

# **Mid-Atlantic Association of Museums**

## **Bylaws**

### **Article I. The Corporation**

#### Section I—Name

This corporation shall be known as the Mid-Atlantic Association of Museums, hereinafter referred to as the Association.

#### Section II—Geographic Coverage

The Association embraces the museums and other kindred institutions of the District of Columbia, Delaware, Maryland, New Jersey, New York, and Pennsylvania and is recognized as a regional association by the American Association of Museums (AAM).

#### Section III—501(c)3 Status

Notwithstanding any other provisions of these articles, the Association is organized for charitable and educational purposes as specified in section 501(c)3 of the Internal Revenue Code of 1984 and shall not carry out any activities not permitted by that code.

#### Section IV—Powers

The Association shall exercise all the powers conferred upon corporations formed under the District of Columbia Nonprofit Act in order to accomplish the Association's charitable and educational purposes, including, but not limited to, the power to accept donations of money or property.

#### Section V—Dissolution of the Corporation

Members of the Board of Directors and any paid staff shall not be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation. If the Board of Directors should vote no distribution at the time of dissolution, the assets of the Association shall become the property of the American Association of Museums, Washington, DC.

### **Article II. Mission**

The Association fosters excellence in the museum community.

### **Article III. Membership**

#### Section I—Categories of Membership

- A. Individual
- B. Institutional
  - 1. Museums and kindred institutions.
  - 2. University programs that lead to careers in museums.
  - 3. Businesses that derive income from selling products or services to museums.
  - 4. Non-profit and other museum service organizations.

#### Section II—Voting

- A. The voting membership shall consist of all individual members and individuals who are members through their institutional membership.
- B. Corporate members in good standing are entitled to one vote per commercial entity.

### **Article IV. The Board of Directors**

#### Section I—Composition

- A. The Board of Directors (the Board) consists of 16 people: the President, Vice-President, Secretary, Treasurer, one (1) representative each from Delaware, the District of Columbia, Maryland, Pennsylvania, New Jersey, and New York; six (6) Members-at-Large. The Executive Director shall serve as a non-voting, ex-officio, member of the Board of Directors and all committees.
- B. The Immediate Past President shall serve as a non-voting, ex-officio, member of the Board of Directors.
- C. Standing Committee chairpersons may be invited to attend meetings of the Board in a non-voting, ex-officio capacity upon the request of the Board.

#### Section II—Duties

- A. The Board of Directors shall manage the affairs of the Association and may adopt rules and regulations consistent with the Bylaws and may alter, amend, or repeal any rule or regulation adopted by it.
- B. The Board of Directors shall establish the categories, benefits, and annual dues of each category of membership.
- C. The Board of Directors shall employ an Executive Director, who serves at the pleasure of the Board of Directors, to manage the day-to-day business of the Association.
- D. The Board of Directors shall meet as outlined elsewhere in these Bylaws.

#### Section III—Remuneration

Members of the Board of Directors of the Association may not receive financial benefit nor be paid for services rendered to or for the Association in their capacity as Board members.

#### Section IV—Liability

The members of the Board of Directors shall not be personally liable for monetary damages as such for any action taken or failure to take action.

### **Article V. Officers**

#### Section I—Officers

There shall be, in order of succession, a President, a Vice-President, a Treasurer, and a Secretary.

#### Section II—President

- A. The President shall carry out or cause to be carried out such policies as the Board of Directors adopts.
- B. The President shall preside over meetings of the Board of Directors, the Executive Committee, and the Association.
- C. The President shall be the official representative of the Association and the representative of the Association to the Council of Regional Associations of the American Association of Museums.

#### Section III—Vice-President

The Vice President shall preside in the absence of the President. In the event of a vacancy in the position of President, the Vice-President shall immediately serve as the the President until the next election.

#### Section IV—Treasurer

The Treasurer shall prepare an annual budget for approval by the Board of Directors and shall oversee the execution of the Association's financial responsibilities; and, in the event of a vacancy of the Vice-President, shall serve as Vice-President until the next election.

#### Section V—Secretary

The Secretary shall prepare the official records of the Board, the Executive Committee, and the Association; and, in the event of a vacancy of the Treasurer, shall serve as Treasurer until the next election.

