



Association of Art Museum Curators & AAMC Foundation

**Association of Art Museum Curators (AAMC) &
AAMC Foundation
Board Handbook and Bylaws
2019**



Association of Art Museum Curators & AAMC Foundation

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GENERAL INFORMATION

Background & Mission

Founded in 2001, the Association of Art Museum Curators (AAMC) & AAMC Foundation (referred to throughout this document as “Organization”) advances the curatorial field through forward-looking leadership in professional development, networking, and educational opportunities. We seek to deepen appreciation of curators' vital role in the advancement and understanding of the history, meaning and purpose of the visual arts.

AAMC offers opportunities for learning and connecting at every stage of a curator's career. In partnership with more than 1,300 members, we serve as a resource for the profession's best practices, codes of conduct and ethical standards. Our members include independent curators and staff members from 500+ art organizations and museums in 18 countries, ranging from leading national institutions to community-based art organizations.

The AAMC Foundation provides a platform for the exchange of a broad range of information on critical issues driving the field, including diversity and inclusion, digital innovation, artistic voices and histories, and marketing and audience engagement. With programming serving curators, professional colleagues, and the public, our outreach reflects diverse perspectives within the field, often examining strategic directions of curatorial practice and art organization management. All of our efforts are focused on being inclusive of self-identifiers (by nation, gender, creed, race), fields of expertise, types of organizations, and geographical location.

As the field continues to evolve, the AAMC & AAMC Foundation is at the forefront of nurturing and shaping the voice and leadership of the next generation of curators while continuing to foster the values of inclusion, access, and collaboration across the profession.

Defining a Curator

We believe curators are ambassadors of the art, artists, cultures, and organizations that they serve, and present, interpret, and safeguard works of art, using their expertise and upholding professional and ethical standards. Locally and globally, curators create compelling experiences of art, culture, and creativity that change how people understand themselves and the world by stimulating new perspectives, ideas, and feelings.

Inclusion & Access Statement

In 2015, as part of our Strategic Plan, AAMC & AAMC Foundation began a concerted effort on issues of inclusion and access. In response to our efforts, the Board in May 2016 adopted the following policy “All of AAMC & AAMC Foundation programming and overall efforts shall strive to be representative of diversity: across self-identifications (by nation, gender, creed, race), fields of expertise, types of institutional mission, and regional position, of participants. The more diverse our voices, the more dynamic our offerings.”



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Advocacy

Together we work to advocate for the curatorial profession, and to elevate the voice of the curator both within the art world and beyond it. We have been visible leaders on ethical standards and best practices such as the planned deaccessioning from the Berkshire Museum and LaSalle University, #NotSurprised and the immense impact sexual harassment has in our sector, and in support of the NEA, IMLS, and NEH. Our distribution of news goes beyond our own efforts, to include curatorial hires, collection donations, social issues, and more, because doing so brings us all closer together. Our advocacy for the field positions us as the recognized voice for curators, leading to the organization securing representation in articles in The New York Times, ARTnews, Artnet, and ArtForum, among others.

Reach

We use a range of strategies to engage curators and diverse constituents across the world. Our website (www.artcurators.org) provides critical information for members, students, colleagues, and public information. Our active presence on social media—41,000+ followers on Twitter, 8,000+ on Facebook, and 2,000 +on Instagram—is used to share about its work and offer news from the field. Email distribution reaches 3,000 individuals including members, the press, and philanthropy sector.

2015 Strategic Plan Vision Statement <https://www.artcurators.org/page/AboutUs#strategic>
AAMC and AAMC Foundation celebrates, advances, and advocates for the art curatorial profession throughout the Americas, and beyond.

By 2020, the AAMC and AAMC Foundation want to be known and respected as the voice of the curatorial profession in its varying forms. The organizations hope to achieve this by offering valuable programming; convening and creating effective networks of peers; providing standards for best curatorial practices and ethics; advocating overall for the profession; initiating diversity efforts; and mentoring and inspiring future curators.

- AAMC and AAMC Foundation plan to assertively and effectively address and communicate the shared issues and concerns of the curatorial field including:
- Recognizing, valuing, and rewarding curators for the core role and responsibilities they play in their institutions and communities;
- Encouraging the continual professional development, advancement, and effectiveness of curators, by identifying and responding to critical shifts in curatorial practice from changing community demographics and audience expectations, to expanding responsibilities for curators within their institutions, to recognizing the dramatic impact of new technologies on the curatorial products and processes;
- Ensuring that the curatorial perspective on art, museums, and educational issues is actively communicated to the public, media, and museum profession;
- Promoting the curatorial profession as a career destination for high-quality and diverse emerging art scholars;



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- Define and expand the word “curator” and how that definition applies to whom we accept as members and the impact it would have on our name and mission;
- Representing and advocating for the highest standards of ethics and professional behavior for art curators on issues ranging from proper care and handling of art; accurate and balanced interpretation of art, art history, and art ideas; fair treatment and representation of artists and their work; prudent and transparent relationships among Board, donors, staff, and the communities they represent and serve.

