

**Bylaws of the Napa County Arts and Culture Advisory Committee**

*Adopted June 19, 2012, Revised October 16, 2012, Revised October 22, 2013, Revised March 10, 2015, Revised May 13, 2017, Revised January 23, 2018, Revised August 14, 2018. Revised December 10, 2019.*

**ARTICLE I  
PURPOSE**

- A. Background.** On June 19, 2012, the Napa County Board of Supervisors (“Board of Supervisors”) adopted Resolution #2012-81 (the “Resolution”) forming the Napa County Arts and Culture Advisory Committee (“the Advisory Committee”). The Resolution provided for formation of the Advisory Committee for the purpose of conducting a capacity building grant program and making recommendations to the Director of Housing and Intergovernmental Affairs regarding grant awards to be made to non-profit art and cultural organizations in Napa County. Seventy-five percent (75%) of the Arts and Culture portion of the Special Projects Fund will be utilized to fund these grants. On March 3, 2015, the Board of Supervisors voted to assign an additional responsibility to the Advisory Committee to conduct a Request for Proposals (“RFP”), application and screening process and make funding recommendations for awarding grants to Napa County arts and culture organizations. On January 23, 2018, the Board voted to replace the previous grant categories with two main categories: Main Category 1 – Tourism Generating Arts and Culture Organizations, and; Main Category 2 – General Arts and Culture Organizations. The Board required that at least half of all arts grant awards in a fiscal year be directed to funding tourism-generating organizations applying in Main Category 1.
  
- B. Purpose.** The purpose of the Advisory Committee is to conduct and oversee a grant program and make recommendations to the Board of Supervisors regarding grant awards to be made to non-profit art and cultural organizations in Napa County. The Advisory Committee shall develop: grant eligibility criteria, an application process, application forms, and appropriately advertise and call for grant proposals, hold grant training workshops as needed, develop scoring criteria and guidelines for evaluating grant applications and make recommendations to the Board of Supervisors regarding grant awards to non-profit art and cultural organizations in Napa County on an annual or as needed basis.

## ARTICLE II COMPOSITION

**A. Committee Members.** The committee shall be composed of a total of eight (8) members, including seven (7) voting members and one (1) non-voting member representing Arts Council Napa Valley (ACNV), serving in an advisory capacity to the Advisory Committee. The members represent the following areas of the arts and culture industry:

- Youth Arts – One (1) representative
- Presentation/Performing Arts – One (1) representative
- Creation of Arts and Culture Opportunities – One (1) representative
- Education of Arts and Culture – One (1) representative
- County At-large – Three (3) representatives from the arts community to represent three (3) of the five (5) supervisorial districts of the County not represented in the first four categories at the time of recruitment.
- Arts Council Napa Valley – One (1) non-voting representative

Committee Members are appointed by the Napa County Board of Supervisors, and may be removed from the Advisory Committee at any time by the Napa County Board of Supervisors. Whenever practicable, the Committee shall review applications in the event there are vacancies on the Committee, and shall make recommendations to the Board of Supervisors for the Board’s consideration in making appointments.

**B. Qualifications and Experience.** Whenever possible, as the applicant pool permits, the Committee shall select Committee members to represent all five (5) supervisorial Districts of Napa County. Candidates shall be selected using the best combination of the following qualifications, skills and experience to maintain diverse set skills and experience:

- Nonprofit Board or Administration experience
- Arts Administration or Program Experience

The following set of skills, experience or factors shall be considered when the above skills and experience are met by the candidates:

- Geographical Diversity
- Visual Arts
- Performing Arts

- Media Arts
- Literary Arts
- Heritage, History and/or Culture
- Large Nonprofit (\$1 million or above)
- Small Nonprofit (under \$1 million)
- Grant Making
- Volunteer Organization
- Financial Management
- Cultural Diversity
- Generational Diversity

