

BYLAWS OF THE
MICHIGAN MUSEUMS ASSOCIATION, INCORPORATED

Approved by membership 09-28-2012

ARTICLE I

NAME

- Section 1. The name of this Corporation shall be the Michigan Museums Association, Incorporated, hereafter referred to as the "Association."
- Section 2. The principal location of the Association shall be within the State of Michigan at a location determined by the Board of Directors.

ARTICLE II

PURPOSE AND ACTIVITIES

- Section 1. The Michigan Museums Association is incorporated under the laws of the state of Michigan as a non-profit organization, organized and operated for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code or the corresponding provision of the future Internal Revenue Law; as stipulated in publication 557, page 4, for the following purposes:
- A. To promote professional communication among all types of museums, public and private, within the state of Michigan for the common benefit.
 - B. To strive to improve the quality of Michigan museums by providing educational opportunities to its members.
 - C. To promote a statewide public awareness of the value of museums as educational and research institutions at the local, county, regional and state levels.
 - D. To solicit and receive grants, contributions, and other property, to enter into contracts, to engage needed personnel and services, and to transfer, hold and invest such real property as may be required to carry out the purposes of this Association.
- Section 2. Activities shall be restricted as follows:
- A. No part of the money or other property received by the Association from any source, including its operations, shall be used directly or indirectly for the benefit of or shall be distributable to the officers or members of the Board of Directors. Other private persons may be authorized by the Board of Directors to receive reasonable compensation for services rendered. Except as outlined in Article XI.2.
 - B. No substantial part of the activities of this Association shall be used for lobbying or otherwise attempting to influence legislation, and this Association shall not participate in any political campaign on behalf of or against any candidate for public office.

ARTICLE III
MEMBERSHIP

- Section 1. Membership in this Association shall be open to all individuals, private and corporate, and to other entities interested in the purposes of the Association and its activities upon payment of dues fixed by the Board of Directors. The Board of Directors shall establish reasonable regulations for classes of membership provided, however, that such rules shall be consistent with the public nature of this Association.
- Section 2. Memberships shall be in the following classes:
- A. Individual.
 - B. Student
 - C. Institutional.
 - D. Business.
 - E. Honorary.
 - F. Complimentary.
- Section 3. Annual Membership in the Association shall be for one year.
- Section 4. Procedures for membership admission, retention and termination shall be determined by the Board of Directors of the Association.
- Section 5. The annual dues for all classes of members of the Association shall be set from time to time by the Board of Directors.

ARTICLE IV
ANNUAL MEETING

- Section 1. The Annual Meeting of the members of the Association for such business as may properly come before it shall be held at a time and place to be decided by the Board of Directors.
- Section 2. The purpose of the Annual Meeting shall be to:
- A. Hear the reports of the President of the Board, Secretary, Treasurer, Committee Chairmen and appointed personnel.
 - B. Elect officers and members of the Board of Directors.
 - C. Elect to Honorary Membership those persons recommended by the Board of Directors.
 - D. Conduct other appropriate business.

- Section 3. Notice of the Annual Meeting shall be made to all members at least thirty days prior to the date of such meetings.
- Section 4. The members present at the Annual Meeting shall constitute a quorum.
- Section 5. At the Annual Meeting votes shall be cast only by members of the Association in attendance.
- Section 6. Individual, institutional and corporate members shall have the right to vote under the following conditions.
- A. Individual members are allowed one vote.
 - B. Institutional members are allowed one vote to be cast by the institutional designee.
 - C. Corporate members are allowed one vote, to be cast by the corporate designee.
 - D. Honorary members are allowed no votes.
 - E. Complimentary members are allowed no votes.
 - F. Institutional and corporate designees must carry letters from their chief executive officer or governing body designating them as the voting representative of the organization.
 - G. Voting shall be by voice or a show of hands. If a clear majority is not indicated, voting shall be done by ballot.

ARTICLE V
BOARD OF DIRECTORS

- Section 1. Powers of the Board. The business and affairs of the Association shall be managed by a Board of Directors elected by the members.
- Section 2. Eligibility. Any individual member in *good standing* may be eligible to serve on the Board of Directors. “Good standing” is defined as current individual members of the Association. Thus, all members of the board must be, or must become, individual members of MMA before taking their seat on the board.
- Section 3. Number and Qualification. The Board of Directors shall consist of a minimum of ten board members and a maximum of fifteen members, and may include officers of the board, institutional members, the immediate past president, and members-at-large.
- Section 4. Board Composition. The Board of Directors shall be sensitive to providing representation on the Board for the various types of organizations which comprise the membership of the organization, and the various types of communities, agencies, organizations and individuals to which the organization renders services, as well as to providing broad geographic representation in Michigan, cultural diversity, representation from the business and other communities or organizations and other factors necessary to establish an effective and sound Board.

