

# ASSOCIATION OF MIDWEST MUSEUMS

## BYLAWS

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### **ARTICLE 1. Membership**

#### **Section 1. Criteria**

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. Types**

There shall be the following classes of membership: Individual, Corporate, and Institutional.

a.) Individual members shall be those persons who are actively engaged in museum work or otherwise interested in the museum profession and whose membership in the AMM is separate from or not affiliated with existing Corporate or Institutional memberships.

b.) Corporate members shall be those for-profit businesses and sole proprietors who provide goods and services for museums and are interested in participating in and promoting the AMM and its purpose. Each employee of Corporate members who is enrolled in the AMM has access to membership rights and privileges.

c.) Institutional members shall be those non-profit organizations and public institutions who are interested in participating in and promoting the AMM and its purpose. Each employee of Institutional members who is enrolled in the AMM has access to membership rights and privileges.

#### **Section 3. Voting Privileges**

Each Individual member and each employee of Institutional and Corporate members enrolled in the AMM shall have one vote.

#### **Section 4. Dues**

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. Duties and Responsibilities**

The duties of the officers shall be such as are implied by their respective titles and such as are specified in these Bylaws. Each officer shall have one vote.

a.) 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.

b) 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.

c.) 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 Bylaws or as may be assigned by the Board.

d.) 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 Executive Director, or in the absence of an Executive Director, by the Treasurer.

e.) At the conclusion of their term, the President shall serve in the role of **Immediate Past President**. The Immediate Past President shall advise and mentor the President-elect in any way practical and perform such duties as are specified or implied in the Bylaws or as may be assigned by the Board.

## **Section 2. Officer Terms**

a.) The President shall serve one (1) two-year term and shall not be eligible for re-election.

b.) The Vice President shall serve one (1) two-year term and, at the end of that term, shall be eligible to be nominated for President.

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

d.) The Immediate Past President shall remain on the Executive Committee for one (1) year; after that time, they are eligible to remain on the Board as a Director for an additional two (2) years, with Board approval.

e.) Officer terms, with the exception of the President, must be served within the total term of service for Directors as outlined in Article 3, Section 4, up to nine (9) total years of service. The President may serve up to five (5) additional years: two (2) as President, one (1) as Immediate Past President, and two (2) as an At-Large member, with the approval of the Board of Directors.

### **ARTICLE 3. The Board of Directors**

**Section 1.** The Board of Directors shall consist of the Executive Committee (4-5 Officers) and up to twenty (20) additional Directors At-Large and Senior Advisors, not to exceed twenty-four (24) total members.

#### **Section 2. Directors**

a.) It is the intent of the Board of Directors that its members adequately represent the geographic territory of the Corporation, with at least two (2) representatives per state up to a maximum of eighteen (18) total Directors At-Large. Each Director shall have one vote.

b.) The Directors shall advise and assist the President in the conduct of Corporation business and shall chair committees as outlined in Article 6. The Directors 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.

c.) Election of Directors should, when possible, observe staggered terms to ensure both continuity of the Corporation and new perspectives on the Board of Directors.

#### **Section 2. Senior Advisors**

The President shall have the authority, with the approval of the Executive Committee, to appoint no more than two (2) Advisors to fill special needs of the organization. Each Advisor shall serve a term not to exceed two (2) years, and advise and assist the President and the Board of Directors as designated. Each Advisor shall have one vote.

#### **Section 3. Membership Requirements**

All members of the Board of Directors shall be Individual members or shall represent Institutional or Corporate members of the AMM.

#### **Section 4. Director Terms**

a.) Directors shall serve three-year terms upon election at the Annual Business Meeting and are eligible to serve for three (3) consecutive terms for a total of nine (9) years.

b.) The President shall appoint positions necessary to fill vacancies that occur between elections. Appointed Directors shall serve the remaining term of a vacant Director position.

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

### **ARTICLE 4. Executive Director**

**Section 1.** The Board of Directors 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. The Executive Director shall have such powers and duties as are designated by the Board of Directors.

