

(Current Proposal:) ARTICLE IV. DIRECTORS

Section 4.01. The corporation shall have nine (9) elected directors and may have six additional directors selected by the Board of Directors known as community directors; and collectively they shall be known as the Board of Directors.-

Section 4.02. The words “Directors” and “Board” as used in the Articles of Incorporation, the bylaws, or the written rules, regulation and policies of this corporation, in relation to any power or duty requiring collective action, mean “Board of Directors.”

Section 4.03. Subject to any limitation contained in the Articles of Incorporation, the directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided by law.

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Section 4.04.

(a) Any natural person eighteen (18) years of age or older who is and has been a Regular or Life Member of the corporation in good standing for one year preceding the date of the election or appointment shall be eligible for election or appointment as director. A director shall be a member in good standing during their term.

(b) No person shall seek election or appointment as a director, or serve as a director, if another person from the same family is serving as a director or is seeking to serve as a director through election or appointment. For purposes of this section, the term "family" shall include spouses, children, siblings, persons sharing a household or involved in a domestic union.

Section 4.05. Each Elected Director shall serve a three-year term, with the terms of the respective directors to be staggered so that three directors are to be elected each year. The terms shall commence at the annual meeting at which the results of the election of directors is announced, and shall run until the annual meeting in the third following year, unless otherwise terminated by law or in accordance with the bylaws of the corporation.

Section 4.06. Application, Review and Election.

(a) Nominations for the election of Elected Directors shall be submitted by voting members of the corporation by mail or overnight courier addressed to the Corporate Secretary at the office of the corporation, personally delivered to the Secretary, or deposited in the corporate mail box of the Corporate Secretary, to be received no earlier than November 1st nor later than November 15th of each such year. The Corporate Secretary will notify the nominees no later than November 17th of each such year to accept or reject their nomination. The nominee will accept their nomination by submitting an application. An absent application will be noted as a rejection of their nomination.

(b) A Applicant seeking to be placed on the ballot to serve as an elected director shall complete an Application adopted by the Board of Directors and shall be delivered by mail or overnight courier addressed to the Corporate Secretary at the office of the corporation by mail or overnight courier addressed to the Corporate Secretary at the office of the corporation or personally delivered to the Secretary or deposited in the corporate mail box of the Corporate Secretary, to be received no earlier than November 16th nor later than November 30th of each such year.

(c) No earlier than December 1st nor later than December 15th, the Credentials Committee consisting of no less than three elected directors or past officers and elected directors shall meet and review the Applications. Each Applicant shall be reviewed to assure they met the prerequisites of Section 4.04 and that they meet the following requirements:

1. The Applicant has not been convicted of a felony within the last seven (7) years;

2. The Applicant has not been involved in any act or omission that has been the subject of discussion in the media and may discredit the corporation if selected as a director.

3. The Applicant has not been found to have engaged in any inappropriate conduct toward museum personnel, including harassment or bullying.

4. The Applicant does not have a conflict of interest if elected to serve as an elected director

The Credentials Committee shall advise the Corporate Secretary of their recommendations and each Applicant shall be notified of the determination of the Credentials Committee, no later than December 15th of each such year.

(d) If the Credentials Committee determines if an Applicant does not meet the requirements to serve as an elected director and the Applicant disagrees with such determination, the Applicant may request a hearing with the full Board of Directors. Such hearing may be virtual and shall be completed by December 31st of each such year. After a full and complete hearing allowing Applicant to present any and all evidence in its favor, the Applicant shall be denied a position on the ballot only if two-thirds of the number of directors then sitting or appointed votes to remove the Applicant from the ballot.

(e) The Secretary of the Corporation shall be responsible for the preparation, mailing, and receipt of the ballots. The Secretary of the corporation shall be responsible for the mailing of the ballots on or before the 31st day of January to paid-up members of record in good standing as of the 31st of December. Ballots must be returned to the secretary of the corporation so as to be received by the Secretary at the principal office of the corporation not later than 10:00am on the day of the annual meeting.

(f) Elections shall be by secret written ballot. Each ballot shall only contain the full name of each nominee and the name of (1) the city, township or other place and (2) the state or province wherein each nominee resides, as it appears on the membership books of the corporation, together with the designation "Inc.", if the nominee is an incumbent, together with voting instructions. Ballot position of nominee shall be determined by lot.

