

By-Laws of PA Museums

Approved January 10, 2012

Article I – Name

Section 1. The name of this Association shall be PA Museums and it shall be incorporated as a non-profit association under the laws of the Commonwealth of Pennsylvania.

Article II – Purpose

Section 1. The mission of PA Museums (hereafter referred to as “PAM” or “Association”) is to advance museum services in the Commonwealth of Pennsylvania, to promote the welfare and better administration of museums, arboretums, zoos, historical societies, science centers and similar organizations, and to foster a continuing improvement in the qualifications and practices of museum professionals by:

- a) aiding in the improvement of museums for the collection, preservation, research, exhibition and interpretation of the works of man and nature;
- b) acting, at the state level, as an information consultant and as a clearinghouse for information of interest to museums and museum professionals;
- c) promoting, supporting and developing museum training programs;
- d) advancing among museum employees the observance of high standards of ethical conduct and professional practice;
- e) extending job placement assistance to individuals and institutions;
- f) acting as a spokesman for the museum community in the Commonwealth of Pennsylvania, with a view to protecting and/or furthering its interests;
- g) co-operating with other associations, regional, national and international;
- h) contributing to the public understanding of the functions of museums.

Article III – Members

Section 1. Institutional Membership: Institutional Members of the Association shall be all nonprofit organizations that indicate a desire to be affiliated with PAM in the promotion of its objectives and purposes and who pay dues according to Article IV of these by-laws. Institutional Members shall uphold the rules, mission and bylaws of the Association. Membership shall entitle each member organization to benefits as determined by the Board of Directors. Each Institutional Member is entitled to one vote, to be cast by a representative of the member organization. A person voting as a representative of an Institutional Member may not cast an additional vote as an individual member.

Section 2. 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 IV of these bylaws. Individual Members shall uphold the rules, mission and by-laws 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 an Institutional or Business Member.

Section 3. Business Membership: Business Members shall be any organization other than a nonprofit which is interested in the same objectives and purposes of the Association, and who pays dues according to Article IV of these bylaws. Business Members agree to uphold the rules, mission and by-laws of the Association. Each Business Member is entitled to one vote, to be cast by a representative of the member business. A person voting as a representative of a Business Member may not cast an additional vote as an individual member.

Article IV – Finances

Section 1. 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 V – Ethics

Section 1. PA Museums 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 VI – Governing Body

Section 1. The governing body of this Association shall be known as the Board of Directors. The Board shall consist of at least twelve (12) but no more than eighteen (18) members plus two voting *ex officio* members: 1) the Executive Director of the Pennsylvania Historical and Museum Commission, and 2) a representative of APACHS (Alliance of Pennsylvania County Historical Societies). The Board of Directors shall, as much as possible, be representative of all geographic areas in the Commonwealth of Pennsylvania, and of the size and discipline of the Institutional Members. The Board of Directors shall include an Executive Committee as described in Article VII of these bylaws. Fifty percent (50%) of the members of the Board shall constitute a quorum.

Section 2. The Board of Directors shall follow the dictates of the Association members as shown by ballot, and shall set the policies of the Association.

- a) The Board of Directors shall have the power to conduct and manage the affairs of PAM and to make rules not inconsistent with the by-laws of the Association nor inconsistent with the laws of the Commonwealth of Pennsylvania 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 the Executive Director and prescribe their duties and compensation.

- b) 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 report of the Board of Directors' actions shall be reported to the membership.
- c) The Board of Directors shall meet four 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 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. Members of the Association may attend Board of Directors meetings but may not vote on Board business.
- d) The Board of Directors may appoint an Association member to serve as a delegate to other professional organizations as deemed necessary. Such appointee shall serve as a representative of PAM and shall report regularly to the Board of Directors on their activities.
- e) The Board of Directors may meet to discuss and decide upon confidential Association matters in Executive Session. Confidential matters may include discussions of personnel matters, legal matters and other matters of a confidential nature.

Section 3. Board members shall be elected by and from the membership of PAM at its annual meeting. The nomination process shall be as follows:

- a) A Nominating Committee of the Board of Directors shall prepare and submit the slate of nominations for the Board to the Board of Directors no later than its meeting which is 75 days or more in advance of the annual meeting.
- b) PAM membership shall be advised of such nominees no later than 60 days prior to the date of the annual meeting.
- c) Additional nominees may be placed on the ballot by a petition signed by twenty-five (25) members in good standing, provided it is received in the Association's office not less than thirty (30) days prior to the annual meeting.
- d) Voting at the annual meeting shall be by simple majority voice vote. In the event of a contested election, voting shall be by single paper ballot cast by individual members and designated institutional representatives.