In the event the position of Secretary becomes vacant, the Executive Director shall execute the duties of the position until the next election.

#### Section VI—Terms of Office

Officers shall be elected for one (1) term of two (2) years. After serving one (1) term in a particular officer position, an individual shall not be eligible for election to the same position until after a lapse of one (1) year.

## **Article VI—Directors**

### Section I—Composition

A. The Directors are comprised of:

#### 1. States and District of Columbia

- a. There shall be one (1) representative each from Delaware, the District of Columbia, Maryland, Pennsylvania, New Jersey, and New York.
- b. The term of the States and District Directors shall be for three (3) years each and shall rotate so that two of the representatives are replaced each year.
- c. Representatives of each state and the District of Columbia may serve up to two (2) consecutive terms.

#### 2. Members-at-Large

- a. There shall be six (6) Members-at-Large.
- b. The term of the Member-at-Large Directors shall be for three (3) years each and shall rotate so that two of the representatives are replaced each year.
- c. Member-at-Large Directors may serve up to two (2) consecutive terms.

#### 3. Terms of Service

After serving the allowed term(s) as a member of the Board, an individual may be eligible for nomination to an officer position but shall not be eligible for re-election to a Director position until after a lapse of one (1) year.

## **Article VII. Executive Committee**

### Section I—Composition

The Executive Committee shall consist of the officers and the Executive Director.

### Section II—Authority

The Executive Committee shall have the power to act for the Board of Directors in matters of policy and program between meetings of the Board.

### Section III—Notification of Actions

The Executive Committee will notify the Board of Directors of any actions it takes between meetings of the Board.

## **Article VIII. Committees**

### **Section I—Standing Committees**

The Standing Committees of the Association shall be: Membership, Finance and Audit, and Nominating.

#### **A. Committee Charge**

1. The President will assign responsibilities for each committee.

#### **2. Special limitations of the Standing Committees**

##### **a. Finance and Audit**

- 1) The committee is comprised of the Treasurer, who shall serve as chair, and two (2) non-executive Board members.
- 2) Responsibilities:
  - a) Recommending financial policy and procedures to the Board of Directors.
  - b) Consulting with auditors as necessary to ensure federal, state, and local regulations and law compliance.
  - c) Preparing the annual audit or review.
  - d) Completing the Association's annual IRS 990 filing. This document shall be reviewed and approved annually by a majority of the Board of Directors.
- 3) The Association's auditor shall be approved by the Board of Directors.

##### **b. Nominating**

- 1) The Nominating Committee is comprised of a Chair and four (4) other members.
- 2) The Chair shall be a member of the Board of Directors whose term does not expire at the next annual meeting.
- 3) The additional committee members shall be members in good standing of the Association, two of whom are not on the Board of Directors.
- 4) The Nominating Committee shall meet at the call of the Committee's Chair.
- 5) The Nominating Committee shall nominate individuals to fill vacancies regularly occurring among the officers and Board of Directors.

c. Membership

- 1) The Membership Committee is comprised of a Chair and four (4) other members.
- 3) The Chair shall be a member of the Board of Directors whose term does not expire at the next annual meeting.
- 3) The additional committee members shall be members in good standing of the Association.
- 4) The Membership Committee shall meet at the call of the Committee's Chair.
- 5) The Membership Committee shall have its tasks assigned annually by the President, to whom the committee shall regularly report.

B. Appointments

1. The President shall appoint the Chair of each standing committee, and will consult appropriate recommendations for open positions.
2. Unless otherwise stated in these Bylaws, the Committee chairs must be voting members of the Association in good standing.
3. Each committee chair, in consultation with the President and the Executive Director, shall appoint committee members to his/her standing committee.
4. Committee Chairs and Members shall serve a one (1)-year term expiring at the close of the Annual Meeting.
5. The Chairs and Members may serve up to three (3) consecutive one (1)-year appointments on any one committee.
6. With the exception of the Nominating Committee, the President shall be an ex-officio member of all standing committees.

C. Committee Attendance

Attendance at Committee meetings may be in person or through other types of communication means, provided all persons participating have real-time access to the meeting.