To strategically and effectively respond to these shared issues and concerns of the curatorial profession, AAMC and AAMC Foundation will implement the following core strategies as critical elements of its strategic plan 2015-2020:

- Dependable, predictable, and adequate funding
- Attractive, popular, and relevant member services
- Successful, diverse, and timely professional curatorial development programs
- Effectual and judicious advocacy for art curators and the art curatorial profession



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DIRECTORS & OFFICERS INSURANCE

The AAMC & AAMC Foundation carry a Directors & Officers Liability and Employment Practices Liability insurance policy with the Philadelphia Insurance Company. The policy provides financial protection for AAMC & AAMC Foundation directors and officers in the event they are sued in conjunction with the performance of their duties as they relate to the company as well as protection from allegations of negligent employment practices from employees. Directors and Officers Insurance can be thought of as a management Errors and Omissions policy. The limit of liability for each line of coverage is \$1,000,000 with a \$2500 deductible per claim. The policy period is 12 months, and is renewed in April each year.

The AAMC & AAMC Foundation also carry a package insurance policy with the Philadelphia Insurance Company. This policy provides general & professional liability insurance at a primary limit of \$1,000,000 per occurrence with a \$2,000,000 aggregate. There is also a \$2,000,000 umbrella liability premium covering over the primary layer. This provides protection to AAMC against allegation of negligence that result in bodily injury or property damage to a third party. The policy also provide \$11,000 of office contents insurance, auto employee non ownership and hired car liability and employee dishonesty insurance for \$25,000. The policy period is 12 months and is renewed each year in September.



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CONFLICT OF INTEREST

It is in the best interest of the AAMC & AAMC Foundation to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help Trustees, Officers, Committee and Task Force chairs and members, and employees of the AAMC & AAMC Foundation identify situations that present potential conflicts of interest and to provide the AAMC & AAMC Foundation with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in the AAMC & AAMC Foundation's operations.

The Directors, Officers and employees of the Association of Art Museum Curators (AAMC) & AAMC Foundation (the "Organization") owe a duty of loyalty to the Organization, which requires that in their positions, they act in the interest of the Organization and not in their personal interests help Trustees, Officers, Committee and Task Force chairs and members, and employees may not use their positions or information they have about the Organization or the Organization property or information obtained through their positions in a manner that allows them to secure a significant economic benefit, either directly or indirectly, for themselves or their relatives. In sum, it is the policy of the Organization that no transaction between it and its Directors, Officers and employees be tainted with an actual or perceived conflict of interest.

Definition of "Conflict of Interest"

- For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:
- Trustees, Officers, Committee and Task Force chairs and members, and employees (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with the AAMC & AAMC Foundation for goods or services.
- Trustees, Officers, Committee and Task Force chairs and members, and employees, (or a family member of any of the foregoing) has a material financial interest in a transaction between the AAMC & AAMC Foundation and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
- Trustees, Officers, Committee and Task Force chairs and members, and employees, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with the AAMC & AAMC Foundation.
- Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of their duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the AAMC & AAMC Foundation.



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Other situations may create the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of AAMC & AAMC Foundation. All such circumstances should be disclosed to the Board President, and a decision be made as to what course of action the organization or individuals should take so that the best interests of AAMC & AAMC Foundation are not compromised by the personal interests of stakeholders in AAMC & AAMC Foundation.

Disclosure

Immediately following election to the Board, or upon joining a Committee or Task Force, and annually thereafter, all Trustees, Officers, Committee and Task Force chairs and members, and employees (employees within their annual employee handbook) shall complete the Conflict of Interest Disclosure Statement and disclose in writing, to the best of their knowledge, any Interest (as defined below) in any corporation or other organization which provides goods or professional or other services to the Organization for a fee or other compensation. Staff must complete the Conflict of Interest Disclosure Statement upon hiring, and every year thereafter. A copy of each disclosure statement shall be available to any Director of the Organization on request.

If at any time during their term of service Trustees, Officers, Committee and Task Force chairs and members, and employees has any Interest which may pose a conflict of interest at any time during that Trustees, Officers, Committee and Task Force chairs and members, and employees or volunteer's service, they shall promptly disclose the material facts of that Interest in writing to the Board President and/or Executive Director.

When any matter in which a Trustees, Officers, Committee and Task Force chairs and members, and employees has an interest comes before the Board or any committee of the Board for decision or approval, that Interest shall be immediately disclosed to the Board or the Committee by that person.

Voting

No Trustees, Officers, Committee and Task Force chairs and members, and employees shall vote on any matter in which the individual has an interest.

Non-Participation

The Board or members of a committee may, by majority vote, ask any Director or Officer who has an Interest in a matter not to participate, or to leave the room at the Board meeting or committee meeting in which discussion regarding that matter is carried on; the interested Trustees, Officers, Committee and Task Force chairs and members, and employees may participate in in any discussion regarding their exclusion but must accept the majority vote.

Attempts to Influence

Trustees, Officers, Committee and Task Force chairs and members, and employees shall not attempt to influence other Trustees, Officers, Committee and Task Force chairs and members,



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and employees regarding matters in which they have an interest, without first disclosing that Interest.

