

**MISSOURI ASSOCIATION FOR MUSEUMS AND ARCHIVES
BY-LAWS**

**ARTICLE I
Name and Location**

The name of this organization shall be the Missouri Association for Museums and Archives, hereinafter referred to as the Association.

The principal place of business shall be designated by the Association Board.

**ARTICLE II
Purpose and Definition**

Section 1

The purpose of the Missouri Association for Museums and Archives, a non-profit Missouri Corporation, is to encourage communication, cooperation and collaboration among museums, archives, historical societies, historic sites, libraries, and all related organizations and persons who desire to affiliate with said organization in the State of Missouri.

Section 2

A statewide membership organization, the Association serves its members by:

- A. Publishing a newsletter to improve communication among members within the State of Missouri, or outside, on matters relating to these institutions and the communities they serve;
- B. Serving as a clearing house for information among Association members to encourage communication and promote inter-institutional collaboration through electronic discussion lists, social media, a website, an annual meeting, workshops and other educational activities;
- C. Promoting professional standards and practices by sponsoring workshops, seminars and other educational opportunities;
- D. Cooperating with other professional, museum, archival and historical organizations and associations within or outside the state of Missouri;
- E. Advocating the value and interests of the museum and archives community to other parties within the state of Missouri and nationally.

Section 3

For the purposes of this Association, a museum is defined as an organized and permanent non-profit institution, essentially educational or aesthetic in purpose, with professional paid or unpaid staff, which owns and utilizes tangible objects, cares for them, and exhibits them to the public on some regular schedule. For the purposes of this Association, a museum is also defined as a nature center, science-technology center, zoo, arboretum, aquarium, planetarium, historic site, or other such institutions not necessarily utilizing and exhibiting tangible objects, but defined in the professional accreditation guidelines of the American Association of Museums for such institutions essentially educational in nature.

Section 4

For the purposed of this Association, an archives is defined as materials created or received by a person, family, or organization, public or private in the conduct of their affairs and preserved because of the enduring value contained in the information they contain or as evidence of the functions and responsibilities of their creator. The term “manuscript repository” can also be used to distinguish an organization that collects papers from an agency that collects the records of its parent organization.

ARTICLE III
Memberships

Section 1

Membership shall be open to all individuals and institutions that have an interest in or desire to affiliate with the Association and the purposes that it represents.

A. Individual Membership shall be on an annual basis to each person who pays their annual dues as established by the Board, and desires an active role in the purposes and programs of the Association. Individual members residing in the state of Missouri shall have the right to hold office and vote in all matters pertaining to the business of the Association, including the election of its officers.

B. Institutional Membership shall be on an annual basis to any organization, institution or museum-related group within the state of Missouri that pays institutional dues as established by the Board, and desires an active role in the Association’s purposes and programs. Such organization, or group, is entitled to designate one person to vote and exercise the same rights and privileges as an individual member.

C. Corporate Membership shall be on an annual basis to any legal business or foundation with an expressed interest in Association’s purposes and programs that pays dues as established by the Board.

D. Honorary Membership may be granted to any person who substantially aids the advancement of the Association by reason of special talent, outstanding contribution, or exemplary service. Honorary membership may be granted by majority action of the members in regular meeting. Honorary membership, when granted, is life-long and entitles such persons to the same rights and privileges as an Individual member, except holding office.

Section 2

Members shall be assessed annual dues, as established by the Board, payable to the Association annually on the anniversary of original membership. All dues structures and terms of membership shall be determined by a majority vote of the Board at a regularly scheduled Board meeting.

Section 3

Membership in any category may be revoked due to unethical or unprofessional conduct. A two-thirds majority vote of active Association members is required.

ARTICLE IV
Officers and Governance

Section 1

The direction of the Association shall be vested in a Board. The Board shall be composed of the President, Vice-President, Secretary, Treasurer, and nine to eleven additional members in good

standing, elected at annual meetings. The Board shall conduct the business and affairs of the Association between the annual meetings of the membership. Members of the Board shall serve without compensation but may be reimbursed for actual expenses incurred in the performance of their duties. The Board shall physically meet at least three times yearly (one time may be in conjunction with the annual meeting). For the purposes of conducting business, the presence of seven Board members shall constitute a quorum. The President shall call a meeting upon a written request of the majority of the Board.

Section 2

Except as otherwise provided in these bylaws, each Board member or officer shall serve a two-year term, being able to consecutively succeed himself or herself only once. Members may serve a total of four terms, with no more than two successive terms in any single position. Any officer or board member who fails to attend three successive meetings without justification shall be considered to have resigned their position.