Re-nominated or new members of the Board of Directors shall be elected at each Annual Meeting, for either a one (1) year or a two (2) year term as deemed necessary for continuity and rotation. Candidates should be selected with care to insure a balanced geographic distribution and representation of types and sizes of museums.

- Section 5. Board Terms. Board members shall be elected to serve a one (1) or two (2) year term of office as deemed necessary by the nominating committee. Board members may be re-elected to three (3) further consecutive terms, for a maximum number of eight (8) consecutive years of service on the Board as either a director or officer. Board members may be elected to additional terms when their Board membership is separated by one (1) full year or more since last serving as a member of the Board. The immediate Past President shall continue to serve as an ex-officio member of the Board for one (1) year after serving as president, regardless of the number of years served on the Board.
- Section 6. Board Elections. Candidates for Board membership shall be nominated for office by the nominating committee. Except as otherwise provided by the status of these by-laws, the Directors shall be elected at the Annual Meeting and persons receiving plurality of votes cast at such election shall be elected.
- Section 7. Vacancies. The Board of Directors may fill vacancies for unexpired terms by majority vote at any time after considering the recommendation of the Board Nominating Committee. Appointed Directors shall be elected by the members for the remainder of the vacated term at the next Annual Meeting. Board members who are appointed to serve vacancies may serve their appointed position and then, if re-elected to the Board, serve a maximum of eight (8) years.
- Section 8. Duration of Term. Members of the Board shall hold office for the term which they are elected or appointed and until their successors are elected and qualified, or until resignation or removal.
- Section 9. Resignation. A Director may resign by written notice to the Board President. The resignation is effective upon receipt by the President. The President will then notify the entire Board electronically or written notice of this resignation.
- Section 10. Removal. Three (3) consecutive unexcused absences from meetings of the Board by any member of the Board shall be considered as that member's automatic resignation and appropriate Board action shall be taken. An unexcused absence shall consist of a Board member not notifying the office of their absence at a meeting. A Director may be removed from office on a majority vote of the remaining Directors in office at a regular or special meeting of the Board of Directors called for the stated purpose of voting on the removal of such Director; however, any Director to be removed shall have the right to attend such meeting and to present any evidence which (s) he may wish to present at such meeting.
- Section 11. Meetings of the Board. There shall be a minimum of three (3) board meetings per year, although a board meeting shall be called at any time upon written request of any six (6) board members.
- A. A minimum of one (1) month notice shall be given for any board meeting.

B. A quorum shall consist of a majority of the board membership.

Section 12: Meeting Attendance. Our conversations are most effective when conducted face-to face. Thus, members of the Board of Directors must attend, in person, two meetings each calendar year. Failure to meet this requirement will result in termination from the board unless there are extenuating circumstances (to be discussed with board president). A document detailing board expectations, which may be updated and edited from time to time, will further specify expectations that will guide our board participation.

Because the Association seeks board participation from colleagues living in both peninsulas, the Association will make every effort to hold meetings around the state so that those who live outstate will have, on occasion, shorter distances to drive. Because Lansing is centrally located, we will meet in or around Lansing twice each year. The Association will conduct remote board meetings (electronic) in poor weather as needed.

Section 13. Open meetings: board meetings are open to MMA members in good standing. However, the president of the board must be informed electronically or via letter one week in advance of the meeting that a member (or members) will be attending.

ARTICLE VI

OFFICERS

Section 1. Eligibility: Any board member in good standing is eligible to hold office.

Section 2. Terms of office: Officers of the board will include The President, Vice-President of Programs, Vice-President of Membership, Vice-President of Marketing, Secretary, and Treasurer. Up to two other officers of may be added as needed, such as Vice President of Development. All officers shall be elected for a two (2) year term. Officers elected at the Annual Meeting or appointed by the Board of Directors shall assume their duties immediately following the meeting at which they are elected or appointed.