Contract Review Committee

If a contract is proposed for approval by the Board in which Trustees, Officers, Committee and Task Force chairs and members, and employees and/or their relatives or an organization with which such persons are associated (as defined above) is a potential contractor, regardless of amount (an "Interested Party Contract"), the Board or a committee designated by the Board shall review the contract and shall recommend that the Organization execute or not execute the contract. If a Board committee reviews an Interested Party Contract and recommends that the Organization not execute the Interested Party Contract, the Board subsequently may review the Interested Party Contract and may, by a majority vote of the disinterested Directors entitled to vote on the matter, decide that the Organization shall or shall not execute the Interested Party Contract. In reaching its decision, the Board or Committee shall adhere to the legal requirements applicable to approval of Interested Party Contracts. The crux of those requirements is that considering the terms of possible alternatives, the proposed contract is fair, reasonable and in the best interest of the Organization. All action regarding Interested Party Contracts shall be recorded in the minutes of the Board or the Board committee that reviewed the contract.

Violation

If the Board has reasonable cause to believe that an insider of the Organization has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board determines that the insider has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.

Employees

The Executive Director of the Organization is directed to apply to the staff rules and procedures consistent with the rules and procedures outlined above for Trustees, Officers, Committee and Task Force chairs and members, and employees. For purposes of this policy, the term Officer shall include the Executive Director of the Organization.



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**ASSOCIATION OF ART MUSEUM CURATORS & AAMC FOUNDATION
CONFLICT OF INTEREST DISCLOSURE STATEMENT**

I have read the Conflict of Interest Policy of the Association of Art Museum Curators (AAMC) & AAMC Foundation. To the best of my knowledge, except as disclosed in the attached statement, I do not have an Interest, as defined in the policy, requiring disclosure under the Policy. Further, to the best of my knowledge, except as disclosed, I do not intend to acquire an Interest, as defined in the policy.

(A) Without exception /___/

(B) Except as described in the attached statement /___/

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly disclose the conflict in writing to the President of the Board, Executive Director and the Executive Committee.

Date: _____

Signature: _____

Print Name: _____



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HARASSMENT

AAMC & AAMC Foundation are committed to an environment in which all individuals are treated with respect and dignity. Each individual has the right to be in a professional atmosphere that prohibits discriminatory practices, including harassment. It is the policy of AAMC & AAMC Foundation to prohibit discrimination and harassment of any person in connection with any program or activity of the organization.

The NYC Commission on Human Rights protects individuals from discrimination and harassment based on the following protected classes: age [18 and over]; race; creed; color; national origin; sexual orientation; sex (including gender identity and transgendered status); disability (including gender dysphoria or use of a guide dog, hearing dog, or service dog); predisposing genetic characteristics; military status; familial status; marital status; victims of domestic violence or stalking; for displaying the American flag on one's person or work station, as long as the display does not substantially and materially interfere with the one's duties; legal use of consumable products or legal recreational activities off Organization premises during non-working hours; previous conviction of criminal offenses, unless directly related to employment or would involve an unreasonable risk to property, or to the safety or welfare of specific individuals, or the general public; or based on an individual's status as having a known relationship or association with a member or members of a protected category under New York Human Rights Law. Violation of this policy will result in disciplinary action, up to and including immediate discharge from employment within AAMC & AAMC Foundation.

If you have any questions about what constitutes harassing behavior or what conduct is prohibited by this policy, please discuss the questions with a member of management or one of the contacts listed in this policy. At a minimum, the term "harassment" as used in this policy includes any of the following activities pertaining to an individual's protected class:

- Offensive remarks, comments, jokes, slurs, threats, or verbal conduct.
- Offensive pictures, drawings, photographs, figurines, writings, or other graphic images, conduct, or communications, including text messages, instant messages, websites, voicemails, social media postings, e-mails, faxes, and copies.
- Offensive sexual remarks, sexual advances, or requests for sexual favors regardless of the gender of the individuals involved; and
- Offensive physical conduct, including touching and gestures, regardless of the gender of the individuals involved.

We also absolutely prohibit retaliation, which includes: threatening an individual or taking any adverse action against an individual for (1) reporting a possible violation of this policy, or (2) participating in an investigation conducted under this policy. If you feel you have been subject to any such retaliation, you should report it to the same people you would report a claim of harassment under this policy.



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Accordingly, AAMC & AAMC Foundation prohibit discrimination in hiring, firing, and work assignments, salary, benefits, promotions, performance evaluations, discipline, any decisions that affect the terms and conditions of employment. Making statements, asking questions during interviews, or circulating job announcements that suggest a preference for or prejudice against individuals based on the protected classes is prohibited.

Sexual harassment constitutes discrimination and is also illegal under federal, state, and local laws. For purposes of this policy, sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when, for example: (i) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment; (ii) submission to or rejection of such conduct by an individual is used as the basis of employment decisions affecting such individual; or (iii) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating and intimidating, hostile, or offensive work environment.