- C. **Terms of Office.** Advisory Committee members shall serve three (3) year terms. One of the County At-Large positions shall be designated for a one-year term. A term shall begin on the first (1st) day of October and shall expire at the end of the thirtieth (30<sup>th</sup>) day of September of the appropriate last year of the term. Reappointment shall be allowed for all positions. Members serving on a one-year position shall be eligible for re-appointment on a three-year term when available. Notwithstanding the above provisions, the terms of office and continuation of the committee will be evaluated each time that reauthorization of the Special Projects fund occurs.
- D. **Resignation, Vacancies and Attendance.** A committee member may resign at any time by giving written notice to the remaining members of the committee. The notice shall be effective upon the date of receipt, or at a later date indicated in the notice. A committee member shall immediately cease to be a committee member in the event they no longer meet the qualification requirements in the bylaws. Vacancies shall also occur in case of the death, incapacity, or incarceration of a committee member. Vacancies on the committee shall be filled in accordance with the provisions of paragraph II A. of these bylaws. All members are requested to contact the Secretary prior to a meeting if they are unable to attend. After one missed meeting, the member will be called by the Chair. Any member who is absent without excuse for two (2) committee meetings within one year shall be subject to removal by the Board of Supervisors.
- E. **Officers.** The officers of the Advisory Committee shall be the Chair and Vice-Chair, chosen as follows:
1. **Time of Election.** At the first organizational meeting and thereafter annually in October of each year, the voting members of the Advisory

Committee shall elect the Chair and Vice-Chair from among their members. The Secretary shall be an employee of the County of Napa designated from time to time by the Director of Housing & Homeless Services to perform the functions of Secretary described in these Bylaws.

2. **Term.** The Chair and Vice-Chair nominated and elected at the initial meeting of the Advisory Committee shall begin their terms of office immediately upon election. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by a voting member elected by the voting members to serve the remainder of the term.
3. **Duties of the Chair and Vice Chair.** The Chair or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the Advisory Committee and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a vote of four members and perform such other duties as are required by these Bylaws, and the resolution(s) of the Napa County Board of Supervisors creating and/or modifying the composition and charge of the Advisory Committee. The Chair shall have all the rights and duties enjoyed by any other member of the Advisory Committee, including the right to make and second motions.

F. **Compensation and Budget.** The members of the Advisory Committee shall serve without compensation and shall not be reimbursed for actual expenses incurred.

### ARTICLE III MEETINGS

A. **Date of Regular Advisory Committee Meetings.** Regular meetings of the Advisory Committee shall be held on the fourth Monday of January, April and October each year as shown on the calendar, which the Advisory Committee shall adopt at the first meeting of the Advisory Council of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the Advisory Committee may be canceled by majority vote of the Advisory Committee or, for lack of business or a quorum, by the Chair or Secretary.

- B. Time of Regular Advisory Committee Meetings.** Regular meetings of the Advisory Committee shall commence at 9:00 a.m. and continue until all agenda business is concluded, unless adjourned earlier on motion of the Advisory Committee for any reason or by the Chair or Secretary for lack of a quorum or unavailability of a meeting location due to an emergency.
- C. Location of Regular Advisory Committee Meetings.** Unless otherwise stated on the posted meeting agenda, regular meetings of the Advisory Committee shall be held at the County Administration Building in the Board of Supervisors Chambers, 1195 Third Street, Suite 305, Napa, California 94559.
- D. Special Advisory Council Meetings.** Special meetings of the Advisory Committee shall only be called in conformance with the provisions of the Brown Act, including 24-hour notice of the meeting posted at the regular meeting location, and in those local newspapers that have requested to be informed of Advisory Committee meetings. Due to the necessary involvement of County staff and costs associated with Brown Act compliance and the desire to keep staff costs to a minimum, Special Meetings shall only be called upon a determination by the Director of Housing & Intergovernmental Affairs that there is need to hold a special meeting for the Advisory Committee to fulfill its purpose and perform its duties and functions.
- E. Agendas.** The Secretary shall prepare, post, and otherwise give notice of the agenda for each meeting of the Advisory Committee in accordance with the requirements of the Brown Act. No matter may be considered or acted upon unless it is included on the posted agenda or a supplemental agenda. If not so included, questions or comments regarding the item shall be limited to the scope permitted for "public comment" under the Brown Act. Supplemental agendas will be prepared and considered by the Advisory Committee only under the following conditions:
- 1. Emergencies.** Upon a determination by the Advisory Committee that an emergency situation exists, as defined in Section 54956.6 of the Government Code.
  - 2. Need Arising After Posting.** Upon a determination by a two-thirds (6) vote of the Advisory Committee members present or, if less than two-thirds of the members are present, a unanimous vote of the Advisory

Committee members present, that there is a need to take immediate action and the need to take action came to the attention of the Advisory Committee or the staff to the Advisory Committee, subsequent to the regular agenda being posted.