Section 4. Directors shall serve for a term of three (3) years, with four (4) to six (6) Directors elected each year. However, no Director who has served three (3) consecutive terms shall be eligible for re-election until the expiration of one (1) year from the termination of his or her third three-year term. Directors shall serve until their successors are duly elected and qualified.

Section 5. Vacancies on the Board of Directors caused by death, resignation or otherwise may be filled by election by the Board of Directors for the unexpired terms of such vacancies. If a Director shall fail to attend three (3) successive meetings of the Board of Directors, unless prevented by illness or necessary absence, the Board of Directors may declare his or her office as director vacant.

Article VII – Executive Committee & Officers

Section 1. The Executive Committee of PAM shall consist of the elected officers of the Association. The elected officers shall be President, Vice-President, Secretary and 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.

Section 2. Officers will be nominated from the members of the Board of Directors and elected by the Board at their meeting most closely following the annual meeting of the Association, from a slate prepared and submitted by the Nominating Committee. Additional nominations may be made from the floor by any sitting Director. Newly elected officers will be announced to the membership of the Association in a timely manner. Newly elected officers shall assume office at the next official board meeting following their election. Officers shall be limited to two (2) consecutive terms of the same office or until their successors are elected. Vacancies in any office caused by death, resignation or otherwise shall be filled by election by the Board of Directors to fill the unexpired terms of such vacancies.

Section 3. The duties of the Association's officers are as follows:

- a) 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.
- b) The Vice-President shall act as President in the President's absence. The Vice President will assist in the coordination of activities with the chairperson of each standing committee.
- c) 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 present the 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' actions to the membership.
- d) The Treasurer shall oversee financial management practices, insuring that the Directors understand the financial situation of the Association and may carry out other such duties as the Board may assign. The Executive Director shall be responsible, under the Treasurer's oversight, for depositing funds of the Association in a bank or banks as designated by the Board of Directors. Such funds shall be paid out by

approval and signature of the Executive Director. Any expenditure of over \$2,500.00 is to be paid only upon approval of the Executive Committee. The Treasurer shall cooperate fully with financial auditors. The Executive Director shall provide all bank statements, reports, and checks to the Treasurer monthly for review.

Article VIII – Standing Committees

Section 1. In addition to the Executive Committee outlined in Article VII, Standing Committees of the Association shall include Nominating and Finance & Development. The duties of these Committees are as follows:

- a) The Nominating Committee works with the 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; and count ballots and announce results of election. The Nominating Committee will annually present a slate of officers to be considered by the Board of Directors at the meeting that next follows the annual meeting.
- b) The Finance & Development Committee works with the Treasurer and Board of Directors to assure appropriate and timely management of Association funds; identify and address fundraising opportunities; work with PAM's Executive Director or other staff to apply for and implement grants or other monies; and arrange for and assure completion and dissemination of an annual financial audit or review.

Section 2. The President may convene additional committees and task forces as may be desirable or necessary to implement the objectives of the Association. The President shall then appoint a chair and a vice-chair for each such committee and task force. Committee members may be appointed from the Board of Directors or the general membership.

Section 3. All committees and/or task forces will report to the Board of Directors. The President and PAM's Executive Director shall be *ex-officio* members of all committees and/or task forces, the Executive Director without a vote.

Article IX – Meetings, Notices, Quorums

Section 1. Meetings of the Membership:

- a) The annual meeting of PA Museums shall be held at a time and location to be determined by the Board of Directors.
- b) Special meetings of the members may be called by the President at any time or place, or shall be called upon written request of twenty-five (25) members.
- c) Notice of all annual and special meetings shall be given by mail or email to each member at least fifteen (15) days prior to such meetings.
- d) Thirty (30) current members and/or designated institutional representatives shall constitute a quorum.