Sexual harassment may include a range of subtle and not so subtle behaviors and may involve individuals that identify as the same or different sex or gender. Depending on the circumstances, these behaviors may include, but are not limited to: unwanted sexual advances or requests for sexual favors; sexual jokes and innuendo; verbal abuse of a sexual nature; commentary about an individual's body or physical appearance, sexual prowess or sexual deficiencies; leering, catcalls or touching, insulting or obscene comments or gestures; display or circulation in the workplace of sexually suggestive objects or pictures (including but not limited to electronic communications such as e-mail and text messages); and other physical, verbal or visual conduct of a sexual nature. Sex-based or other conduct directed toward a person because of his or her gender which is sufficiently severe or pervasive to create an unprofessional and hostile working environment may also constitute discrimination, such as uninvited touching of a sexual nature or other conduct directed toward a person because of his or her gender which is sufficiently severe or pervasive to create an unprofessional and hostile working environment.

Violation of this policy will result in disciplinary action.

AAMC & AAMC Foundation also absolutely prohibits retaliation, which includes: threatening an individual or taking any adverse action against an individual for (1) reporting a possible violation of this policy, or (2) participating in an investigation conducted under this policy. Any person who feels subjected to any such retaliation should report the situation in the same manner as a report of a claim of harassment under this policy.

All members of the Board and Committees are also required to abide by this policy and are prohibited from engaging in any form of harassing, discriminatory, or retaliatory conduct. No member of the Board or Committee has the authority to suggest to any applicant or employee that employment or advancement will be affected by the individual entering into (or refusing to enter into) a personal relationship or for tolerating (or refusing to tolerate) conduct or communication that might violate this policy. Such conduct is a direct violation of this policy.



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Non-employees, including Board, Committee/Task Force members and chairs, contractors and consultants, are covered by this policy. AAMC & AAMC Foundation prohibits harassment, discrimination, or retaliation of non-employees in connection with any work for the organizations. Any harassing or discriminating behavior towards vendors, customers, and employees of contractors or subcontractors should be reported. Any non-employee who experiences or observes harassment, discrimination, or retaliation should report it using the steps listed below.

Any belief that this Harassment Policy may have been violated by anyone should be immediately reported. Due to the very serious nature of harassment, discrimination and retaliation, a report should be directed to any one of the following: i) the President of the Board of Directors; ii) the Executive Director; or iii) Legal Counsel. If anyone makes a report to any such person and that person either does not respond or does not respond in a manner the affected person deems satisfactory or consistent with this policy, a report should be made to one of the other persons.

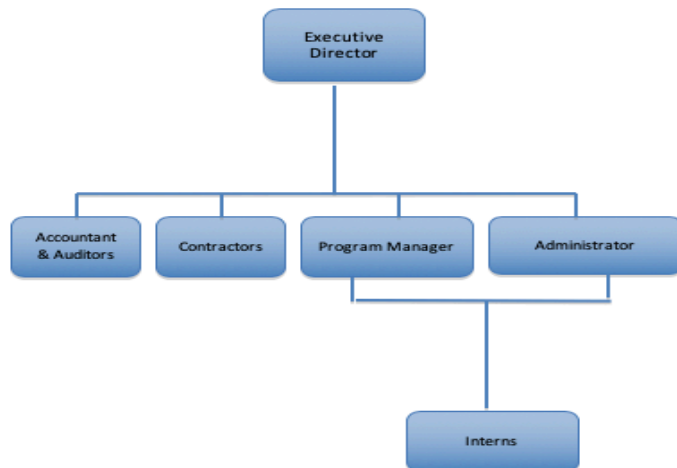
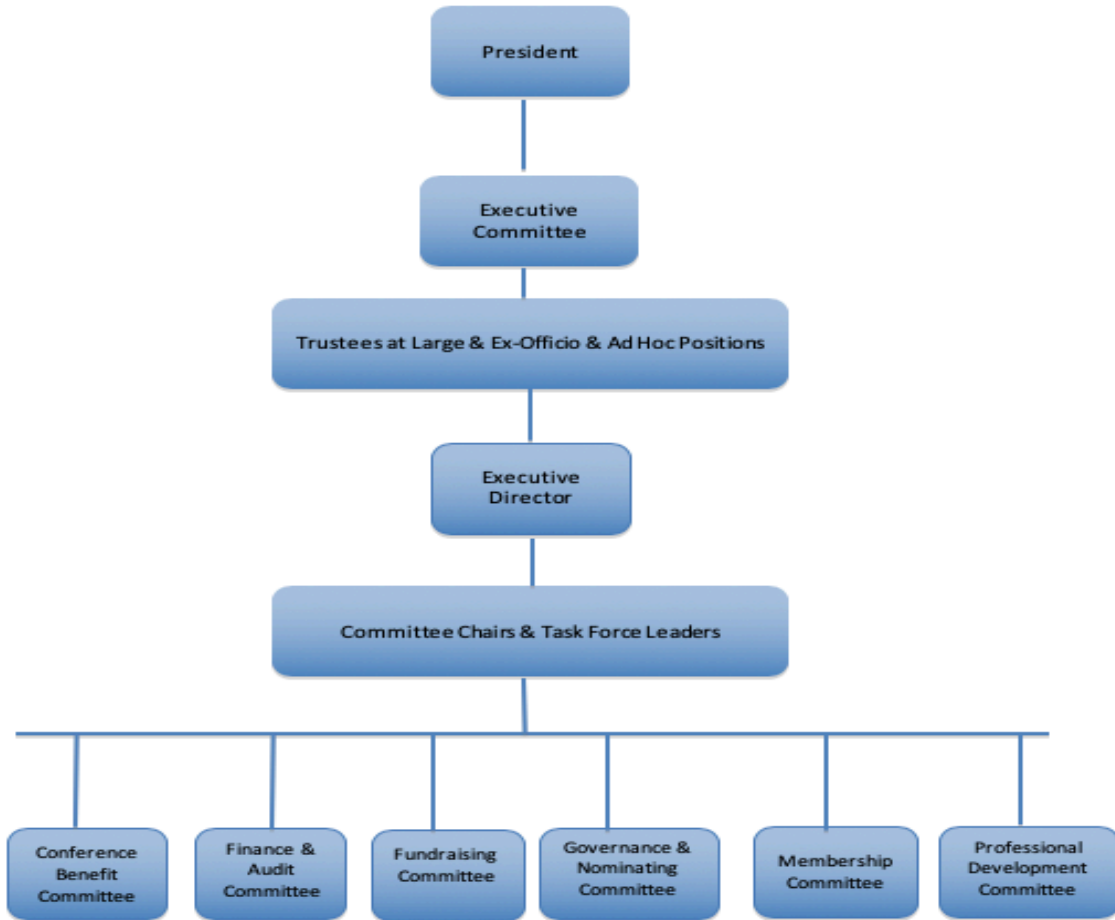
AAMC & AAMC Foundation will investigate any report and then take prompt, appropriate remedial action. AAMC & AAMC Foundation will protect the confidentiality of employees reporting suspected violations to the extent possible consistent with any investigation. No person will be penalized or retaliated against for reporting improper conduct, harassment, discrimination, retaliation, or other actions that is believed to violate this policy.