(g) The Secretary of the corporation along with two members of the corporation selected by the Board of Directors shall be responsible for preparing a qualification statement for each candidate. Each nominee may, at the nominee's option, provide to the Secretary not later than December 31st information for such statement or the statement, these statements may be separate from the ballot but mailed with the ballot to each eligible voter. These statements shall include membership number, date of becoming a member, previous offices, activities participated in on behalf of the corporation, and elected or appointed positions held in the corporation.

(h) Each candidate shall be authorized to insert a one-page (printed on both sides) personal flyer with the ballot mailing. Such flyer shall only pertain to the candidate's service and qualifications. Flyers containing opposition material relating to other candidates shall not be permitted. Endorsements and names of Members endorsing candidates shall be allowed on or with said flyer. The text of all flyers shall be submitted to the Corporate Secretary not later than December 31st. The flyers will be reviewed by the Credentials Committee

The Credentials Committee shall review and approve the text or return it for revision and subsequent approval. The Credentials Committee will prepare a qualification statement for each candidate to be included with the ballot. Candidates may submit proposed statements for consideration and the proposed language shall not exceed one paragraph of not more than 100 words. Flyers shall not exceed one sheet of eight and one-half by eleven-inch paper; however, candidates or others may utilize both sides of said paper. The Corporate Secretary shall provide with the notification of nomination the number of ballots to be mailed; at least this quantity of flyers shall be provided to the Corporate Secretary not later than the Sunday preceding the assembly date as set by the Corporate Secretary for inclusion in the ballot mailing. The cost of printing and mailing the flyers shall not be paid for by the corporation. The cost to each candidate or members submitting a flyer for the mailing of said flyers shall be determined by totaling the postage for all election related material and dividing equally among all flyers the excess postage over that which would have been required to mail the ballot, corporate prepared qualification statement and any other corporate

provided material. Likewise, in the event a mailing service is used, the fees from any mailing service shall be similarly prorated. If the ballot mailing is assembled by a volunteer crew any submitter of a flyer or a designee shall be a part of the crew. The Corporate Secretary may require an advance deposit of the prorated share of the costs prior to the assembly of the ballot mailing.

(i) Aside from the flyer referenced above, candidates may not engage in any campaigning that involves print or digital posters or flyers, self-telemarketing calls, unsolicited emails or any other direct contact with members on a mass contact basis. A candidate may individually speak to members about their qualifications and goals for the corporation. Nothing individually speak to members about their qualifications and goals for the corporation. Nothing contained herein shall prevent members who are not candidates from discussing the election and qualification of the candidates. Candidates and members may not engage in any activity that includes publishing or communicating orally or in writing negative information about another candidate. If a member believes a candidate is violating the above guidelines the member will advise the Corporate Secretary of the alleged violation. The Corporate Secretary shall advise the Chair of the Board of Directors and a special meeting of the Board of Directors shall be called to address the allegations. The alleged perpetrator will also be advised of the special meeting of the Board of Directors and invited to attend the meeting to show why the candidate's name should not be stricken from the ballot. Members of the Board of Directors running for re-election shall recuse themselves from the meeting and refrain from attending the meeting. Of the directors remaining eligible to vote, if two thirds of the directors, after providing the candidate with the opportunity to present evidence and be heard, believe there has been a violation of the bylaws the candidate shall be removed from the ballot. If ballots have been sent out, the corporation shall issue new ballots in accordance with these bylaws. If the re-sending of the ballots, in the discretion of a majority of the Board of Directors eligible to vote on this issue, will make it impractical to get ballots returned by the Annual Meeting, the date for the counting of the ballots shall be re-set by a majority vote of the Board of Directors eligible to vote on this issue to a more appropriate date. The candidate removed from the ballot shall be ineligible to run in future elections for three years.

