

**BYLAWS OF SHARPSTEEN MUSEUM ASSOCIATION
Amended and Approved by the Board of Directors
July 13, 2022**

ARTICLE I – PRINCIPAL OFFICE

The name of this organization shall be the Sharpsteen Museum Association, a non-profit corporation, hereinafter referred to as the corporation.

The principal office for the transaction of the business of the corporation is fixed and located at 1317 Washington Street, Calistoga, Napa County, California. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another in this county.

ARTICLE II – PURPOSES

The purposes of the Sharpsteen Museum Association are defined in the Articles of Incorporation for the Calistoga Museum Auxiliary, notarized in the County of Napa, State of California on March 27, 1979 and amended on December 1, 1983.

ARTICLE III – MEMBERSHIP

Section 1 – Members

Any natural or corporate person interested in the aims and purposes of the Sharpsteen Museum Association may become a member of the

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corporation upon application and payment of one year's dues. The classifications of members are for the purpose of fixing dues only and shall not reflect voting rights of members which shall be specified hereafter.

CLASSIFICATION: Classifications shall be established by the Board of Directors and shall become part of the policies and procedures of the corporation.

Section 2 – Qualifications of voting members

Every member in good standing in the Corporation is entitled to one vote. In Family Memberships, two adults are entitled to one vote each, but children of the family are not entitled to vote unless they have individual memberships.

Section 3 – Membership dues

Annual dues shall be established by the Board of Directors and shall become part of the Standing Rules of the corporation. Annual dues payable upon application for membership may be prorated for applications received after the commencement of the corporation's fiscal year for new members only.

Annual dues are payable by June 1 in conjunction with the fiscal year, and shall become delinquent if unpaid by September 1. The fiscal year is June 1 to May 31.

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Reinstatement: Any person whose membership has been terminated for nonpayment of dues must resubmit membership application to the corporation for reinstatement. Such application shall be accompanied with dues owing for the current year.

Section 4 – Annual Meeting

The annual meeting will address all general membership business issues. Additionally, the installation of officers and directors of this corporation shall be held at the annual meeting. The annual meeting of the members of this corporation shall be held on the first Thursday of June at any time or place determined by a resolution of the Board of Directors. If for any reason this date is not possible, notification of the change must be delivered to the membership by phone, mail, e-mail or text at least five days before the meeting. No notice of any such annual meeting need be given if it is held on the first Thursday in June.

Section 5 – Regular Membership Meetings

Regular meetings of the membership with the Board of Directors will be held on the second Wednesday of each month. If, for any reason, this date or location is not possible, notification of the change must be delivered to the membership by phone, mail, e-mail or text at least five days before the meeting.

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Section 6 – Special Meetings

Special meetings of the members of the corporation, for any purpose, may be called at any time by the president of the corporation, by any 7 directors of the corporation, or by any 15 members of the corporation. Notification of the time and place of special meetings of the members shall be given in the same manner as for annual meetings of the members.

Action at Special Meetings: The transactions of any special meeting of the Board and members of this corporation, after proper notice, shall be as valid as though consummated at a meeting and if a quorum is present.

Quorum:

A quorum for any special meeting of the members shall be 25 voting members and 6 board members.

Section 7 – Liabilities of Members

No person who has been, is now, or later becomes a member of this corporation, shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Number of Directors

The Board of Directors shall consist of 10 members elected by the membership. As needed, this number may be increased by the Board of Directors.

Section 2 – Quorum

Six members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 3 – Powers of Directors

Subject to limitation of the Articles of Incorporation, other sections of the bylaws, and of California law, all powers of the corporation shall be exercised by and under the authority of and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- a. To select, remove and fix compensation, if any, for all the officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the bylaws.
- b. To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the bylaws.

Section 4 – Qualifications of Directors

Any member of the corporation in good standing, may serve as a director. Any director whose membership in the corporation is terminated for any reason shall thereupon cease to serve as a director and a vacancy in the Board of Directors shall thereby be created.

Section 5 – Election and term of office

- a. The Nominating Committee shall be made up of five members to serve for one year. The 1st Vice-President shall chair the Nominating Committee, which shall be made up of two members of the Board of Directors and two members from the general membership. The chair of the Nominating Committee shall present a slate of candidates at the March meeting of the Board of Directors. Nominations will be accepted from the membership provided that the nominee gives his/her consent in writing. Nominations will be for the ten members of the Board of Directors: President, First Vice-President, Second Vice-President, Recording Secretary, Treasurer, Collections Chair, Docent Chair, Education Chair, Ways and Means Chair and Media & Marketing Chair.**
- b. Election of Officers: A ballot, including descriptions of the duties of the officers and directors, will be prepared by the chair of the nominating committee, mailed to all members by April 15, and returned to the Museum no later than the third week of May. Ballots will be counted by the President and the chair of the Nominating Committee. Election shall be by**

simple majority of those ballots cast. The formal installation of the officers and directors and the assumption of their duties will take place at the annual meeting in June.

- c. Term of Office: Term of each director of this corporation shall be for one year. A director may succeed himself or herself in office.**

Section 6 – Vacancies

A vacancy in an elected office, other than that of the President, shall be filled by a member appointed by the Board of Directors. Should the office of the President become vacant, the first Vice-President shall automatically become President.

