

ASSOCIATION OF MIDWEST MUSEUMS

BY-LAWS

ARTICLE 1

Membership

Section 1. Any individual or institution interested in the aims and objectives of the Association of Midwest Museums (AMM) may become a member by paying the prescribed dues for the type of membership selected.

Section 2. There shall be the following classes of membership: Personal, Business, and Institutional.

Section 3. Personal members shall have one vote. Personal members shall be:

a.) Those persons from the eight states enumerated in Article 2 of the Constitution or from outside the AMM region who are actively engaged in museum work or otherwise interested in the museum profession.

b.) Trustees of museums from those states enumerated in Article 2 of the Constitution or from outside the AMM region, who are actively engaged in museum work or otherwise interested in the museum profession.

Section 4. Business members shall consist of those organizations interested in promoting the AMM and its purpose. Business memberships shall have one vote each.

Section 5. Institutional members shall be those museums and other non-profit organizations interested in promoting the AMM and its purpose. Institutional memberships shall have one vote each.

Section 6. Membership shall be on an anniversary year basis. Members in arrears may be reinstated upon payment of annual dues.

ARTICLE 2

Officers of the Corporation

Section 1. The duties of the officers shall be such as are implied by their respective titles and such as are specified in these By-laws.

Section 2. The President shall preside at all business meetings of the Corporation, Executive Committee, and Board. The President shall appoint all standing committees and other vacancies on the Board with the approval of the Executive Committee, and shall be an ex-officio member of all committees. The President shall also appoint special and/or ad hoc committees as deemed necessary or desirable. The President may call special meetings of the Executive Committee or shall call a special meeting upon the written request of a majority of the Executive Committee. The President shall serve as the Board voting representative to the American Association of Museums' Council of Regional Associations.

Section 3. The Vice President shall assist the President and the Board in any way practical, and perform any duties as assigned by the President and the Board. The Board may designate the Vice President to perform the duties of the President, in the President's absence, and in the case of the death or resignation of the President or vacancy in the presidency for any reason, the Vice President shall assume the duties of the President for the remainder of the unexpired term.

Section 4. The Secretary shall keep minutes of all business meetings of the Corporation, Executive Committee and Board. The Secretary shall assist the President and the Board in any way practical, perform such duties as are specified or implied in the By-laws or as may be assigned by the Board.

Section 5. The Treasurer shall review the handling of all funds of the Corporation and shall provide a report on the finances of the Corporation at all Board and Annual Business Meetings. The accounting and bookkeeping functions are maintained by the central office.

ARTICLE 3

Executive Committee and Board

Amendments adopted July 20, 2015

Amendments adopted July 15, 2014

September 2007

Section 1. The Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The immediate Past President will be on the Executive Committee for one year. The Executive Committee shall approve appointments by the President to standing committees, to vacancies on the Board and the positions of Advisors. It may recommend to the President the appointment of such other committees as may seem necessary or desirable for carrying out the aims of the Corporation.

Section 2. The Board

The Board of Directors shall consist of the Executive Committee and up to twelve additional members. It is the intent of the Board that Board membership adequately represent the geographic territory of the Corporation. Each Board member will have one vote. The Board shall advise and assist the President in the conduct of Corporation business and shall chair committees as outlined in Article 6. The Board Members shall provide collegial counsel from the highest levels of the museum profession and perform such duties as may be assigned to them by the President or the Executive Committee. Election of Directors should, when possible, observe staggered terms to ensure both Board continuity and new perspectives.

Section 3. Senior Advisors

The President shall have the authority, with the approval of the Executive Committee, to appoint no more than two Advisors to fill special needs of the organization. These Advisors shall each serve a term that is not to exceed two years. Each Advisor shall have one vote.

Section 4. All members of the Board shall be personal members and shall represent institutional or corporate members of the AMM.

ARTICLE 4 Executive Director

Section 1. The Board may employ an Executive Director, who under the general supervision of the President and the Executive Committee, and with their concurrence, shall be responsible for the day-to-day operations of the Corporation and its committees, implementing its policy, and managing its programs. He/she shall have such powers and duties as are designated.