AAMC & AAMC Foundation are serious about enforcing this policy against harassment. Persons who violate this or any other organization policy are subject to discipline, up to and including discharge. Potential policy violations cannot be resolved unless reported. All persons must cooperate with any investigation initiated to address any report.

Any staff member who has questions or concerns about this policy should contact AAMC & AAMC FOUNDATION leadership.

ORGANIZATIONAL STRUCTURE 2019

Charts





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INTERNAL TEAM ROLES

Executive Director

The Executive Director provides leadership, stewardship, vision, and direction for the organization and develops an organizational strategy in accordance with strategic plans and initiatives. The ED implements policies approved by the Board, directs the organizations' programs and operations, and represents the organization in the community in support of our mission. Other key duties include fundraising, marketing, and community outreach. As a small organization, each team member is relied upon as part of a whole and we only function properly when all team members are performing at their best. The position reports directly to the President of the Board, as well as the full Board of Directors. Primary areas of focus are:

- Oversee and create the development, implementation, and evaluation of programs and services that support the mission
- Lead the team and Board in developing a realistic annual budget and making financial decisions consistent with the budget
- Lead fundraising efforts (all sectors), including supporting the Board's involvement and implementing of fundraising plans and policies
- Provide financial updates and statements in coordination with controller to Board, finance committee, and funders
- Conduct financial analysis, analyze trends, and engage Board in financial stability and sustainability, including general operating support
- Oversee human resources, benefits, compliance and comply with all federal, state, and local requirements
- Develop staffing structure that supports the delivery of programs and services, accomplishment of major goals and effective management
- Hire and manage team, including annual reviews
- Represent organization in key outward facing roles, including with press, aligned organizations, events, committees, and public speaking engagements
- Actively participate in the visual arts community forming relationships, contacts and prospects

A commitment to our mission and vision is a key aspect of this position. Please note this job description is not designed to cover or contain a comprehensive listing of activities, duties or responsibilities that are required of the employee for this job. Duties, responsibilities, and activities may change at any time with or without notice. The AAMC & AAMC Foundation are equal opportunity employers. This job operates in a professional office environment.



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Program Manager

The Program Manager works to coordinate, manage, and execute programs and events, grant and re-grant management and additional activities. As a small organization, each team member is relied upon as part of a whole and we only function properly when all team members are performing at their best. The position reports to the Executive Director. Primary areas of focus are:

- Work on a variety of event-based programs, including single and multiple day in-person and virtual programs
- Manage granted fellowships that will require grant management--such as tracking, funding distribution, and executing reports
- Track & prepare applications, attendee listings & management
- Develop full run of show for programs including catering, general logistics, & rsvp's
- Ensure accurate scheduling of meetings and programs
- Coordinate with clients, including members, attendees, partners, hosts, sponsors, speakers, and guests
- Prepare, create, and disseminate marketing materials for website, social media, news postings, press releases, e-blasts, paid and in-kind postings and advertisements, and overall outreach
- Draft and manage grant requests and interim and final grant reports

It is critical to have knowledge and experience in working with outside funded programs to succeed in this role. The role will have responsibilities utilizing online platforms such as MailChimp, YourMembership, Zoom and others. A commitment to our mission and vision is a key aspect of this position. Please note this job description is not designed to cover or contain a comprehensive listing of activities, duties or responsibilities that are required of the employee for this job. Duties, responsibilities, and activities may change at any time with or without notice. The AAMC & AAMC Foundation are equal opportunity employers. This job operates in a professional office environment.

