

BYLAWS OF THE BIDWELL MANSION ASSOCIATION

Adopted by Vote of the Membership at Annual Meeting held 1/27/2013

ARTICLE I - STATEMENT OF PURPOSE

SECTION 1 - The purpose of the Bidwell Mansion Association is as set forth in the Articles of Incorporation, as amended, which includes the following:

- a. To foster public interest in and support of the Bidwell Mansion State Historic Park.
- b. To work toward completion of the restoration of the Bidwell Mansion.
- c. Acquisition of authentic furnishings, belongings and mementos of the Bidwells, or suitable and appropriate items of their period.
- d. Education and interpretation pertaining to John Bidwell, Annie E. K. Bidwell, and to the Bidwell Mansion.
- e. To operate financially productive enterprises for the benefit of the Bidwell Mansion.

SECTION 2 – The operations, use of property and assets of the Bidwell Mansion Association shall be limited to interpretive and other educational purposes, as related to General John Bidwell and Annie E. K. Bidwell, in the Northern Buttes District of the State Park System, and for restoration and improvements in the Bidwell Mansion.

ARTICLE II – MEMBERSHIP

SECTION 1 - Membership is open, regardless of race, creed or color, to any person interested in furthering the aims and purposes of the Association.

SECTION 2 - The Board of Directors shall establish classes of membership and fix uniform membership fees or charges for each class of membership.

ARTICLE III - MEETINGS OF THE ASSOCIATION

SECTION 1 – ANNUAL MEETING - The Annual meeting of the Association shall be held each January with the day, time and place set by the Board of Directors.

SECTION 2 - SPECIAL MEETINGS - Special meetings of the Association may be called at any time by the President, a majority of the Board of Directors, or upon written request signed by twenty-one (21) members of the Association. Notice of time, place and purpose of any special meeting shall be provided to all members of the Association at least seven days before such meeting.

SECTION 3 - QUORUM - Twenty-one (21) members shall constitute a quorum at any meeting of the Association.

SECTION 4 - FISCAL YEAR - The fiscal year of the Association shall be the calendar year, ending December 31.

ARTICLE IV - DIRECTORS AND OFFICERS

SECTION 1 - BOARD OF DIRECTORS

- a. The Board of Directors shall consist of eleven (11) members.
- b. Directors shall be elected at the Annual Meeting of the Association by a majority of the members voting at such annual meeting. They shall serve for three (3) consecutive years until their successors are elected. The term of office shall begin immediately after election. Vacancies on the Board of Directors shall be filled by appointment by the remaining directors. Any director so appointed shall hold office for the remainder of the current year.
- c. Terms shall be so arranged by the Board of Directors, to the extent practical, that the term of one third of the members of the Board shall end at each Annual Meeting of the Association.
- d. Any Director who misses, without prior notification to the Board, three (3) consecutive board meetings will be removed automatically from membership on the Board of Directors.

SECTION 2 – DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall formulate the policies of the Association and shall direct its activities. The Board shall conduct, manage and control the affairs and business of the Association and make rules consistent with the laws of the State of California for the guidance of the officers and management of the affairs of the Association.

SECTION 3 – OFFICERS – The officers of the Association shall be President, Vice President, Treasurer and Secretary. The offices of Treasurer and Secretary may be held by the same person. All officers shall be chosen by and from the Board of Directors. The Board may appoint an Assistant Treasurer and/or an Assistant

Secretary. The election of officers shall be held annually at the first meeting of the Board of Directors, following the Annual Meeting of the Association. If so requested by the Board of Directors, the Nominating Committee shall nominate the officers of the Association. The President and Vice President may serve only three consecutive one-year terms in office.

SECTION 4 – PRESIDENT – The President shall preside over all meetings of the Association and of the Directors. The President shall sign all contracts and other instruments of writing which shall have first been approved by the Board of Directors.

SECTION 5 - VICE-PRESIDENT – In case of absence of the President, or the President's inability to act, the Vice-President shall act as the President.

SECTION 6 – TREASURER – The Treasurer shall be the custodian of all funds of the Association and the Treasurer shall deposit the same in such banks or savings and loan associations as may be designated by the Board of Directors. The Treasurer shall keep an accurate record of all receipts and disbursements and shall make a report at each regular meeting of the Board of Directors of the Association and at the Annual Meeting of the Association. The Board of Directors may require the Treasurer to be bonded, which cost will be furnished from the Association funds. The Board of Directors shall make provisions at the end of each fiscal year for a review of the financial records of the Association and, when necessary, may call for an audit.