**Section 2.** The Executive Director shall serve at the will of the Officers and Board of Directors. They 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. Annual Conference**

- a.) An Annual Conference shall be held in person and/or virtually for the purpose of presenting programs of interest to the museum field. The location of the Annual Conference shall rotate among the member states, and shall be confirmed by the Board of Directors.
- b.) It shall be a duty of the Board of Directors to participate in the Annual Conference to the extent possible.

### **Section 2. Annual Business Meeting**

- a.) An Annual Business Meeting shall be held virtually or in person during the Annual Conference for the purpose of sharing annual reports of committees, transacting Corporation business, and electing Officers and Directors.
- b.) Attendance at the Annual Business Meeting shall be a requirement of the Board of Directors and, though highly encouraged, participation shall be optional for all other members of the AMM. The Board of Directors may choose to have members of the AMM vote on Corporation business at the Annual Business Meeting or electronically in advance of the Annual Business Meeting. There shall be no minimum number of votes from members of the AMM required to conduct business, including Officer and Director elections. Fifty percent (50%) plus one (1) member of the Board of Directors shall constitute a quorum for conducting business at the Annual Business Meeting.

### **Section 3. Corporation Meetings**

- a.) Meetings of the Board of Directors on matters of Corporation business shall be set by the Officers and the Executive Director. Frequency, timing, and location shall be determined in cooperation with the Board of Directors on an annual basis.
- b.) Unless otherwise specified in these Bylaws, fifty percent (50%) plus one (1) member of the Board of Directors constitutes a quorum for all meetings.
- c.) 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/virtual 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 4. Special Meetings**

Special meetings of the Corporation may be called by the Board of Directors, and Special meetings of Committees may be called by the President.

#### **Section 5. 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 Board of Directors or the Committee, the action shall be as valid a corporate action as one that had been authorized at an in-person or virtual meeting. These consents shall be tracked, filed, and/or reported to the Board of Directors by the chair of the Committee, Secretary, and/or Executive Director.

### **ARTICLE 6. Committees**

#### **Section 1. The Executive Committee**

- a.) The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer, and for up to one (1) year, the Immediate Past President.
- b.) The Executive Committee shall approve appointments by the President to standing Committees, to vacancies on the Board of Directors 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. Standing and Special Committees**

- a.) The President shall have the authority, with the approval of the Executive Committee, to appoint members of the Board of Directors to serve as chairs of standing and special Committees, and with the chairs, to appoint members of all Committees necessary to conduct the business of the Corporation.
- b.) Committees shall be composed of members of the Board of Directors and/or Individual, Institutional, or Corporate members of the AMM. When appropriate and if necessary, a committee may have only one member, and that member shall be a representative of the Board of Directors serving as the chair of the Committee.
- c.) Committees shall include, at minimum, a Nominating Committee.

## **ARTICLE 7. Fiscal Year**

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

## **ARTICLE 8. Revenue and Finance**

**Section 1.** Annual dues for Individual, Institutional, and Corporate memberships shall be established by a majority vote of the Board of Directors.

**Section 2.** Revenue from sources other than those defined in the Bylaws may be raised as recommended by the Executive Committee and approved by the Board of Directors.

**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. Nominations**

The Board of Directors shall prepare a slate of candidates for new and returning Officers and Directors to be presented in advance of or during 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 of Directors.

### **Section 2. Elections**

The election of Corporation Officers and Directors shall take place at the Annual Business Meeting. The slate of proposed Officer and Director candidates shall be made known to the membership prior to the Annual Business Meeting. The Board of Directors may choose to have members vote in advance to approve the slate or present the slate for a live vote during the Annual Business Meeting. Candidates shall be required to affirm in writing their willingness to serve in the office for which they are nominated prior to the election.

## **ARTICLE 10. Parliamentary Code**

**Section 1.** Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution and Bylaws.

## **ARTICLE 11. Amendments**

**Section 1.** These Bylaws may be amended by a two-thirds vote of those members present at an Annual Business Meeting or by two-thirds vote of those members participating in

advance voting online, 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.

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