(j) The Board in its rules and regulations shall provide for the balloting procedure. This procedure shall provide for a secret mail ballot as described above. Notwithstanding anything to the contrary contained herein, the Board of Directors may retain the services of an independent contractor or entity to perform all of the mailing services required by this Section 4.06. The ballot shall be folded, inserted, sealed by the voting member in a special self-addressed envelope provided by the corporation. This envelope shall be preprinted with the notation "Attn: Corporate Secretary BALLOT ENCLOSED" and shall have a return address label affixed to it which shows the individual's member number, name and address as it appears in the membership database. The membership number and name shall be compared against the list of qualified voters prior to the counting of ballots by the Secretary or persons designated by the Secretary.

(k) The Board at its February meeting shall select five members of the corporation to serve as tellers to count the ballots. These tellers shall be neither Directors, candidates for the election of Director, nor relatives, by marriage or birth, of either Directors or candidates.

(l) All directorships to be filled at any election shall be voted for together, each voting member being permitted to vote for as many candidates as there are vacancies to be filled. The three candidates receiving the highest number of votes shall be elected to the full three-year terms to be filled at that election. If any unexpired portion(s) of Director(s) terms are to be filled at that election, then the candidate respectively receiving the fourth highest number of votes shall be

elected to fill the longest unexpired term of office, and so on until all vacant offices have been filled. Should more candidates than the number required to fill vacancies having the same term of office receive the same number of votes, the tie will be resolved by drawing from among those persons. Names will be drawn until the vacancies of equal term have been filled, then until vacancies of the next shorter term have been filled, and so on until the tie has been broken.

(m) Any vote cast for a person not eligible to hold office as a director or illegible or other ineffective shall be null and void; such void vote shall not have any effect on the validity of any other vote on the ballot. Any envelope containing more than one ballot shall be void and not counted.

(n) The tellers shall receive the ballots in the unopened envelope from the Secretary on the day of the annual meeting. The tellers shall open the envelopes, remove the still folded ballot and place it in a receptacle. The ballots shall not be unfolded until the time of counting. The tellers may begin their count of the ballots prior to the hour stated for the receipt of the ballots in Section 4.06(e) provided that they receive and include in their count any ballot submitted to the Secretary at the hour stated for the receipt of the ballots in Section 4.06(e). Each candidate may send a witness to be present at the ballot counting provided that they do not interfere with the tellers. The tellers shall report and certify the accuracy and proper procedure of the vote at the annual meeting of members of the corporation as provided for elsewhere in these by-laws.

(o) Upon completion of their report the tellers shall render custody of the ballots and tally sheets to the Secretary of the corporation. The Secretary will retain the envelopes, ballots and tally sheets for not less than three (3) years. During this retention they will be treated as part of the records of the annual meeting of members that they were reported at.

Section 4.07. Community Directors

(a) The appointment of Community Directors shall be at the sole discretion of the Board of Directors.

(b) Only Elected Directors shall participate in the nomination and selection process of appointing Community Directors.

(c) In order to be eligible for consideration as a Community Director, a person must have demonstrated an interest in the goals and mission statement of the corporation; and occupy a position of stature within the Community consistent with the high integrity standard of the corporation and its purposes. Candidates must be able to provide a substantial contribution to the corporation with regard to enhancing the development program or provide other needed support or expertise necessary for the successful operation of the corporation.

(d) In the event the Elected Directors desire to nominate a candidate, a person may be nominated by an Elected Director or a Nominating Committee may be formed for the purpose of considering nominations. The Nominating Committee shall consist of no less than three (3) and no more than five (5) Elected Directors named by the Chairman of the Board. The Nominating Committee shall select a chair and shall conduct a review process to determine if the candidate meets the criteria of these bylaws and the current needs of the corporation. The Nominating Committee may engage in performing background checks and assuring candidates meet the ethical and integrity requirements of serving the corporation. Upon completion of its review, the Nominating Committee may, at its sole and exclusive discretion, recommend to the Elected

Directors the offering of a Community Director position to the candidate under consideration. In order to be named a Community Director the candidate must be approved by a two-thirds vote of the Elected Directors attending a duly held meeting of the Board of Directors.

(e) The term of Community Directors shall be one (1) year from the date the candidate is confirmed by the Board of Directors in accordance with subparagraph d) above.

(f) Community Directors shall be subject to Section 4.11(a), Section 4.12(a) and Section 4.12(b) of these by-laws.