Administrator

The Administrator serves as the administrative support staff for all aspects of developing and implementing the work of AAMC & AAMC Foundation, and reports to the Executive Director, but is also responsible to other members of the team. As a small organization, each team member is relied upon as part of a whole and we only function properly when all team members are performing at their best. Primary areas of focus are:

- Support all fundraising activities, including solicitations, acknowledgements, recognition deliverables, tracking and maintaining donor databases and more, across individual, corporate, membership, annual appeal, and Board giving



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- Serve as Board and Committee liaison with our leadership, including: create & maintain Board of Trustee, Committee, & Task Force rosters, & other associated documents, including taking & preparing Board Meeting minutes.
- Actively develop and manage marketing as directed including e-communications, newsletters, social media and website
- Assist with events and programs: including registration, name tags, attendance listings, ticket purchase set up & management
- Conduct administrative and operational duties including appointment and calendar management, mailings, service providers and vendors, invoice submission, correspondence, filing, and supplies

The role will have responsibilities utilizing online platforms such as MailChimp, YourMembership, Zoom and others. A commitment to our mission and vision is a key aspect of this position. Please note this job description is not designed to cover or contain a comprehensive listing of activities, duties or responsibilities that are required of the employee for this job. Duties, responsibilities, and activities may change at any time with or without notice. The AAMC & AAMC Foundation are equal opportunity employers. This job operates in a professional office environment.



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BOARD OF TRUSTEES' RESPONSIBILITIES

- **Shape and ensure adherence to and advance mission and vision statements.**
- **Provide proper financial oversight.** The Board must assist in developing the annual budget, ensure that proper financial controls are in place, and oversee prudent use of assets.
- **Provide adequate resources.** Ensure that adequate financial support for staff and programming is in place for the organization to operate effectively.
- **Fundraise for the organization.** Actively seek support for the organization.
- **Make an annual contribution.** Board members are responsible for contributing financially to the organization each year through a mandatory gift of \$1,000 for those with an annual income at or above \$75,000 and \$500 for those below that mark.
- **Ensure legal and ethical integrity and accountability.** The Board is responsible for ensuring adherence to legal standards and ethical norms.
- **Ensure effective organizational planning.** The Board must actively participate in implementing and monitoring the strategic plan's goals and make sound and informed judgments about its implementation.
- **Act with duty of loyalty.** When acting on behalf of the organization, Board members must put the interests of the AAMC & AAMC Foundation before any personal or professional concerns and avoid potential conflicts of interest.
- **Advocate for the organization and the curatorial profession at large.** The Board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the greater arts community for both the organization and the curatorial profession at large.
- **Enact AAMC & AAMC Foundation's Inclusion and Access Statement within the organization, the Board and in the curatorial community at large.** All of AAMC & AAMC Foundation's programming and overall efforts shall strive to be representative of diversity: across self-identifications, fields of expertise, types of institution (museums, non-four wall art organizations, national or international), and regional position, of participants.
- **Assess Board performance.** The Board is responsible evaluating its own performance periodically and comprehensively.
- **Recruit members to AAMC.** The Board is responsible for recruiting new members to AAMC, and for recruiting new members to the Board.
- **Actively participate in the organization's activities.** Board members are expected to attend all Board Meetings either in person or by telephone, and to attend AAMC & AAMC Foundation programming whenever possible.
- **Support the Executive Director.** The Board should ensure that the Executive Director has the moral and professional support the individual needs to further the goals of the organization. Not make special requests of the internal team.
- **Select the Executive Director.** Boards must reach consensus on the Executive Director's responsibilities and undertake a careful search to find the most qualified individual for the position, should it be vacated.



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INDIVIDUAL RESPONSIBILITIES FOR ALL BOARD MEMBERS

Governance and Volunteerism

- Prepare for, attend and participate in (either in person or virtually) all Board meetings for the full agenda.
- Serve on a committee, as a juror, and/or be actively engaged in an aspect of the organization's work.
- Understand and follow the organization's articles, bylaws and Board policies, including signing the conflict of interest material provided.
- Make decisions at the Board level that are in the best interest of the organization.
- Attend programs and activities of the organization, including the Annual Conference & Meeting, except in extenuating circumstances.

Fiduciary

- Read and understand the organization's budget
- Review the audit material

Fundraising and Giving

- Actively participate in fundraising for the organization
- Ensure completion of giving as a Board member:
- AAMC & AAMC Foundation have a \$500 (annual salary below \$75,000) and \$1,000 (annual salary at or above \$75,000) minimum Board giving policy for each Board member. It can be made in full or in installments throughout the FY, which is January 1 and December 31. Should this pledge prove daunting, please speak with our leadership. Board giving cannot be combined with or recognized in kind for/with membership, annual fund, or circle gifts.
- Board members that are eligible for membership, are also required to be current members. Membership is annual. Non-curatorial board members who do not qualify for membership can support via the annual fund.
- Board members also should attend the annual conference.

Advocacy

- Reflect an understanding of current issues/trends related to the curatorial profession and the larger art world.
- Know and speak clearly to how the organization functions, our work and our mission.
- Put at the forefront of their effort's inclusivity and accessibility. Together we will ensure the profession embraces at its core collegiality, equity, inclusiveness, access, advocacy, and mentorship.