SECTION 7 - SECRETARY – The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and the meetings of the Association. The Secretary shall maintain the roster of members of the Association, which may be delegated to an appointed Membership Chairperson. The Secretary shall discharge such other duties as normally pertain to the office of a secretary, or which are prescribed by the Board of Directors.

SECTION 8 - COOPERATING ASSOCIATION LIAISON – The Cooperating Association Liaison (CAL) is the spokesperson for the California State Department of Parks and Recreation (Department) to the Association Board of Directors, who shall be the unit Ranger of the Bidwell Mansion State Historic Park, or whomever the District Superintendent designates. The CAL serves as an advisor on all Association activities and advises the Board on all Department matters, especially those that pertain to the education and interpretive purposes of the Bidwell Mansion State Historic Park. The CAL shall not hold a formal officer position and may have other such duties as may be appropriate with responsibilities in the Department. The CAL shall have no vote or other responsibility for Association business. The CAL is not a member of the Board, but shall be invited to meetings from time to time.

ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1 – REGULAR MEETINGS – The Board of Directors shall regularly meet in February, March, April, May, June, September, October and November at a date, time and place determined by the Board.

SECTION 2 – SPECIAL MEETINGS – Special Meetings of the Board may be called by the President, or by the written request of five (5) members of the Board presented to the President and to the Secretary. Notice of any special meeting shall be provided to each Board member at least three (3) days prior to such meeting.

SECTION 3 – QUORUM – The quorum for a meeting of the Board of Directors shall be a simple majority of the members of the Board.

ARTICLE VI - COMMITTEES

SECTION 1 – EXECUTIVE COMMITTEE – There shall be an Executive Committee composed of the President, Vice-President, Treasurer and Secretary. The Executive Committee shall act for the Board in routine business matters which may require decision between meetings of the Board. All action of the Executive Committee must be reported to the Board of Directors at the next meeting of the Board.

SECTION 2 – NOMINATING COMMITTEE – At the regular September meeting of the Board of Directors, the President shall appoint a Nominating Committee for the purpose of nominating persons for membership on the Board of Directors.

This Committee shall be composed of three members of the Association of which at least one shall not be a current member of the Board of Directors. An incumbent member of the Board of Directors shall be one of the three appointees and shall serve as chairperson. At the Annual Meeting of the Association, the Nominating Committee shall nominate individuals to serve as Directors, after first securing permission to do so from each nominee. If the Board of Directors shall so request, the Nomination Committee shall report to the Board by the regular November meeting of the Board of Directors as to possible nominees.

SECTION 3 – SPECIAL COMMITTEES – The President may appoint from the membership of the Association such committees as shall be deemed necessary for the proper conduct and administration of the affairs of the Association.

ARTICLE VII - FISCAL POLICIES AND PROCEDURES

SECTION 1 – PETTY CASH FUND – A petty cash fund may be established. The Cooperating Association Liaison (CAL) shall have custody of the petty cash fund. Reimbursement to the petty cash fund may be made at any time by request of the Cooperating Association Liaison upon interim approval of the Treasurer, and such

reimbursement must be supported by valid receipts covering all expenditures made from the petty cash fund. Purchases in excess of \$100.00 will require prior approval of the Board.

SECTION 2 – INVESTMENT OF FUNDS – Whenever the cash balances of the Association are deemed to be in excess of actual needs for the immediate future, the Board of Directors may authorize the investment of any surpluses for interest earning purposes in United States Government Bonds and/or in banks or savings and loan associations where deposits are guaranteed by an agency of the Federal Government. All deposits shall be made in the name of the Association.

SECTION 3 – DISBURSEMENT OF FUNDS – Funds of the Association shall be used to implement the Association's purposes as outlined in Article I, Section 1. Any withdrawal of funds of the Association shall require the signature or written approval of any two (2) of the following officers: President, Vice-President, Treasurer, or designated Director.

SECTION 4 – SPECIAL FUNDS – The Board of Directors may establish separate funds for special purposes, and shall prescribe restrictions as to the purpose and use of such funds.

SECTION 5 – FINANCIAL REVIEW – The Board of Directors shall make provisions at the end of each fiscal year for a review of the financial records of the Association and, when necessary, may call for an audit.

ARTICLE VIII - AMENDING OF BYLAWS

Amendments to these bylaws may be proposed at any meeting of the Board of Directors. To become effective, amendments must receive a majority vote of the Board of Directors (regardless of the number of Directors present), AND a majority vote of the BMA members present at the annual membership meeting or any special meeting of the Association duly noticed in accordance with Article 3, Section 2, which shall, to the extent practical, be held concurrently with a regularly scheduled meeting of the Board of Directors, pursuant to Article 5, Section 1.