3. **Recently Continued Item.** The item was properly posted for a prior meeting of the Advisory Committee occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

#### **ARTICLE IV. CONDUCT OF MEETINGS**

- A. **Order of Business.** The regular order of business of the Advisory Committee shall be:
  1. Call to order and roll call.
  2. Public comment on items not on the Agenda.
  3. Approval of the minutes of the previous meeting.
  4. County update on Advisory Committee issues.
  5. Consideration and action on Agenda items.
  6. Committee member reports/comments.
  7. Future Agenda items.
  8. Adjournment.
  
- B. **Parliamentary Procedure.** Unless otherwise provided by these Bylaws or required by law, all proceedings before the Advisory Committee shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in "Sturgis Standard Code of Parliamentary Procedure, 4<sup>th</sup> Edition" or the most current published and available edition of such work.
  
- C. **Recording of Meetings.** Any meeting of the Advisory Committee, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the Advisory Committee determines that such recording could constitute a disruption of the proceedings.

- D. Presentations to the Advisory Committee.** Any person desiring to address the Advisory Committee shall be requested, when recognized by the Chair, to give his or her name and address to facilitate preparation of the minutes, although no persons shall be denied recognition or denied the opportunity to speak solely because they decline to state their names and addresses. The Chair may, in the interest of facilitating the business of the Advisory Committee, set in advance of the presentation of public input, reasonable time limits for oral presentation. Persons may be required to submit written testimony in lieu of oral testimony if the Chair determines that a reasonable opportunity for oral presentations has been provided, and in such case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.
- E. Recordation of Advisory Committee Actions.** All official actions or decisions by the Advisory Committee shall be entered in the minute book of the Advisory Committee kept by the Secretary. The vote or votes of Advisory Committee members on every question shall be recorded.

## ARTICLE V. VOTING AND QUORUM

- A. Roll Call Vote.** A roll call vote may be required for voting upon any motion of the Advisory Committee, at the discretion of the Chair.
- B. Inaudible Votes.** Any member present who does not vote in an audible voice shall be recorded as voting "aye." Members may abstain from voting if the member has recused himself or herself from participating due to a conflict of interest under Government Code Section 87100, in which case the member shall not be present in the meeting room during the discussion and action on the item.
- C. Quorum.** A quorum for the transaction of business shall only exist as long as a majority of the Advisory Committee's voting members are present. For purposes of this Bylaw, "majority of the members" means a majority (4) of the authorized voting positions, whether or not all of the voting positions have been filled by the Board of Supervisors.
- D. Number of Votes Required for Action.** No action or recommendation of the Advisory Committee shall be valid and binding unless a quorum is present and the action is approved by a majority vote of the Advisory Committee members

actually present at the meeting. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as a denial of the motion.

**E. Voting Affected by Conflict of Interest.** As a general rule, no member shall participate in any discussion or voting if to do so would constitute a conflict of interest. The following conditions shall be considered as conflicts of interest:

1. If a member of the Advisory Committee is also a current member of an organization that is applying for a grant, the member shall not vote on and shall not participate in any discussions concerning the grant application of that organization. Additionally, the member shall recuse himself or herself from scoring and from participating in any discussions concerning any and all applications for grants under the Main Category in which the member's organization applied, but may score and participate in discussions concerning grant applications under the Main Category in which the organization did not apply. For example, if the organization applied for a grant in Main Category 2, the member may not score any grant applications in Main Category 2 but may score applications in Main Category 1.
2. Committee members may not vote on or participate in discussions concerning the grant application of an organization for which the member, within twelve months of submitting the grant application, served as a board member, employee, or volunteer of that organization.

Notwithstanding the foregoing, if a quorum cannot be achieved or the required number of affirmative votes for action obtained because conflicts of interest exist that prevent members having such conflicts from discussing or voting on the matter, and the conflicts are such that an insufficient number of non-conflicted members will be available to vote at a later date even if the matter is continued, then the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the Advisory Committee to form a quorum and take affirmative action.

**F. Motion to Reconsider.** The Advisory Committee may reconsider a matter during the meeting at which the vote was taken, provided all members who were present when the matter was discussed and voted upon are still present and

provided further that the motion to reconsider is made by a member who voted with the prevailing side. A motion for reconsideration shall have precedence over every motion except a motion to adjourn. A final vote on any matter may also be placed on the agenda for reconsideration by the Advisory Committee upon motion of any member at any later meeting. When the Advisory Committee approves a motion for reconsideration, the Advisory Committee may, in its discretion, reconsider the matter immediately or at a later date.

**ARTICLE VI.  
BYLAWS AMENDMENT**

These Bylaws may be amended only with the approval of the Napa County Board of Supervisors and to the extent not inconsistent with any applicable federal, state, or local law.