Association of Art Museum Curators & AAMC Foundation

BOARD OF TRUSTEES GOVERNANCE PROCEDURES

Nomination process: Trustees at Large

AAMC & AAMC Foundation Board members are not exclusively curators, and nominations are open to non-curators, such as collectors, philanthropists, advisors, and others engaged in the arts community. All are invited to make nominations, and self-nominations are welcomed and encouraged. All nominations must be made with the prior approval of the candidate.

The Governance & Nominating Committee vets nominations for the AAMC & AAMC Foundation Trustees at Large positions, ensuring it is inclusive, and that the individual candidates are aware of the governance, fiduciary, fundraising & giving, and advocacy responsibilities.

Recommendations for the Board by current and recent leadership, including President (outgoing and incoming), Executive Committee, and Executive Director, are noted during the evaluation process, with a keen focus on any non-curatorial nominee's experience, ethical and moral reputation, and impact and value they would bring to the organization. The candidates moved forward through the recommendation of the Committee are then approved by a vote of the Board of Trustees via online ballot. A final membership ratification takes place online.

The number of Trustees of the Organization shall be at least eight and not more than twenty-five.

Nomination Process: President and Executive Committee Roles

The Governance & Nominating Committee, in close consultation with the Executive Director and Board, take the recommendations of the President, Governance & Nominating Committee chairs, and the Executive Director for Vice President roles and President (Executive Committee members). A singular nomination process happens for these roles, it is not a run off. These nominations are presented to the full Board and then to membership as part of the general Board slate. All Vice Presidents and President nominations are required to have been or be on the Board.

Qualifications for President, and all Executive Committee roles:

- Show evidence of a strong commitment to advancement of the curatorial field;
- Show evidence of leadership;
- Positively support the AAMC & AAMC Foundation's current strategic plan and vision;
- Be an advocate for the organization's diversity and inclusiveness initiatives;
- Be forward thinking within the community;
- Have served or be serving as an AAMC & AAMC Foundation Board Member.



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As with all board positions, prospective candidates should be aware that it is expected that they will attend key AAMC & AAMC Foundation Board meetings in person (at least two of the three Board meetings are held each year in New York) as well as the AAMC & AAMC Foundation Annual Conference & Meeting each year. Virtual attendance at the fall and winter Board meetings is acceptable but every effort should be made to attend in person to all three meetings.

Nomination Timeline All Board Roles

- June: open call for Board nominations (self and non-self)
- July: vetting of Board candidates by Governance & Nominating Committee
- end-July: approval of slate by Board (slate sent electronically to Board for online vote)
- early-August: membership slate to members to approve (online ballot)
- mid-late August: new Board members notified
sent orientation material and sign COI, responsibility and other necessary documents
- October: outgoing and incoming Board members attend fall Board meeting for incoming Board members to have an overlapping meeting with current and become familiar with procedures.
New Board will not be voting members at this time.
- January: first official meeting with new Board. Starting officially in January aligns with our Fiscal Year.

Term Limits

Board members serve for a three-year term with the option of a second three-year term total for a total of six years eligibility on the Board. Vice Presidents serve for a two-year term with the option of a one-year extension for a total of three years eligibility in that position. Board members that have completed their term(s) are eligible to serve again after taking three years off. Board members are eligible to serve on Committees and Task Forces as either chairs or members immediately before, during and after their Board term is complete. The President has an option to serve a second one-year term with full approval of the Board, Governance & Nominating Committee Chairs, and Executive Director. After serving their term, past Presidents will serve as co-chair of the Governance & Nominating Committee for a two-year term.



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Emeritus and ex officio Status

Emeritus status will be offered to past Board members by invitation only. Emeritus Board members are members for life. Emeritus and ex officio Board members are invited to join all Board meetings. Ex officio members are not members for life and will be invited to step down as required.

Board Assessment Process

The Governance & Nominating Committee will be responsible for initiating and conducting the Board Assessment at the discretion of the committee and depending on the organizations' needs. The process will focus on the effectiveness of the Board against their responsibilities as outlined in this document. There will also be a section to give special attention to the performance of the Board President and individual Board members, as judged against the individual responsibilities for each Board position. The results of the assessment will be presented to the Board and will be used to identify areas of improvement and potential growth.

Expense Allocation

Please note that there will be no compensation awarded for a Board member's time, travel, calls, or other needs. Should any expenses be incurred, they must have been preapproved by the Executive Director in advance.

Resignation

Should a Board member wish to resign, the member must submit a written resignation letter to the Board President and Executive Director.

President of the Board Resignation

Should the Board President wish to resign, the person should submit a resignation letter to the Executive Committee as well as the Executive Director. Under these circumstances, the Executive Committee will appoint one of the Vice Presidents as Board President until the Board elections.

Dismissal

Membership on the Board of Trustees may be terminated by the President in consultation with the Executive Committee, Executive Director, and if warranted the Governance and Nominating Committee for the following reasons:

- The member no longer meets the criteria;
- The trustee has not upheld the Board of Trustees Roles and Responsibilities;
- The trustee has not been in communication with the President or fellow trustees for over six months without prior communication to the President and Trustees about requesting a leave of absence;
- The trustee has been convicted of a felony or act that violates AAMC bylaws and Code of Ethics or has been deemed to be non-compos mentis (not of sound mind).