Section 3. Officer nominations: Officers are chosen by board members and the slate is then presented to the membership at the Annual Meeting.

Section 3. Vacancies: In case of a vacancy in the office of the President, the Vice-President of Programs shall become President for the unexpired term. In the case of a vacancy in any of the other offices, including the succession of the Vice-President of Programs filling a vacancy in the office of the President, the Board of Directors shall appoint a successor to fill the unexpired term. In the case of the resignation of the immediate Past President, a successor will not be appointed to fill the unexpired term.

Section 4. Duties:

A. The President shall:

1. Preside at all meetings of the Executive Committee, Board of Directors and at the Annual Meeting of the Association.

2. Represent the Association at all times unless another representative is designated by the President.
3. Manage the work of and lead the annual evaluation of the director.
4. Appoint all committee chairs.
5. Prepare a written agenda for all meetings.
6. Serve as an ex-officio member of all committees.

B. The Vice-President of Programs shall

1. Preside at any meeting at which the President is unable to be present.
2. Plan and conduct activities to develop and implement programs for the Association as approved by the Board of Directors.
3. Perform such other duties as may be assigned by the President and/or the Board of Directors.

C. The Vice-President of Membership shall:

1. Preside at any meeting the President and Vice-President of Programs are unable to attend.
2. Plan and conduct activities to develop membership in the Association as approved by the Board of Directors.
3. Perform such other duties as may be assigned by the President and/or the Board of Directors.

E. The Secretary shall:

1. Record all minutes of all Board and Executive Committee meetings.
2. Distribute a copy of the minutes to each member of the Board of Directors.
3. Prepare and present minutes from the previous Annual Meeting at the Annual Meeting.
4. Give or cause to be given notice of all meetings of the members of the Association and members of the Board.
5. Collect committee reports and other materials for transfer to the Michigan State Archives or other designated repository.
6. Perform such other duties as may be assigned by the President and/or Board of Directors.

- F. The Treasurer shall:
1. Be responsible for the receipt, custody and disbursement of the corporate funds within the policies determined by the Board of Directors.
 2. Ensure that an accurate accounting of the financial transactions of the Association is made and shall report on all such transactions to the Board.
 3. Prepare a written report for presentation at the Annual Meeting.
 4. Be responsible for an annual audit conducted as approved by the Board of Directors.
 5. Perform such other duties as may be required by the President and/or the Board of Directors.
- G. The immediate Past President shall perform such other duties as may be required by the President and/or the Board of Directors.

ARTICLE VII
ASSOCIATION EXECUTIVE DIRECTOR

The Board shall appoint, and in its discretion, shall discharge the Association's Executive Director. The Association Executive Director shall perform the management functions of the Association and shall operate under a contract entered into with the Board. The Executive Director shall report directly to the President. The Association Executive Director shall act in furtherance of the Association's stated mission.

ARTICLE VIII
COMMITTEES

Section 1. Committees. The Board of Directors may by resolution at any meeting of the Board designate and empower standing and/or ad hoc committees to assist with the setting of policy, administering and staffing a function and/or performing other duties that will benefit the mission and purpose of the organization. The following named standing committees of the Board include:

- A. Executive Committee. The Board shall have an executive committee, whose members include the officers of the Association and the immediate Past President. Officers of the executive committee shall represent the museum community. In all cases, the President and Vice-President of Programs shall represent the museum community. The executive committee shall have and exercise the powers and authority of the Board in the management of the business of the Association between meetings of the Board. The committee shall not have authority to act with respect to matters of major policy or importance beyond the current and ordinary affairs of the Association, except as may be

delegated to it by the Board. The executive committee shall provide a full written report of its actions and circumstances giving rise to it since the last meeting at the first duly scheduled regular meeting of the Board of Directors. The executive committee shall work with the staff of the Association in the preparation of an annual budget, shall review the finances and fund-raising plan of the Association on a regular basis, and shall make recommendations and periodically review all policies concerning the finances of the Association to the Board of Directors. The executive committee shall be responsible for all personnel matters.