Section 2. The Executive Director shall serve at the will of the Board. He/she shall have the right to attend all meetings of the Corporation, the Board, and the Executive Committee, but shall not be entitled to vote. The Executive Director shall also serve as a non-voting member of all standing committees.

ARTICLE 5 Meetings

Section 1. An Annual Conference shall be held for the purpose of presenting programs of interest to the museum field.

Section 2. The Annual Conference shall rotate among the member states. The places for these meetings shall be confirmed by the Board.

Section 3. An Annual Business Meeting shall be held during the Annual Conference for the purpose of receiving annual reports of committees, including financial and membership reports, transacting Corporation business, and electing officers.

Section 4. Special meetings of the Corporation may be called by the Board.

Section 5. Special meetings of Committees may be called by the President.

Section 6 Meeting by Remote Communication

Any and all members of the Board of Directors or of any committee may participate in a regular or special meeting, or conduct the meeting, through the use of any means of remote communications by which all persons participating in the meeting may simultaneously hear each other during the meeting. A director participating by this means is deemed to be present at the meeting.

Section 7 Action Authorized Without a Meeting

If all the directors or members of a committee shall consent in writing or by electronic transmission as to any action to be taken by the Association's Board or one of its committees, the action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors or the committee. These consents shall be tracked by the AMM Secretary and Executive Director, and filed with the AMM Executive Offices.

ARTICLE 6 Committees

Section 1. The President shall have the authority, with the approval of the Executive Committee, to appoint chairs of standing and special committees, and with the chairs, to appoint members of all committees necessary to conduct the business of the Corporation.

ARTICLE 7 Fiscal Year

The fiscal year of the AMM, for purposes of financial statements, shall be from 1 January through 31 December.

ARTICLE 8 Revenue and Finance

Section 1. Annual dues for Personal, Institutional, and Business memberships shall be established by a majority vote of the Board.

Section 2. Revenue from sources other than those defined in this article of the By-laws may be raised as recommended by the Executive Committee and approved by the Board.

Section 3. Funds accruing from memberships and from all other sources shall be accounted for by the Treasurer in the interest of the Corporation.

ARTICLE 9 Nominations and Elections

Section 1. The Board shall prepare a slate of candidates for new and returning officers and directors to be presented at the Annual Business Meeting of the Corporation. Nominations from the general membership must be given to the Nominating Chair and/or the Executive Director at least 60 days in advance of the Annual Business Meeting for consideration by the Board. The slate of candidates proposed shall be made known to the membership prior to the Annual Business Meeting at which the election is held. Candidates shall be required to affirm in writing their willingness to serve in the office for which they are nominated.

Section 2. The election of Corporation Officers and Board members shall take place at the Annual Business Meeting.

Section 3. Board members shall serve three-year terms upon election at the Annual Business Meeting and are eligible to serve for three consecutive terms. Offices, with the exception of president, must be served within the total term of service. The President may serve up to 5 additional years: 2 as President, 1 as Immediate Past President, and 2 as a board member, with the approval of the Board.

Section 4. The President shall serve one two-year term and shall not be eligible for re-election.

Section 5. The Vice President shall serve one two-year term and, at the end of that term, shall be eligible to be nominated for President.

Section 6 The Secretary and Treasurer shall serve two-year terms and shall be eligible for re-election.

Section 7. The President shall appoint positions necessary to fill vacancies that occur between elections. Appointed Board members shall serve the remaining term of a vacant Board position.

Section 8. Board with a three-fifths vote may declare vacant any officer's position for non-performance of duties or excessive absences.

Section 9. The Immediate Past President shall remain on the Executive Committee for one year; after that time, s/he is eligible to remain on the board for an additional two years, with Board approval.

ARTICLE 10 Parliamentary Code

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution and By-laws.

ARTICLE 11 Amendments

These By-laws may be amended by a two-thirds vote of those members present at an Annual Business Meeting, provided the proposed amendment(s) have been announced at a previous Annual Business Meeting, printed in the AMM publication, or sent to all members of the AMM at least thirty days before the Annual Business Meeting.