Section 2. Meetings of the Board of Directors:

- a) Regular meetings of the Board of Directors shall be held a minimum of four (4) times per year at a time and place to be designated by the Board of Directors.
- b) Special meetings of the Board of Directors may be called by the President at any time and place, or shall be called upon the written request of three (3) directors.
- c) Notice of all regular and special meetings of the Board of Directors shall be given by mail or email to each director at least ten (10) days prior to such meetings. For special meetings, such notice shall state the purpose thereof.
- d) In the event that a director cannot physically or electronically attend a meeting, absentee or proxy voting procedures shall be as follows:
 - i. In the event that a director is not available via phone during the actual meeting, nor has made arrangement for proxy voting, an email will be sent by the Board President (or his/her designee) following the meeting asking for an electronic vote. The absentee director may then cast his or her vote via email to the Board President (or his/her designee) within 24 hours. This section shall only apply for meetings where a quorum is not present.

Article X – Executive Director and Staff

Section 1. Executive Director

- a) The Board of Directors may employ an Executive Director upon such terms and conditions as it deems proper.
- b) The Executive Director shall be responsible for conducting the affairs of the Association within the policies prescribed by the members of the Board of Directors.
- c) The Executive Director shall be a non-voting *ex officio* member of the Board of Directors.
- d) The Executive Director shall be responsible for financial operations of the Association under the oversight of the Treasurer.

Section 2. Staff

- a) The Executive Director shall, within the policies prescribed by the Board of Directors, employ and direct the work of all members of the staff of the Association.

Article XI – Indemnification of Officers and Directors

Section 1. To the fullest extent permitted by the laws of the Commonwealth of Pennsylvania, as they exist on the date hereof or as they may hereafter be amended, the Association shall indemnify any person (the “Indemnitee”) who was or is involved in any manner

(including, without limitation, as a party or witness) in any threatened, pending, or completed investigation, claim, action, suit, or proceeding by or in the right of the Association to procure a judgment in its favor (a "Proceeding"), or who is threatened with being so involved, by reason of fact that he or she is or was a director or officer of the Association or, while serving as director or officer of the Association, or is at the request of the Association also serving as a director, officer, employee, volunteer, or agent of another corporation, partnership, joint venture, trust, other enterprise, against all expenses (including attorney's fees), judgments, fines, penalties, excise taxes, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with such Proceeding, provided that there shall be no indemnification hereunder with respect to any settlement or other non-adjudicated disposition of any threatened or pending Proceeding unless the Association has given its prior consent to such settlement or disposition. The right of indemnification created by this Article shall inure to the benefit of heirs and legal representatives of an Indemnitee and shall be applicable to Proceedings commenced or continuing after the adoption of this Article, whether arising from acts and omissions occurring before or after such adoption. No amendment, alteration, change, addition, or repeal of or to these By-Laws shall deprive any Indemnitee of any rights under this Article with respect to any act or omission of such Indenture occurring prior to such amendment, alteration, change, addition or repeal.

Article XII – Limitation of Liability of Directors

Section 1. To the fullest extent permitted by the Corporate Directors Liability Act as enacted in the Commonwealth of Pennsylvania (Act of Nov. 28, 1986, P.L. 1458, No. 145) as the same exists or may hereafter be amended, a Director of this Association shall not be personally liable for monetary damages of any action taken or any failure to take action unless such action or inaction constitutes both:

- a) A breach or failure to perform his/her duties in compliance with the standards of fiduciary care prescribed in the Director's Liability Act; and
- b) Self-dealing, willful misconduct, or recklessness.

However, the aforementioned limitation of liability will not apply to:

- a) The responsibility or liability of a director pursuant to any criminal statute; or
- b) The liability of a director for payment of taxes pursuant to local, state, or the federal law.

Article XIII – Dissolution

Section 1. In the event of the dissolution of PA Museums, either by operation of the law or action of the Board of Directors, after payment of all creditors, its assets shall be distributed to a non-profit corporation in the Commonwealth of Pennsylvania that shall have as its purpose goals similar to those of PA Museums and which shall have been qualified as tax-exempt under Section 501 (c) 3 of the United States Revenue Code.

Article XIV – Amendments

Section 1. These By-Laws may be amended by affirmative vote of two-thirds of the persons present and voting at a duly convened regular or special meeting of the Board of Directors.

Section 2. A statement of the proposed amendment to the By-Laws shall be set forth in a notice of the meeting distributed to sitting members of the Board of Directors at least ten (10) days prior to such meeting.