(g) Should a vacancy occur among the Community Directors the position shall be considered vacant and may only be filled in accordance with the provisions of this section.

(h) Community Directors need not be members of the corporation when appointed and confirmed; but, should they not be a member, they shall be provided with a complimentary Regular Membership in the corporation during their term in as Director.

Section 4.08. Meetings

(a) Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board of Directors. Virtual Meetings may be held at the discretion of the Chair.

(b) The Board of Directors shall hold an Organizational Meeting preceding the next Regular Meeting of the Board, following the Annual Meeting of Members. This meeting shall be open to such members or other persons as the Board deems appropriate.

(c) Regular Meetings of the Board shall be open to members, and at the discretion of the Board may be open to the public. Such meetings shall be held without call or notice on the third Saturday of each month, except the month of December, during which the Regular Meeting shall be held on the second Saturday of the month. **Unless otherwise noticed** Regular Meetings shall be held at the Principal Office of the corporation **at 4:00 PM.**

(d) Special Meetings of the Board may be called by the Chairman of the Board, the President, any Vice President, the Secretary, or by any two directors. Such meetings shall be held upon **four days' notice by first class mail or 48 hours' notice** delivered personally or by telephone, email or facsimile. Such notice shall be sent to the postal address, telephone number, email account address or facsimile number as on record with the corporation. The use of email or facsimile shall only be to those Directors who have consented previously to such communication; the corporation shall maintain a record of any such electronic notifications.

(e) The transaction of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held at the proper call and notice, provided a quorum as hereinafter defined, is present and provided that either before or after the meeting each of the directors not present signs a waiver of notice, a consent to holding of the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filled with the corporate records or made a part of the minutes of the meeting.

(f) A quorum shall consist of **five (5) directors.**

(g) Notwithstanding provisions of Section 4.07(b) all meetings of the board shall be open to individual members (or representatives of corporate members), Affiliates, and Associates, except that the board, in its discretion, and by a majority vote of directors present may (i) exclude any persons from the meeting for disorderly contact or conduct tending to disrupt the meeting, (ii) exclude all persons other than voting members of the corporation, (iii) exclude all persons except

those deemed necessary for the mater(s) being considered, or (iv) exclude all persons other than directors.

Section 4.09. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this corporation, or these bylaws require a greater number.

Section 4.10. Any action required or permitted to be taken by the Board of Directors under any provisions of the law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous voice of such directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the bylaws of the corporation authorize the directors so to act, and such statement shall be prima facie evidence of such authority.

Section 4.11. Removal.

(a) The board may declare vacant the office of any director who has: (i) been declared of unsound mind by a final order of court; or (ii) been convicted of a felony; or (iii) who has been found by a final order or judgment of any court to have breached any duty under Article 3, commencing with Section 5230, of the California Corporations Code.

(b) The Board may declare vacant the office of any director who is no longer a member in good standing of the corporation,

(c) Any or all directors may be removed without cause if, (i) so long as the corporation has fewer than 50 members, such removal is approved by a majority of all members; or (ii) where the corporation has 50 or more members, such removal is approved by an affirmative vote or written ballot of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative vote also constitutes a majority of the required quorum).

Section 4.12. Vacancies.

(a) Vacancies in the Board of Directors shall exist: (i) on the death, resignation or removal of any director; (ii) whenever the number of directors authorized is increased; or (iii) on failure of the members in any election to elect the full number of directors authorized.

(b) The Board of Directors shall declare vacant the office of a director if within sixty days after notice of his/her election he/she does not accept the office either in writing or by attending a meeting of the Board of Directors; or at the discretion of the Board of Directors the Board of Directors may declare vacant the office of a director who fails to attend four or more regular meetings of the Board of Directors during the preceding 12 month period.

(c) If a vacancy should occur in the office of director prior to the expiration of that term of office the directors then remaining in office may fill such vacancy by appointment. If such vacancy should occur prior to the first day nominations may be submitted the appointment term shall expire with the next election of directors. If such vacancy should occur after the first day nominations may be submitted but prior to the election of directors the appointment term shall expire with the second following election of directors, unless the term should end earlier. Should a balance remain in the term after the expiration of the appointment the members shall elect a director to serve the remainder of the term as specified in Section 4.06.