D. Reports

All committees shall report their actions to the Board of Directors at least annually and upon additional request of the President.

Section II—Other Committees

- A. The Board of Directors may establish, by resolution, additional committees necessary to accomplish the mission of the Association.

- B. The resolution establishing any additional committee shall include that committee's charge and the end date for the committee's work.
- C. Stipulations regarding any additional committee appointments, attendance and reports shall follow those provided in Article VIII, Section I, of these Bylaws.

## **Article IX. Nominations, Appointments, and Elections**

### Section I—Nomination

- A. **The** Nominating Committee is responsible for identifying those individuals who will run for elected office.
- B. State and Member-at-Large Directors
  - 1. Individuals considered for nomination shall be broadly representative of the museum community in the region defined in these Bylaws.
  - 2. Individuals considered for nomination must be members in good standing with the Association.
  - 3. Individuals considered for nomination as representatives of each state and the District of Columbia must be employed by or affiliated with a museum or kindred institution located in the state they represent.
  - 4. Individuals considered for Member-at-Large must be employed by or affiliated with a museum or kindred institution located within the region defined by these Bylaws.
- C. Officers
  - 1. The Officers shall be broadly representative of the museum community in the region defined within these Bylaws.
  - 2. All Officers must be members in good standing with the Association.

### Section II—Election

- A. The Chair of the Nominating Committee shall report the Committee's slate to the Board of Directors at least one-hundred-five (105) days in advance of the date chosen for the annual business meeting.
- B. The Executive Director shall communicate the slate to the membership at least ninety (90) days in advance of the date chosen for the annual business meeting.
- C. Additional nominations for any office may be made by petition of seventy-five (75) members in good standing, no more than fifty (50) percent of whom are from any one state. Such petitions must be submitted to the Association's Office at least sixty (60) days before the annual meeting.
- D. The Executive Director shall send an electronic notice of the election and ballot to Association members no later than forty-five (45) days before the annual meeting. Said

ballot shall list the names of the candidates, position title, and institution, in alphabetical order for each contested position.

- E. Responses must be received by the Association's Office no later than fifteen (15) days before the annual business meeting of the Association.
- F. The Secretary or designate shall report the results of the elections at the annual business meeting.
- G. All Officers and Board Members shall be elected by a simple majority of the members voting.
- H. All Officers and Board Members shall assume office at the adjournment of the annual business meeting of the Association in which they are declared elected.

## **Article X. Vacancies**

### Section I—Officers

As described in Section V of these Bylaws, should a vacancy occur during the unexpired term of an officer, the next officer in line shall serve the balance of the term until the next election. Should a vacancy occur in the position of Secretary, the Executive Director shall execute the duties of that office.

### Section II—State, District, and At-Large Board Members

- A. Should a vacancy occur within a state, District of Columbia, or Member-at-Large position, the President will nominate, and the Board will ratify, an individual in good standing with the Association to serve until the next election.
  - 1. The Nominating Committee will identify a candidate to complete the remainder of the unexpired term. Succeeding to or being appointed to serve out the remaining term of a vacant position shall not limit the eligibility of the Board Member to serve as many as two (2) complete, consecutive, two (2)-year terms in that position.
- B. In the event that a representative of a state, the District of Columbia or a Member-at-Large is elected or appointed to an officer position on the Board of Directors without having completed his/her term as representative of a State, District of Columbia, or Member-at-Large, that member shall automatically vacate his/her current position upon commencement of the term as officer. If an officer or a Director on the Board of Directors is elected or appointed to fill an unexpired term as an officer, following that term she/he may stand for election and serve the maximum number of terms.

## **Article XI. Meetings**

### Section I—Executive Committee

- A. The Executive Committee shall meet at the call of the President or the Executive Director. Meetings also may be called by the written request of three (3) members of the Executive Committee.
- B. A simple majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.
- C. Attendance at Executive Committee meetings may be in person or through other types of communication means, provided all persons participating have real-time access to the meeting.