Section 7 – Meetings:

- a. Regular Meetings**

The regular meeting of the Board of Directors shall be held at the corporation office on the second Wednesday of each month at 10a.m. Any change to this schedule must be announced to the Board of Directors at least 24 hours in advance.

- b. Special Meetings**

Special Meetings of the Board of Directors shall be held at any place that has been designated by resolution of the Board or by written or telephone consent of all members of the Board. At least 24 hours prior to the time of change, each director must be contacted by telephone, e-mail or text.

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No member of the corporation shall be excluded from any regularly scheduled meeting of the Board of Directors.

Section 8 – Action without a meeting

Any action taken by the Board of Directors may be taken without a meeting if a quorum of members of the Board, individually or collectively, consent to this action in writing or by telephone, e-mail or text. Polls by telephone shall be signed by board members at the next meeting. Such consent or consents shall be filed with the minutes of the proceedings of the board.

Section 9 – Removal

A director may be removed from office for cause by the vote of a majority of the directors.

Section 10 – Compensation

The directors shall serve without compensation but may be reimbursed for expenses incurred in the performance of their duties.

ARTICLE V – DUTIES OF THE BOARD OF DIRECTORS

Section 1 – Personnel

The Board of this corporation shall be President, Vice-President, Second Vice-President, Recording Secretary, Treasurer, Collections Chair, Docent Chair, Education Chair, Ways and Means Chair and Media Chair.

Section 2 – Vacancies

See Article IV – Section 6

Section 3 – President

Subject to the control of the Board of Directors, the president shall have general supervision, direction and control of the business and affairs of the corporation. The president shall preside at all meetings of the directors and all meetings of the membership. The president will be an ex-officio member of all committees, excepting the nominating committee. The president shall chair the executive committee.

Section 4 – First Vice-President

The first vice-president shall perform the duties of the president in the absence or disability of the president. The first vice-president shall chair the nominating committee. He/she shall also be the Building Supervisor of both the Museum and Museum house.

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Section 5 – Second Vice-President

The second vice-president shall be chairman of the corporation’s membership committee. Duties include the recruitment of new members, maintenance of membership files and the publication and distribution of the museum directory.

Section 6 – Recording Secretary

It shall be the duty of the recording secretary to keep a record of the meetings of the Board of Directors, and of the membership, to have custody of all books and records of the corporation and all notices required by law or the corporation’s bylaws, and to prepare and present the minutes of monthly Board of Directors meetings, special meetings and general membership meetings. It shall also be the duty of the Recording Secretary to serve all notices required by law or by the corporation’s bylaws.

Section 7 – Treasurer

The treasurer shall chair the budget committee and present an annual budget to the board for approval at the May board meeting. The treasurer shall ensure that all funds of the corporation are managed in a fiscally responsible manner and in accordance with professional ethical business practices. The treasurer shall disperse the funds of the corporation, taking proper vouchers for such disbursements, and shall prepare and present at the regular meetings of the board, or

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whenever the board requests it, an account of all transactions as well as a full statement of the corporation's financial affairs at the close of the fiscal year. The Treasurer may call on a Sharpsteen Museum Association member to assist him/her in carrying out the duties of the office, with permission from the Board of Directors, should he/she be unavailable or unable to perform said duties.

Section 8 – Docent Chair

Duties of the docent chair shall include, but not be limited to, recruitment and staffing the museum docents, and chairing an annual Docent meeting in March of each year. The docent chair shall also oversee docent training and docent training materials.

Section 9 – Education Chair

The education chair shall oversee all programming for adults and children including tours of the museum.

Section 10 – Ways and Means Chair

It shall be the duty of the ways and means chair to coordinate and implement all fundraising activities.

Section 11 – Collections Chair

The collections chair shall oversee the management of the collection, the exhibits and the temporary exhibits in accordance with the collections management policy.

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Section 12 – Media and Marketing Chair

The Media Chair shall coordinate and implement all marketing activities designed to broaden public awareness and increased support for the museum as a vital historical resource in the Napa Valley Community.

ARTICLE VI – STAFF EMPLOYEES

Section 1 – Staff Employees

The executive director, if any, will be subject to the direction of the board of directors. An executive committee, appointed by the board of directors, will act as the personnel administration.

ARTICLE VII – COMMITTEES

Section 1 – Standing Committees

There shall be such committees as are necessary to conduct the affairs of the corporation. Chairs shall be nominated by the nominating committee and confirmed by the board. Each chair shall appoint such committee members as needed. Standing committees shall be listed in the current policies and procedures.

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Section 2 – Special Committees

Special committees as are necessary to support the programs of the corporation shall be created with the approval of the board. The President, with board approval, shall appoint these chairmen, who shall serve for the length of the special ongoing committee work. These special committees shall coordinate with appropriate standing committees. At the conclusion of their work, they shall report in writing to the Board of Directors.

ARTICLE VIII – SHARPSTEEN MUSEUM FOUNDATION

The Sharpsteen Museum Association Board shall designate two Museum Association directors as members to serve on the Sharpsteen Museum Foundation board.

ARTICLE IX – AMENDMENT OF BYLAWS

These bylaws may be amended or repealed and new bylaws adopted by the vote of a majority of a quorum present at any meeting of the membership. If amendment of the bylaws is proposed, written notice of the membership meeting at which the proposal will be considered must be given to each member in accordance with these bylaws. These bylaws shall be reviewed every two years.

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President, Sharpsteen Museum Association

Date