- B. Nominating Committee. The president shall appoint a nominating committee to design a Board structure that meets its organizational needs and to ensure that all Board seats are filled by active and resourceful Directors by recommending a slate of candidates for Board membership and officer positions. The proposed members of the nominating committee shall be ratified by the full board.
- C. Program Committee. The program committee shall be concerned actively with matters involving the development and implementation of programs.
- D. Membership Committee. The membership committee shall be concerned actively with matters involving the recruitment and retention of members.
- E. Marketing Committee. The marketing committee shall be concerned with communicating to our membership effectively and through varied means of communication. Branding and graphic identity shall be spearheaded by this committee.
- F. Development Committee. The development committee shall be concerned actively with matters involving the raising of funds to meet goals set in the fund-raising plan and annual budget of the Association.

Section 2. Committee Membership. Unless otherwise provided for in these by-laws, the chairman of each committee shall be appointed by the president of the Board. Any standing or ad hoc committee designated by the Board of Directors may include as full voting members of such committees such persons, whether or not Directors or officers of the Association, as the Board of Directors shall determine. Each such committee shall have power to the extent delegated to it by the Board. Each committee shall keep minutes of the proceedings and report to the Board of Directors at each meeting. At least one (1) member of the management staff of the Association may be an ex-officio member (with no vote) of each committee. All members of every committee must be a member of the Association in good standing (a current individual member).

Section 3. Committee Meetings. Committees shall meet on the call of their respective chairs or in the event of their absence or inability to act, on the call of the president of the Board of Directors or the Executive Director of the Association. A majority of the members then serving on a committee constitutes a quorum for the meeting of the committee and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the committee. Each committee shall determine and schedule the number of regular meetings it will hold each year.

ARTICLE IX
AMENDMENTS

- Section 1. Amendments to these Bylaws may be submitted by any member in good standing of the Association.
- Section 2. These Bylaws may be amended by a majority vote of those Board members present at a regular Board meeting, providing written notice of the proposed amendment has been sent to all Board members at least fifteen (15) days before such meeting.
- Section 3. Any amendment made by the Board of Directors is subject to the approval of the general membership at the Annual Meeting with the written notice of the amendment being sent to all members at least thirty (30) days before such meeting.

ARTICLE X
DEPOSITS, CHECKS, LOANS, CONTRACTS, ETC.

- Section 1. Deposit and withdrawal of funds: All funds of the Association not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as the Board of Directors from time to time may determine. Any withdrawals of funds must be made and checks must be signed by the persons designated by the Board of Directors.
- Section 2. Loans: No loans or advances shall be contracted on behalf of the Association, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the Association.
- Section 3. Contracts: The President, subject to the approval of the Board of Directors, may enter into any contract or execute and deliver any instrument in the name and on behalf of the Association. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association, and such authorization may be general or confined to specific instances.
- Section 4. Assets of the organization; All assets received by the Association shall be used only for the purposes of the Association.

ARTICLE XI
COMPENSATION OF THE CONTRACTS WITH DIRECTORS AND OFFICERS

- Section 1. Compensation of Directors and Officers: The Directors and Officers of the Association shall serve as such without salary. The Board of Directors may authorize the payment by the Association of the reasonable expenses incurred by the Directors in the performance of their duties and of reasonable compensation for special services rendered by any Director. The Executive Committee shall fix the salary or other compensation that the employees or other agents of the Association shall receive, directly or indirectly, and any salary, compensation or emolument from the Association.
- Section 2. Contracts with Directors or Officers: No Director or Officer of the Association shall be interested, directly or indirectly, in any contract relating to the operations conducted by it,

nor in any contract for furnishing services or supplies to it, unless (a) such contract shall be authorized by a majority of the Board of Directors at a meeting at which the presence of such Director is not necessary for such authorization, and (b) the fact and nature of such interest shall have been fully disclosed or known to the members of the Board of Directors present at the meeting at which such contract is so authorized.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification: Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceedings by any reason of fact that he is or was a Director or Officer of the Association shall be indemnified by the Association against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, shall be paid by the Association except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such may be entitled apart from this Article XII.

ARTICLE XIII
FISCAL YEAR

Section 1. Fiscal year: The fiscal year of the Association shall be July 1 through June 30.

ARTICLE XIV
DISSOLUTION

Section 1. Dissolution: Upon the dissolution of the Association, no member shall be entitled to any distribution or division of its remaining money or property, or the proceeds thereof, and the balance of all the money and other property received by the Association, from any source, including its operation, after payment of all debts and obligations of the Association shall be distributed to a charitable organization approved by the Board of Directors and qualifying under 501 (c) (3) as may be amended, subject to Michigan law.

ARTICLE XV
ROBERT'S RULES OF ORDER

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.