#### Section II—Board of Directors

- A. The Board of Directors shall meet at least four times a year.
- B. Attendance at Board meetings may be in person or through other types of communication **means**, provided all persons participating have real-time access to the meeting.
- C. Meetings shall be called at the discretion of the President or upon application to the Executive Director in writing by three of its members.
- D. A simple majority of the members in attendance shall constitute a quorum for the purposes of conducting business.

#### Section III—Membership

- A. The membership of the Association shall meet in the fall of each year during the annual meeting at a place selected by the Board of Directors.
- B. The President shall call meetings of the Membership, at which time the reports of the officers and the committee chairs shall be presented and the results of elections reported. Special meetings may be held at any time and place designated by the Board of Directors.
- C. Five (5) percent of the Association's membership as of fourteen (14) days before the annual business meeting shall constitute a quorum.

### **Article XII—Conducting the Business of the Association**

#### Section I—Executive Director

- A. The Executive Director shall be appointed by and serve at the pleasure of the Board.

- B. The Executive Director has the responsibility and authority for carrying out the policies and **procedures** that have been adopted and approved by the Board.
- C. The Executive Director shall be the chief executive officer of the Association.
- D. The Executive Director shall appoint, supervise, and, when necessary, discharge individuals who occupy staff positions authorized by the Board.
- E. The Executive Director is authorized to administer Association functions and operations, including signing of grant applications and Association property documents.
- F. The Executive Director shall have such powers and duties as are designated by the Board, including receipt of funds due the Association and disbursement for Association purposes.
- G. The Executive Director shall serve on those AAM Committees allowing for such participation.

#### Section II—Electronically Conducting the Association’s Business

- A. The Association may conduct its business, including elections, electronically.
- B. For Board actions, the following steps will take place:
  1. A report with motion for approval or motion with explanation for the motion will be sent by the President, or his/her designate, to the Board with a request for a second to the motion. If a second is not received after 7 calendar days, the motion expires.
  2. Once a second is received, the President, or his/her designate, will send a message to the Board that the motion is now seconded and discussion may begin on the motion. The discussion will last not less than forty-eight (48) hours and not later than midnight seven (7) calendar days after the posting.
  3. Once the designated time has passed for discussion, the President, or his/her designate, will announce the vote on the motion. The time for vote will be not less than twenty-four (24) hours and not later than midnight seven (7) calendar days after the posting. The result of the vote can be announced after a majority of Directors has responded and a clear result is known.
  4. Once the vote is tallied by the President or his/her designate, the result of the vote will be sent to the Board via electronic mail or fax.
  5. An announcement of the motion and vote will be recorded in the minutes of the next meeting of the Board.

#### Article XIII—Records

The Association shall keep:

- A. Adequate and correct financial records.
- B. Minutes in written form of the proceedings of the Board of Directors and committees of the Board.
- C. A copy of the articles of incorporation and Bylaws as amended to date.
- D. All such records shall be kept at the Association's principal executive office or other reasonably accessible and appropriate venue or format.

#### **Article XIV—Parliamentary Procedure**

- A. A recognized publication on parliamentary procedure, such as Roberts Rules of Order, shall govern the proceedings of the Association, except as otherwise provided for in the Bylaws and any special rules of the Association.

#### **Article XV—Amendments**

##### Section I—Proposal of Amendment(s)

- A. Any proposed amendment shall be accompanied by a statement detailing its purpose and submitted to the Executive Director.
- B. Amendments to these Bylaws may be proposed by:
  - 1. A petition signed by at least fifty (50) members in good standing of the Association;  
or
  - 2. A majority vote of the Board at any regular or special meeting thereof.

##### Section II—Amendment Ratification and Voting

Within **thirty (30)** days of the receipt of the proposal, the Executive Director shall send to each member of the Association notice of the wording of the proposed amendment and that voting on said amendment shall commence upon receipt of the notification and close **fourteen (14)** days after the mailing is sent.

##### Section III—Effective Date and Announcement

- A. The amendment, if approved, shall be effective at the end of the voting period.
- B. The Executive Director shall announce the vote through Association media, at the Association's annual meeting, and in her/his annual report.

#### **Article XVI—Effective Date**

The effective date of these revised and amended Bylaws is **October 21, 2009**.