of a quorum consisting of Trustees who are not parties to such proceeding; or



(b) The court in which such proceeding is or was pending upon application made by the Society or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

11.6 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Society prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section 11.

11.7 Other Indemnification. No provision made by the corporation to indemnify Board members or officers for the defense or any proceeding, whether contained in the Articles, Bylaws, a resolution of members or the Board, an agreement, or otherwise, shall be valid unless consistent with this Section 11. Nothing contained in this Section 11 shall affect any right to indemnification to which persons other than such Trustees and officers may be entitled by contract or otherwise.

11.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Section 11, except as provided in Paragraphs 11.4 or 11.5(b), in any circumstances where it appears:

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

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

11.9 Insurance. The Society shall have power to purchase and maintain insurance on behalf of any agent of the Society against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Section 11, provided, however, that the Society shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

12. AMENDMENTS TO BYLAWS

New bylaws may be adopted, or these bylaws may be amended or repealed, by the Board of Trustees or by the members as provided by these bylaws at the properly called regular or special meeting.

No amendment on the following matters may be adopted except by the affirmative vote of a majority of the members of the Society:

(a) An amendment changing the authorized number of Trustees of the Society, or fixing a single, authorized number of Trustees.

(b) An amendment increasing the term of any Trustee.

(c) An amendment increasing the quorum of a meeting of members.

13. RULES OF ORDER

Robert's Rules of Order, Revised shall govern this Society in all cases in which they are applicable and not inconsistent with these bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly elected and presently serving Secretary of East Bay Zoological Society, a California nonprofit public benefit corporation, and that the above bylaws, consisting of twenty-eight (28) pages, including this page, are the bylaws of this corporation as adopted at a meeting of the Board of Trustees on \_\_\_\_\_, 1988 and by the members of such corporation on \_\_\_\_\_, 1988.

DATED: \_\_\_\_\_, 1988.

\_\_\_\_\_  
Secretary

*Joel M. Grassi*  
CITY ATTORNEY

INTRODUCED BY COUNCILMEMBER \_\_\_\_\_

ORDINANCE No. 11683 C. M. S.

ORDINANCE APPROVING A TEN (10) YEAR LEASE AGREEMENT BETWEEN THE CITY OF OAKLAND AND THE EAST BAY ZOOLOGICAL SOCIETY, INC., FOR THE MANAGEMENT, OPERATION AND IMPROVEMENT OF THE KNOWLAND PARK/OAKLAND ZOO

WHEREAS, the City of Oakland, a municipal corporation (hereinafter called "City"), and the East Bay Zoological Society, Inc., a California non-profit public interest corporation (hereinafter called "Society"), seek to enter into an agreement for the purpose of maintaining, operating, improving and rehabilitating Knowland Park/Oakland Zoo for the use and benefit of the public, the real property owned by the City commonly referred to as Knowland Park/Oakland Zoo, which includes the Park, Zoo and Snow Building, as well as all other structures thereon, at 9777 Golf Links Road, Oakland, California, all of which real property and improvements are hereinafter collectively referred to as "Zoo and Park"; and

WHEREAS, the City desires to promote and aid in said property's maintenance and improvement as an educational and entertainment area consisting of, but not limited to, zoological and botanical gardens; and

WHEREAS, the Society desires to maintain, operate and rehabilitate said real property consistent with the City's desire; and

WHEREAS, the "Zoo and Park" is a unique and important asset for the education, enjoyment and recreation of the City's children, residents and visitors; and

WHEREAS, on June 22, 1982, the City Council approved Ordinance No. 10229 C.M.S. which authorized a ten (10) year management agreement between the City and East Bay Zoological Society, Inc. which expired on August 1, 1992; and

WHEREAS, the City and Society have negotiated a new lease agreement with a term of ten (10) years commencing upon execution hereof, and may be extended by the City and the Society an additional five (5) years; and

WHEREAS, the City will provide an annual subsidy to the Society in the amount of two hundred twelve thousand five hundred fourteen dollars (\$212,514) which includes all costs and expenses of two (2) City employees including wages, withholding taxes and benefits; and

WHEREAS, the Society is responsible for: (1) payment of all utilities; (2) facility and grounds maintenance; (3) facility and grounds rental; (4) improvements to animal exhibits; (5) sub-concessionaire agreements; (6) fiscal management and operations; and (7) procuring, carrying and maintaining comprehensive General Liability Insurance with a limit not less than four million dollars (\$4,000,000); and (8) Property and Workers Compensation Insurance; and

WHEREAS, all requirements related to the provision of an annual budget, quarterly reports, and annual financial audits by the Society shall remain the same as in the original agreement; now, therefore,

THE COUNCIL OF THE CITY OF OAKLAND DOES ORDAIN AS FOLLOWS:

SECTION 1. The City Council finds and determines the foregoing to be true and correct and that it is in the best interest of the public to enter into a new agreement with the East Bay Zoological Society, Inc., to maintain, operate, improve and rehabilitate Knowland Park/Oakland Zoo, as well as other structures thereon for the benefit of the public; and be it

SECTION 2. The City Manager is hereby authorized to execute on behalf of the City of Oakland an agreement with the East Bay Zoological Society.

