



# Illinois Association of Museums By-Laws

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## **Article I: Name**

The name of this organization shall be the Illinois Association of Museums.

## **Article II: Principal Office**

The Association shall have and continuously maintain in the state of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices, as the Board of Directors may from time to time determine.

## **Article III: Purpose and Powers**

### **Section 1:**

The Association is an Illinois not-for-profit organization, organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

### **Section 2:**

The Association shall offer services, programs and a network that promotes excellence in museums, assists museums in the achievement of best practices, disseminates knowledge to and about museums, and advances the field to institutions in Illinois that share goals relating to preservation and interpretation of history, prehistory, natural and built environments, and social, scientific, cultural and/or artistic endeavors.

## **Article IV: Membership and Dues**

### **Section 1: Membership**

Memberships of individuals and organizations shall be of such categories and such dues as shall be established by the Board of Directors of the Association.

## **Article V. Officers, Board Members and Ex-Officio Appointments**

### **Section 1. Board of Directors**

The direction of the Illinois Association of Museums shall be vested in a Board of Directors. Members of the Board shall serve without compensation but may be reimbursed for actual expenses incurred in the performance of their duties.

Board members must be members of the Association as well as their institutions if currently employed.

The Board of Directors shall be made up of 18 voting Directors who are elected to serve three year terms with a maximum of four consecutive terms and 3 ex-officio members for a total of 21 voting members. Board Members shall be elected in classes of seven every three years. The Nominating Committee will be responsible for recruiting potential Directors.

### **Section 2. Ex-Officio Board Members**

The ex-officio Directors shall include the Director, or designated representative, of the Abraham Lincoln Presidential Library and Museum (ALPLM); the Director, or designated representative, of the Illinois State Museum (ISM), and the Director, or designated representative, of Museums in the Park (MIP). All ex-officio directors are voting members of the Board but may not hold elective office.

### **Section 3. Officers**

Officers shall be elected from the Directors and shall consist of a President, Vice President, Secretary, and Treasurer who comprise the Executive Committee and who shall be elected for terms of 2 years. The Immediate Past President is not an officer but shall serve in an advisory capacity to the Executive Committee only. Officers may serve a maximum of 4 consecutive terms as officers with no more than 2 full terms in any single position. Upon recommendation of the nominating committee and approval of the Board, the term of the President may be extended for an additional 2 year term. The Nominating Committee will be responsible for recruiting potential Officers.

### **Section 4: Meetings**

The Board of Directors shall meet at least four times yearly to discharge their responsibilities as given in these by-laws. As desired by the Board, these meetings may be in person or by phone (including but not limited to participation by audio and/or video-conferencing, by telephone and/or computer network transmissions) or such other means as are reasonably available for usage. Directors unable to attend in- person meetings may participate by electronic means

### **Section 5: Special Meetings**

Special meetings of the Board may be called by the President in situations where time is of the essence and a specific action is required. Attendance at special meetings may be in person or through electronic means reasonably available for usage. Only motions that are specified by topic in the notice of the special meeting may be considered and voted upon by the Board at a special meeting.

### **Section 6: Quorum, Process, and Voting**

For the purposes of conducting business, the presence of eight voting Board members shall constitute a quorum at either a regular or special Board meeting. At least one officer must be

present at any meeting of the Board. Departure of directors from any meeting shall not cause the failure of a duly constituted quorum at that meeting. The Board shall act by a majority vote of the Directors at a duly called meeting of the Board or through such other ways specified by law. Except as it conflicts with explicit provisions of these by-laws, the current edition of Robert's Rules of Order shall govern procedure at regular or special meetings of the Board.

### **Section 7: Notice of Meeting**

Notice of a duly called regular meeting of the Board shall be given at least seven days in advance. Notice of special meetings will be given as soon as reasonable to do so, with the subject of the meeting clearly identified.

### **Section 8: President**

The President shall be the principal executive officer and shall be responsible to the Board of Directors for the general supervision of the business of the Association. The President shall preside at all meetings of the Board of Directors and at all meetings of the membership of the Association.