Section 3

The President shall be the principal executive and shall be responsible to the Board for the supervision of the business of the Association, including presiding over the annual meeting and board meetings. He or she shall also provide professional representation to other museums and professional groups during the year and shall be responsible for maintaining a continued program of cooperation with such groups or designate representation, as he/she deems desirable. The President may appoint committees and their chairs and shall be an ex-officio member of all committees, except the nomination committee. The President or appointed delegate shall have the authority to apply for and accept donations, grants, and contributions of materials or services necessary for conducting the official business of the Association.

Section 4

The Vice-President shall cooperate with the President in maintaining an active program of communication with the membership and such other groups as the president may direct. He/she shall serve as the program coordinator for the annual meeting or special meetings. He/she shall perform the duties of President in his or her absence and shall act in an advisory capacity to the President. The Vice-President shall serve as the organization's Ombudsman, acting as intermediary between the organization and its internal and external constituencies.

Section 5

The Secretary shall keep the minutes of all business meetings of the Board and Association. He/she will assist the President and the Board in any practicable and shall perform such duties as specified in the by-laws or assigned by the Board. The Secretary shall keep the official records of the Association and be responsible for depositing all of the above records with the official archival repository – The State Historical Society of Missouri, Collection CA5823.

Section 6

The Treasurer shall handle all funds and financial reports and shall report on all receipts and disbursements at the annual meeting. The Treasurer is authorized to pay regularly accrued bills and budgeted expenses without special approval of the Board. All other expenses must be authorized by the Board and expenses must be documented with receipts. The Treasurer shall assure that all financial records will be audited yearly by two members of the Association appointed by the President, and said audit shall be presented at the annual meeting.

Section 7

The immediate past president of the Association shall serve as an Ex-officio member of the Board for one year following his/her term of office. He/she serves in an advisory capacity to the incumbent president.

Section 8

Seven Board members are elected as regional representatives. Regional Board members shall report on the activities in their region at regular Board meetings and in the Association newsletter. Regional representatives shall also report on Board activities to their respective regions. (See Addendum "A" for definition of regional boundaries.)

Section 9

Two to four Board members are elected at-large. Members at-large shall serve the needs of the statewide membership in accordance with the policies of the Association.

Section 10

The Board may, at its discretion employ an individual(s) to administer the affairs of the Association, to direct the on-going programs, and to develop new ones with the advice and consent of the Board. The individual(s) will report to the President and the Board will serve as a human resources committee.

ARTICLE V Elections

Section 1

Officers and Board members must be individual members or institutional representatives of the Association in good standing who reside or work in the state of Missouri. They shall be elected at annual meetings by a majority of the membership present and voting. In the event no annual meeting is held, the Board may vote to conduct an election by other means that will ensure that all voting members have an equal chance to vote.

Section 2

All officers and Board members shall serve a maximum of four consecutive terms with no more than two full terms in any single position. The President must have previous service on the Board.

Section 3

The Officers and Board members shall assume the duties and privileges of their office at the conclusion of the annual meeting at which they are elected.

Section 4

A Nominating Committee composed of three members, at least one of which is not a current Board member, shall be appointed by the President at least three months prior to the election to prepare a slate of officers composed of President, Vice-President, Secretary, Treasurer, and Board members, as the terms of office require. The Committee will present its slate to the Board at least forty-five days prior to the election. Written notice of the slate will be sent to all members at least thirty days prior to the election. Unless no annual meeting is held, the slate of candidates shall be presented at the annual meeting. Nominations from the floor may be made following the nominating committee's report. If no annual meeting is held, notices of the slate must still reach each voting member at least 30 days prior to the election. Unless making a nomination from the annual meeting floor, members will be allowed 15 days from the date the written notice of the slate that was sent to the membership to respond to the Board with additional nominations. If additional nominations are accepted by the Board or Nominating Committee, they will be included on the final slate without an additional notification to the membership.

Section 5

Any vacancy in the Board, for any reason, shall be filled by Presidential appointment; or, if the Presidency is vacant, by a majority vote of the Board.

Section 6

Effective upon the adoption of this section, and in the interest of maintaining organizational continuity, Board members shall be elected in the following manner:

- A. At the first annual meeting after adoption of this section, the President, Vice-President, the regional Board members from the Kansas City, Northeast, Southeast, and Southwest regions and one or two at-large Board members shall be elected to two-year terms; and the Secretary and Treasurer, and all other Board regional representative members (St. Louis, Central, and Northwest), as well as one or two at-large Board members shall be elected to one-year terms.
- B. At the second annual meeting after adoption of this section, the terms of Board members elected to one-year terms shall expire, and those positions shall be filled for two-year terms.
- C. At the third annual meeting after adoption of this section, the terms of Board members elected to two-year terms as provided in Subsection A shall expire, and those positions shall be filled for two years.
- D. Thereafter, all Board members shall be elected at annual meetings, on an alternating basis, to two-year terms.