I certify that the foregoing is a full, true and correct copy of a Resolution passed by the City Council of the City of Oakland, California,

on \_\_\_\_\_  
GEDA FLOYD  
City Clerk and Clerk of the Council  
Per \_\_\_\_\_ Deputy

**CITY OF OAKLAND**  
**Interoffice Letter**

To: City Manager Attention: Craig G. Kocian Date: January 4, 1994

From: Office of Parks and Recreation

Subject: ORDINANCE APPROVING A TEN (10) YEAR LEASE AGREEMENT BETWEEN THE CITY OF OAKLAND AND THE EAST BAY ZOOLOGICAL SOCIETY, INC., FOR MANAGEMENT RIGHTS OF THE KNOWLAND PARK/OAKLAND ZOO

**BACKGROUND**

On August 1, 1982, the City of Oakland and the East Bay Zoological Society, Inc., entered into an agreement for the purpose of operating, rehabilitating and improving Knowland Park/Oakland Zoo for the use and benefit of the public. The real property owned by the City is commonly referred to as Knowland Park/Oakland Zoo, which includes the Park, Zoo and Snow Building, as well as all other structures thereon, located at 9777 Golf Links Road in Oakland.

The original ten (10) year agreement expired on August 1, 1992. Since that agreement was signed, several sections have become obsolete. For that reason, a new ten (10) year agreement was negotiated.

**DISCUSSION**

1. The term of the Agreement shall be for ten (10) years and may be extended by the City and Society an additional five (5) years.
2. The City will annually subsidize the Society a total of two hundred twelve thousand, five hundred and fourteen dollars (\$212,514) dollars which includes all costs and expenses of employing two (2) Zookeepers including wages, withholding taxes and benefits.
3. The Society is responsible for payment of all utilities, facility and grounds maintenance, facility and grounds rental, improvements to animal exhibits, subconsessionaire agreements, and fiscal management and operations of the Park and Zoo.
4. The Society is responsible for providing the City with an annual budget, quarterly reports and annual financial audits.

**FISCAL IMPACT**

The City provides an annual subsidy to the East Bay Zoological Society, Inc. from the General Fund in the amount of two hundred

twelve thousand, five hundred and fourteen dollars (\$212,514). The subsidy includes one hundred thirty-two thousand, four hundred and fourteen dollars (\$132,414) and all personnel costs and expenses (e.g., wages, withholding taxes, insurance and benefits) of employing two (2) City Zookeepers which totals eighty thousand and one hundred dollars (\$80,100). Staff recommends continuation of this financial commitment.

**REVIEW/APPROVALS**

The Parks and Recreation Advisory Commission, at its regular meeting of February 10, 1993, recommended the approval of the ordinance.

**RECOMMENDATION**

That the City Council Committee on Cultural Services approve an ordinance approving a ten (10) year lease agreement between the City of Oakland and the East Bay Zoological Society, Inc., for management rights of the Knowland Park/Oakland Zoo.

  
CLEVE WILLIAMS  
Director

APPROVED FOR FORWARDING TO THE  
COUNCIL COMMITTEE ON CULTURAL SERVICES:

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Office of the City Manager

MP-B:ZOO-ORD.2



jmk

ORDINANCE APPROVING A TEN (10) YEAR  
LEASE AGREEMENT BETWEEN THE CITY OF  
OAKLAND AND THE EAST BAY ZOOLOGICAL  
SOCIETY, INC., FOR THE MANAGEMENT,  
OPERATION AND IMPROVEMENT OF THE  
KNOWLAND PARK/OAKLAND ZOO

N O T I C E   A N D   D I G E S T

This ordinance authorizes a new ten (10) year lease agreement between the City of Oakland and the East Bay Zoological Society, Inc. ("Society") for the management, operation and improvement of the Knowland Park/Oakland Zoo. The Society's previous ten year (10) agreement with the City expired. The City will subsidize annually the Society in a total amount of two hundred twelve thousand five hundred and fourteen dollars (\$212,514).