

Requests for Action
Vallejo Naval and Historical Museum – Bylaws

Item 1

Amend Article II, to accurately define the location of the Vallejo Naval and Historical Museum office.

Rationale: The language regarding a change of location of the principal office is superfluous. The principal office has remained in the City of Vallejo.

Proposed amendment:

The principal office of this Corporation in the state of California shall be located in the City of Vallejo, County of Solano. ~~The Board of Directors (hereafter referred to as Directors) may from time to time change the location of the principal office from one location to another in this county.~~

Item 2

Amend Article VIII, Board of Directors, section 1, Number of Directors.

Rationale: This is to accurately reflect what has been done in practice due to circumstances.

Proposed amendment:

~~The Directors shall be fifteen (15) voting members and shall remain that number until such number is changed by amendment to these Bylaws. The Directors shall be elected from the membership as provided herein. From time to time, the Directors may appoint and remove such ex-officio non-voting members as the Directors deems appropriate.~~

The Directors shall be eleven (11) voting members and shall remain that number until such number is changed by amendment to these Bylaws. The Directors shall be elected from the membership as provided herein. From time to time, the Directors may appoint and remove such ex-officio non-voting members as the Directors deems appropriate.

Item 3

Amend Article VIII, Board of Directors, Section 11, Removal of officers

Rationale: Candidates for public office and those elected to office have many duties and events, which greatly impacts availability for Museum Director commitments. Moreover, bylaw IV refers to nonpartisan activities, and the Museum Board of Directors should reflect that value.

Proposed amendment:

a) A Director shall be removed from office in the event of:

1. Absence from three meetings of the Board of Directors in any twelve (12) month period;
2. Death;
3. Failure of the Director to renew his or her membership by paying annual dues within the time set forth by the Board of Directors.
4. *Declaring candidacy for public office.*
5. *Election to a public office.*

Item 4

Amend Article VIII, Section 14, Qualifications and Statement of Primary Duty

Rationale: It is sometimes necessary to recruit board members from outside of the membership. The second sentence change is pronoun clean-up.

Proposed amendment:

Each nominee for election as a Director shall be a member of the Museum when elected or appointed, *or shall become one prior to attending their first meeting.* Additionally, ~~she or he~~ *they* shall express a willingness to serve actively on the Board as well as on Committees to which assigned.

Item 5

Amend Article X, Standing Committees, Section 2. Chairperson and Membership

Rationale: This streamlines the committee selection procedure and clarifies each board director's commitment.

Proposed amendment:

~~Each committee shall have a Chairperson who is a current Board member, appointed by the President together with Board and general membership members, as specified. Chairman and Board Committee members shall be appointed by the President with the consent of each, it being understood that each Board member shall be expected to serve on at least two Standing Committees.~~

Each Committee shall have a Chairperson who is a current Board member, and each committee will elect its one Chair. It is understood that each Board member shall be expected to serve on at least two Standing Committees.

Item 6

Amend Article X, Standing Committees, Section 4. Procedures

Rationale: This bylaw change reflects what is already in practice.

Proposed amendment:

Committees may adopt their own rules of procedure (for quorum, voting, notices, etc.) but shall have no power of action except to make recommendations to the Board of Directors, and to take specific actions directed by the Board. Recommendations shall be in writing. The President or his designee shall be invited to all Committee meetings ~~and the Executive Director shall furnish staff assistance in the typing of Committee meeting agendas, minutes, and recommendations from drafts.~~ ***Committees are responsible for their own notes, agenda, and minutes.*** All actions by the Board of Directors shall be taken, except in clear emergency situations, only after Committee consideration, save and except that all members of the Committee present at a Board meeting may waive the requirement.

Item 7

Amend Article X, Standing Committees, Section 6. Specific Committees, Composition.

Rationale: The new language more accurately reflects the current scope of committee work.

Proposed amendment:

The Standing Committees, their composition and areas of responsibility shall be as hereafter set forth. Areas of responsibility where specific action is not specified are defined as the preparation of recommendations of policies and actions to the Board (not the actual administration or implementing of Board-approved policies or action unless specifically directed), and review of conformance. To expedite action, inter-committee communication is encouraged.

- ~~a) Personnel — To have the following responsibilities: See to the preparation and annual review of all staff and volunteer job descriptions and staff employment contracts; annual evaluation of the Executive Director's job performance; conduct search for Executive Director position when vacant; review Executive Director's job evaluations of other staff, advise the Executive Director, upon request, on personnel matters.~~
- ~~b) Long Range Planning — To have the following responsibilities: Report on desirable five-year objectives for the Museum for annual review, research and amendment of the existing long range report, and formulating recommendations of action needed currently or in the next year to move to the objectives; lead efforts to create/update strategic plan; review the bylaws annually.~~
- ~~c) Executive Committee — Five members (all officers and one Board member). To act in emergency situations when time does not permit regular Committee and/or Board action. All actions taken shall be reported at the next Board meeting.~~
- ~~d) Physical Plant Committee — Shall be responsible for all matters dealing with maintenance, utilization of space, improvements, and future needs of physical plant; recruit volunteer personnel for the mounting and dismantling of exhibits, and other building projects to be performed by volunteers.~~
- ~~e) Finance and Membership Committee — Shall be responsible for all budgetary and financial matters, investments, risk management, and membership records.~~
- ~~f) Fundraising & Public Relations — Shall be responsible for fundraising, publicity, public relations, and membership development.~~
- ~~g) Program Committee — Shall be responsible for all collections~~

(including accession, preservation, and deaccession), library, exhibits, educational programs, tours, social programs, and outside usage of the facility, and publicity for specific events.

a) **Executive Committee** – *Consists of the 4 elected officers (President, Vice President, Secretary and Treasurer) and one non-officer member and will have the following responsibilities: To act in emergency situations when time does not permit regular Committee and/or Board action. All actions taken shall be reported at the next Board Meeting. Prepare and deliver the annual evaluation of the Executive Director's job performance; conduct search for Executive Director position when vacant; review Executive Director's job evaluations of other staff; advise the Executive Director, upon request, on personnel matters.*

b) **Long Range Planning** – *To have the following responsibilities: Report on desirable five-year objectives for the Museum for annual review, research and amendment of the existing long-range report, and formulating recommendations of action needed currently or in the next year to move to the objectives; lead efforts to create/update strategic plan; review the bylaws annually.*

c) **Physical Plant Committee** – *Shall be responsible for all matters dealing with maintenance, utilization of space, improvements, and future needs of physical plant; recruit volunteer personnel for the mounting and dismantling of exhibits, and other building projects to be performed by volunteers.*

d) **Finance and Membership Committee** – *Shall be responsible for all budgetary and financial matters, investments, risk management, and membership records.*

e) **Fundraising & Public Relations** – *Shall be responsible for fundraising, publicity, public relations, and membership development.*

f) **Program Committee** – *Shall work with the Curator to establish exhibits, educational programs, tours, social programs, and outside usage of the facility, and publicity for specific events.*

Item 8.

Amend Article XIV, Parliamentary Authority, Section 1.

Rationale: Rosenberg's Rules of Order are straightforward and easy to follow. They are sufficient to run VNHM Board of Director meetings.

Proposed amendment:

The rules contained in the current edition of ~~Robert's Rules of Order Newly Revised~~ ***Rosenberg's Rules of Order: Revised 2011*** shall govern the proceedings of the Vallejo Naval and Historical Museum in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Vallejo Naval and Historical Museum may adopt.