ARTICLE VI Annual Meeting

Section 1

An annual meeting shall be held, and the Annual Meeting Committee, with the approval of the President, shall designate the date, time and location. A written notice indicating the time and location shall be sent to all members at least thirty days prior to the meeting. The meeting shall include a business meeting of the Association to report to the membership at large.

Section 2

The quorum required to pass any act of business at an annual meeting, other than amendments of the by-laws, shall constitute a majority of the members in attendance.

ARTICLE VII Committees

Section 1

The President may appoint committees and their chairs and shall be an ex-officio member of all committees, except the nomination committee. The chair of each standing committee, excluding the Nominating Committee, may appoint as many members of the committee as necessary, unless otherwise charged by the President. Committee members do not need to be members of the Board but must be members in good standing with the Association. The chair of each committee may serve as ex-officio members of the Board. The President shall charge each committee with its special duties, unless defined in Article V of these by-laws.

Section 2

There shall be the following standing committees of the Association: Membership, Media/Advocacy, Publications, Nominating, and Annual Meeting. The President may appoint such special and ad-hoc committees as are necessary or appropriate.

Section 3

The chair of the Membership Committee shall serve as Membership Coordinator and shall be appointed by the President with the approval of the Board for a period of two years and may serve successive terms. The Membership Committee will assist in handling of the membership and proposing changes to the membership fee structure and/or terms of membership.

Section 4

The chair of the Media/Advocacy Committee shall serve as Media/Advocacy Coordinator and shall be appointed by the President with the approval of the Board for a period of two years and may serve successive terms. The Media/Advocacy Committee will coordinate public announcements, press releases, and advocacy efforts.

Section 5

The chair of the Publications Committee shall serve as the Newsletter Editor and shall be appointed by the President with the approval of the Board for a period of two years and may serve successive terms. The Committee shall be responsible for distributing periodic newsletters as directed by the Board. Regional representatives to the Board shall assist the newsletter editor by providing information from their region of the state.

Section 6

A Nominating Committee, as discussed in Article V Section 4, shall be appointed by the President each year prior to annual elections.

Section 7

The President shall appoint an Auditing Committee at least three months prior to the annual meeting. The Committee will consist of three members, at least one from the Association membership at large and at least one Board member.

Section 8

Any Committee Chair may serve as an ex-officio member of the Board.

Section 9

The President will form an Annual Meeting Committee no later than nine months before the annual meeting.

Section 10

A group of five or more individual Association members may apply for the status of Professional Interest Committee (PIC) through the Association Board. Such a group must identify a Chair who will be responsible for ongoing communication with the Board. Applicants must include a brief mission statement and why it will benefit the Association and its members.

ARTICLE VIII Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31.

ARTICLE IX
Restrictions

Section 1

No substantial part of the Associations activities shall be devoted to attempts to influence legislation. The Association shall not take part in political campaigns on behalf of or in opposition to any candidate for public office; not engage in any activity which would classify it as an "Action" organization within the meaning of the Internal Revenue Code, Section 501(c)(3). Any activity that would disqualify the Association for such exemption is strictly outside its purposes and powers.

Section 2

No part of the income or assets of the Association shall inure to the benefit of or be paid to any individual, and no individual shall receive any monetary benefit from the operation of the Association other than reasonable remuneration for goods and services rendered.

ARTICLE X
Dissolution

In the event that the Association shall at some time in the future either find it necessary or deem it advisable by the vote of two-thirds of the membership to cease operations and otherwise terminate its existence, any remaining property and assets shall be distributed according to the laws of the state of Missouri. The provisions for the distribution of assets on dissolution or final liquidation shall be to pay to the extent of the Association's assets, the liabilities of the organization, and to dispose of the remaining assets of the Association to a Missouri organization(s), operated exclusively for educational purposes as that shall at the time qualify as an exempt organization(s) under section 501(c)3 of the Internal Revenue code (or corresponding provision of any future United States revenue law), as determined by the Board.

ARTICLE XI
Indemnity

All members of the Board and other such persons as the Board may designate shall be indemnified and held harmless from all claims made by third persons by reason of acts or omissions of the members or other designated persons done in the scope of the business of the Board.

ARTICLE XII
Amendments

These by-laws may be altered or amended by the affirmative vote of two-thirds of the membership present at the annual meeting or at any regular or specially called meeting of the membership with the proposed alteration or amendment being sent in writing to the entire membership not less than thirty days prior to the meeting. A vote may also be conducted by mail or electronic ballot.

ADDENDUM A

Area Representative Boundaries by Missouri County Lines

Seven Regions: Northwest, Southwest, Central, Northeast, Southeast, Kansas City, and St. Louis

