

BYLAWS OF THE MUSEUMS ASSOCIATION OF MONTANA

ARTICLE I: ASSOCIATION NAME:

The name MUSEUMS ASSOCIATION OF MONTANA (herein MAM or Association) shall be used as the name of the incorporated group organized for the purpose of studying the problems of the museums of Montana, suggesting better coordination between such museums, encouraging the cataloging of the contents of all Montana museums, developing the full educational potentials of such museums, promoting communication among the museums and with the general public, and for other purposes.

ARTICLE II: MEMBERSHIP:

A. Museum Membership:

Museum members of MAM shall be all nonprofit museums that indicate a desire to be affiliated with the Association in the promotion of its objectives and purposes and who pay dues according to Article VII of these bylaws. Museum Members of MAM shall uphold the rules, mission and bylaws of the Association. Membership shall entitle each member museum to benefits as determined by the Board of Directors. Each Museum Member of MAM is entitled to one vote, to be cast by a representative of the member institution. A person voting as a representative of a Museum Member of MAM may not cast an additional vote as an individual member.

B. Individual Membership:

Individual members shall be all persons interested in the same objectives and purposes of the Association, and who pay dues according to Article VII of these bylaws. Individual members shall uphold the rules, mission and bylaws of the Association. Individual members shall be entitled to benefits as determined by the Board of Directors. Each individual member is entitled to one vote. A person voting as an individual member may not cast an additional vote as a representative of a Museum Member.

C. Business Membership:

Business members shall be any organization other than a nonprofit museum which is interested in the same objectives and purposes of this organization, and who pays dues according to Article VII of these bylaws. Business members agree to uphold the rules, mission and bylaws of the Association. Individual representatives of business members may take part in any debate on the floor of any meeting of the Association, but may not vote.

ARTICLE III: GOVERNING BODY:

A. Title and composition

The governing body of this Association shall be known as the Board of Directors. The Board shall consist of thirteen (13) voting members of the Association. The Board of Directors shall as much as possible be representative of all geographic areas in the state of Montana, and of the size and discipline of the museum members. The Board of Directors shall include an Executive Committee as described in Article IV of these bylaws. Fifty percent (50%) of the members of the board shall constitute a quorum.

B. Duties and powers

The Board of Directors shall follow the dictates of the Association members as shown by ballot, and

shall set the policies of the Association.

The Board of Directors shall have the power to conduct and manage the affairs of the Association and to make rules not inconsistent with the bylaws of the Association nor inconsistent with the laws of the State of Montana or the Nation for guidance of employees and agents in the management of the Association, and shall further have the power to appoint and remove all employees and prescribe their duties and compensation.

The Board of Directors shall have the power to solicit funds from affiliated associations, private persons, corporations and any group or organization the Board deems proper; and to incur indebtedness on the terms and in the amounts it considers proper to promote the objectives of said Association. If indebtedness is incurred, the terms and amounts shall be entered in the minutes of the next meeting of the Board of Directors or Executive Committee. Any note or obligation given for said indebtedness shall be valid if signed by the Treasurer and President of said Association. A statement of all receipts and disbursements shall be made to the Board of Directors for its acceptance or rejection. A report of the Board of Directors' action shall be made to the membership at the annual meeting.

The Board of Directors shall meet three times annually or as agreed by the Board of Directors. One of these meetings shall coincide with the Association's annual conference. Additional meetings of the Board of Directors may be called by the President, Vice-President, or any three Directors, provided at least 10 days advance notification is given and a statement of business to be covered is made. Board members are expected to attend all meetings. If a board member misses three consecutive meetings he/she will be excused from service on the board. Members of the Association may attend Board of Directors meetings but may not vote on Board business.

The Board of Directors shall appoint an Association member to serve as a delegate to the Mountain-Plains Museums Association and/or other professional organizations as deemed necessary. Such appointee shall serve as a representative of MAM and shall report regularly to the Board of Directors on their activities.

C. Election, terms of office, vacancy

A nominating committee shall be appointed by and report to the Board of Directors. A verbal report shall be made by the committee at the annual meeting of the membership.

The slate of nominations for the Board of Directors will be presented to the membership for election at the annual meeting. The President will then call for further nominations from the floor. Members of the Board of Directors shall be elected by the members present at the annual business meeting of the Association.

Board members shall serve a three (3) year term. In the event of a vacancy during the term of any officer or director, the remaining members of the Board shall have the power to fill the vacancy by appointment. The person appointed shall complete the vacated term of office and may then run for a full term.