### **Section 9: Vice-President**

The Vice-President shall, in the absence, resignation, or incapacity of the President, assume the duties of the President.

### **Section 10: Secretary**

The Secretary shall be responsible for the keeping of the accurate record of the minutes of all meetings of the Association and of the Board of Directors. The Secretary shall also oversee and ensure proper management of all records of the organization.

### **Section 11: Treasurer**

The Treasurer shall oversee and ensure proper management of all funds and securities of the association. The Board of Directors may employ one or more persons for the purpose of managing the day-to-day financial operations of the Association and to do and perform such additional duties as the Board of Directors may authorize.

### **Section 12: The Board may appoint a paid Executive Director or Administrative Assistant.**

The Executive Director, if appointed, shall be the chief operating officer of the association and shall be responsible for and have supervisory power over the day to day activities of the Association. The Executive Director shall appoint, discharge and determine the compensation of other staff personnel consistent with the approved budget. When appropriate, the Executive Director shall bring matters affecting the Association to the attention of the Board and shall keep the Board informed to meet its policy making and governance responsibilities. The Executive Director shall implement the resolutions and policies of the Board and shall execute the contracts and agreements in keeping with such policies and resolutions. The Executive Director shall be a non-voting member of the Board and of all standing, ad-hoc and advisory committees of the Board. The Executive Director will be recruited by the Executive Committee, with approval of the Board of Directors. If an Executive Director is not appointed, the board may appoint an Administrative Assistant, who will report to the Board. The Administrative Assistant shall have those responsibilities as determined by the Board.

## **Article VI: Election of Officers and Directors**

### **Section 1: Voting**

All officers and voting directors, except those who serve ex-officio, shall be elected by a cumulative voting process of the membership at the annual meeting of the Association. Organizational members may vote through their organizational representative.

### **Section 2: Nominations**

The Nominating Committee shall nominate a slate of candidates for officers and directors at least one month prior to the annual business meeting. Nominations may also be made by any member of the Association at least one month prior to the annual business meeting. Nominations shall be forwarded to the Association's President and Secretary. The Board shall vote on whether to recommend or not recommend each nominated candidate for officer or director. The recommendations of the Board in respect to each nominated candidate shall be distributed to the membership prior to the annual meeting.

### **Section 3: Votes**

Each individual member or organizational representative shall have one vote for each open position.

### **Section 4: Terms of Office**

Officers and directors shall take office at the close of the annual business meeting at which they are elected and serve until their successors are elected and take office, removal, resignation, or incapacity, whichever is the first to occur.

### **Section 5: Vacancy**

In the event of a removal, resignation or incapacity of any officer or director except the President or an ex-officio director, the President shall appoint a member to serve the unexpired term. In the instance of the removal, resignation, or incapacity of the President, the Vice-President shall assume the duties of the President. If there is a vacancy of an ex-officio director, the vacancy shall be filled by the representative agency. A resignation is effective upon receipt by the President or Secretary of an officer's or director's written or e-mail resignation.

### **Section 6: Removal**

All directors and officers are expected to regularly attend and actively participate in board meetings, either in person or by phone. In addition, all directors and officers are expected to serve on a minimum of two committees. The Board of Directors may remove any officer or director, as a result of an absence of three consecutive board meetings, or if the director or officer fails to join and actively participate in a minimum of two committees, or whenever in its judgment the best interests of the Association would be served. To remove any officer or director, an affirmative vote of a majority of the Board of Directors at a properly convened meeting is required.

In the case of the removal of an ex-officio member, notification will be made to the representative agency, with an expectation that a new representative be named by the next Board meeting after removal.

## **Article VII: Committees**

### **Section 1: Executive Committee**

An Executive Committee shall be comprised of the President, Vice-President, Treasurer and Secretary. The IAM Executive Director shall serve as an ex officio, non-voting member. The Immediate Past President shall serve solely in an advisory role to the Executive Committee. The Executive Committee shall conduct the business of the Association between meetings of the Board of Directors.

### **Section 2: Standing Committees**

The Association shall have five standing committees: Nominating, Finance, Government Relations, Conference and Development. The President shall appoint the chair and members of each committee as needed.

Each committee shall consist of two or more Directors and such other persons as the President shall designate, provided that a majority of each committee's membership shall be Directors of the Association.

### **Section 3: Nominating Committee**

The Nominating Committee shall recruit and nominate candidates for officer and director as indicated elsewhere in these by-laws.

### **Section 4: Finance Committee**

The Finance Committee shall provide general supervision of the financial affairs of the Association.

### **Section 5: Development Committee**

The Development Committee shall raise monies from diverse sources to support the purposes, mission and operations of the Association. The Membership Committee shall be a subcommittee of the Development Committee.

### **Section 6: Government Relations Committee**

The Government Relations Committee protects IAM's position on regulatory and legislative matters on behalf of its members. It serves as an advocate for museums in Illinois by providing information and metrics to public policy makers across the State and in Washington DC. The Committee also may provide assistance in the development of effective governmental policies relating to museums when requested. The Government Relations Committee will operate and oversee Museum Day with Museums in the Park and any other group the Committee deems an effective collaborator.

### **Section 7: Conference Committee:**

The Conference Committee shall be responsible for the planning of any location-based professional development opportunities offered by IAM. It shall designate appropriate sub-committees such as logistics, programming, and marketing/sponsorship.

### **Section 8: Special Committees**

The President of the Association may appoint such special committees as deemed necessary and useful to carry out the purposes of the Association.

## **Article VIII: General Membership Meetings**

### **Section 1: Annual Business Meeting of membership and Special Membership Meetings**

An annual business meeting of the Illinois Association of Museums shall be held at such time, date, and place as set by the Board of Directors. The Board may call special membership meetings at such times, dates, and places as it deems appropriate. Notice of the annual business meeting shall be given at least thirty days in advance of the annual meeting. Notice of special meetings of the membership shall specify the time, date, place and topic(s) of the meeting and be sent as soon as reasonable. No topic not described in the special meeting notice may be considered at the special meeting.

### **Section 2: Quorum, Process, and Voting**

The number of those dues paying members present at a duly-noticed membership meeting shall constitute a quorum. The membership shall act through a majority vote of the members at a duly-called membership meeting. Except as it conflicts with explicit provisions of these by-laws, the current edition of Robert's Rules of Order shall govern procedure at regular or special meetings of the membership.

## **Article IX: Fiscal Year**

The fiscal year of the Association shall run from July 1 to June 30.

## **Article X: Contracts, Checks and Deposits**

### **Section 1: Contracts**

The Board of Directors of the Illinois Association of Museums may authorize any officer or officers, agent or agents, of the Association to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association, and such authority may be general or confined to specific instances.

### **Section 2: Checks, Drafts, etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Illinois Association of Museums, shall be signed by such officer or officers, agent or agents of the Association and in such a manner as shall from time to time be determined by the resolution of the Association's Board of Directors.

### **Section 3: Deposits**

All funds of the Illinois Association of Museums shall be deposited, from time to time, to the credit of the Association in banks, trust companies, and other depositories as the Board of Directors designates and approves.

## **Article XI: Dissolution**

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section

501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations organized and operated exclusively for such purposes.

## **Article XII: Restrictions on Operation**

### **Section 1:**

No part of the assets of the Association shall remit to the benefit of, or be distributed to its members, officers, directors, or other persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article III herein.

### **Section 2:**

The Association shall not endorse political candidates or engage in electioneering.

### **Section 3:**

Notwithstanding any other provisions of these by-laws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any further United States Internal Revenue Code.)

## **Article XIII: By-Laws**

### **Section 1: Amendments**

These by-laws may be amended by a majority of the Board at a properly convened meeting. Proposed amendments must be provided to Directors at least 5 business days before the meeting at which they will be considered.

### **Section 2: Interpretation**

The Board of Directors' interpretation of the by-laws shall be considered the correct interpretation when reached by majority vote.

### **Section 3: Implementation**

These by-laws shall become effective immediately upon adoption.