ARTICLE IV: EXECUTIVE COMMITTEE

A. Composition, powers, election

The Executive Committee shall consist of the elected officers of the Association. The elected officers shall be President, Vice-President and Secretary/Treasurer. In the case of pressing matters relating to the governance of the Association and in which case the entire Board is unable to meet in person or by other means, the Executive Committee shall have the power to act on behalf of the full

Board of Directors. A report of the Executive Committee's action will be made to the Board at their next meeting following the Executive Committee's action.

Officers will be nominated from the members of the Board and elected by the Board at their meeting most closely following the completion of the slate. Newly elected officers will be announced to the membership in a timely manner. Newly elected officers shall assume office at the next official board meeting following their election. Officers shall serve for a term of two years or until their successors are elected.

B. Duties Of Officers

President

The President shall preside at all meetings, shall sign in writing all contracts and instruments which shall first have been approved by the Board of Directors, shall carry out all mandates of the Executive Committee or Board of Directors to the best of his/her ability, and shall serve as the official representative of the Association.

Vice-President

The Vice-President shall act as President in the President's absence. The Vice-President will coordinate activities with the chairperson of each standing committee.

Secretary/Treasurer

The positions of Secretary and Treasurer may be combined in one person or served by two individuals, as resources allow and as approved by the Board of Directors.

Secretary

The Secretary shall keep a full and complete record of all proceedings and meetings of the Membership, the Board of Directors and the Executive Committee. He/she shall read minutes of the Executive Committee to the Board of Directors and ask for approval of such minutes, noting the Board of Directors' action and the date of such action on such minutes. He/she shall report the Board of Directors' minutes to the membership and ask for approval of such minutes, noting membership action and date of action on same.

Treasurer

The Treasurer shall receive and safely keep all funds received by the Association, and shall deposit the same to the credit of the Association in a bank or banks as designated by the Board of Directors. Such funds shall be paid out only by check of the Association, signed by the Treasurer and President. Any expenditure of over \$500.00 is to be paid only upon approval of the Board of Directors. All bank statements shall be promptly reconciled by the Treasurer and a quarterly report made to the Board. An annual report of all financial activity during the most recent fiscal year shall be made to the general membership at the annual meeting. The Treasurer shall cooperate fully with financial auditors.

ARTICLE V: ANNUAL MEETINGS:

The annual meeting and conference of the members shall be held in the spring of the year. The Executive Committee may by resolution change the date of said meeting by giving thirty (30) days written notice thereof to the members.

ARTICLE VI: STANDING COMMITTEES:

Standing Committees shall include Annual Conference, Nominating, and Finance & Development. Other committees may be appointed as determined by the Board of Directors. Committee members may be appointed from the Board of Directors or the general membership. Committees will report to the Board of Directors.

Duties

Annual Conference Committee: Work with local conference coordinator(s) and Board of Directors to plan and execute annual conference. Report to Board as plans develop and following annual conference.

Nominating Committee: Work with Board of Directors to identify and contact individuals willing to run for upcoming Board vacancies. Prepare and present slate of nominees to Board of Directors; prepare and present ballots to members at annual meeting. Count ballots and announce results of election.

Finance & Development: Work with Treasurer and Board of Directors to assure appropriate and timely management of Association funds. Identify and address fundraising opportunities; work with Association Coordinator or other staff to apply for and implement grants or other monies. Arrange for and assure completion of annual financial audit and its dissemination to the Board, Association members, and appropriate state and/or federal agencies.

ARTICLE VII: FINANCES:

Membership dues will be set by the Board and collected annually. Contributions shall be accepted from all persons, corporations, associations, clubs, and others as approved by the Board of Directors or its Officers. Additional funding opportunities may be sought as needed.

ARTICLE VIII: ETHICS:

The Association will follow the dictates of the American Association of Museums Code of Ethics and will encourage members of the Association to do the same.

ARTICLE IX: AMENDMENTS:

Amendments to these Bylaws may be proposed at any meeting of the Board of Directors by any member of the Association. Proposed amendments must be approved by a 2/3 vote of all Directors before being carried to the annual business meeting. Amendments must be approved by a majority of members in good standing at the annual meeting.

Adopted: 14 August 1967

Revised: May 1975; 30 April 1982; 26 April 1986; 24 April 1987; 5 May 1990;

7 May 1992; 12 April 1996; 27 April, 2002; 9 March 2007