Association of Art Museum Curators & AAMC Foundation

EXECUTIVE COMMITTEE ROLES

President, Board of Trustees

The President, Board of Trustees is the senior volunteer of the AAMC & AAMC Foundation and presides at all meetings of the Board of Trustees, the Executive Committee, and other meetings as required. The Executive Director reports directly to the Board President. Together they partner to achieve the mission of the organizations while working to optimize the relationship between the Board, staff and general membership. The Board President is responsible, as are the AAMC & AAMC Foundation team, AAMC members, and Board members, for upholding our pillars of inclusion, access and advocacy.

On average, the President of the Board of Trustees should be prepared to commit a minimum of 8 hours a week to the organizations. Mid-winter through early spring and fall tend to be the busiest times, but any time of year may require additional hours and/or assistance. The term of office is two years followed by an additional two years as co-chair of the Governance & Nominating Committee.

Governance, Policy and Planning

- Prepare in advance for decision-making and policy formation at Board meetings.
- Take responsibility for self-education on the major issues before the Board.
- Ensure that the Board of Trustees is working to fulfill the key objectives of the strategic plan.
- As needed, participate in Board assessment and strategic planning development, execution and implementation.
- Assure that the Board of Trustees fulfills its responsibilities for the governance of the organizations.

Financial and Fiduciary

- Oversee and review budgets regularly to ensure all legal and fiduciary responsibilities of the organizations are met.
- Work with the VP of Finance & Audit in ensuring fiduciary and audit engagement.

Fundraising

- Fundraise and motivate others to advance fundraising initiatives.
- Commit to making a financial contribution and meeting all Board giving requirements.
- Ensure that all Board members contribute financially to the organization through their membership and Board gifts.

Board Meetings

- Chair meetings of the Board of Trustees, which are each approximately two hours in duration. The Board meets at least three (3) times per year in person or via conference call. Be accessible for personal contact by Board members in between Board meetings.



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- Chair monthly meetings of the Executive Committee.
- In coordination with the Executive Director, develop agendas for Board and Executive Committee meetings.
- Present to the Board the President's Report, as needed per meeting.
- Ensure the Board is updated on the pace, direction, and strength of the organizations.

Board Development, Orientation and Evaluation

- Participate in Board development, including periodic planning retreats.
- Collaborate with the Executive Director in recruiting for the Board and other volunteer assignments as needed, being inclusive of the Organization's diversity initiatives.
- Be an active participant in leadership transitions and orientation of newly elected President.
- Board President may appoint specialty roles on the Board (e.g. Director, Legislation.) as needed.
- Participate in the Board assessment process.
- Work with the Governance & Nominating Committee on Board evaluations.

Committees & Task Forces

- Provide leadership to Committees and Task Forces as needed & requested.
- Responsibly review and act upon Executive Director, Committee, and Task Force recommendations.

Internal Team Oversight

- Meet with the Executive Director on a regular but as needed basis to review activities and goals
- of the organizations.
- Conduct an annual review of the Executive Director, in collaboration with the Executive Committee, based on the Yearly Performance Review (held before February 20 in each new year) and recommend salary for consideration by the Board.
- Assist Executive Director, if requested with any other staff reviews and concerns, and present to Board Executive Director's recommendation for salary increases for staff.

Public Relations

- When appropriate, and as requested, serve as the organizational spokesperson.



Association of Art Museum Curators & AAMC Foundation

Vice Presidents, Board of Trustees

Vice Presidents of the Board serve as active members of the Executive Committee. As co-chair of a committee, they are also participating members of that Committee. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Trustees. On average, Board Vice Presidents commit to 2 - 3 hours of engagement a week. The Term of Office is for two years; however, these terms may be extended by one year only once.

Vice President, Advocacy

The Vice President, Advocacy shall meet with all Committee chairs, including the Award chair, to ensure their work is aligned with advocacy efforts. This officer shall also work with Executive Director, President, the Executive Committee and others, on advocacy statements and press engagement concerning advocacy as well as attend or work closely with those attending AAM Advocacy Day on behalf of AAMC. A yearly review of the Professional Practices Handbook will also be conducted.

Vice President, Finance & Audit

The Vice President, Finance & Audit shall maintain financial oversight of the Organization, have an active role in the process of presenting and reviewing budgets, including forecasts, and the audit drafts. This officer shall also review and add insight into all financial items such as banking, controllers, and other fiduciary responsibilities as needed. The position works with Executive Director, President of the Board, and the full EC regarding finance and audit.

Vice President, Fundraising

The primary responsibility of this role is to secure adequate income for the organization through individual, Trustee, corporate, foundation and government sources. Overseeing the Fundraising Committee (Board and non-Board) the chair motivates the group and helps the ED achieve outreach goals through events and prospects, as well as cultivation of current donors. In addition, the Chair activates the Trustees in the same manner as the Committee. Work with Executive Director, President of the Board, and the full EC.

Vice President, Governance & Nominating

The Vice President, Governance & Nominating shall serve as President when the President is absent and shall work with the Executive Director, the Governance & Nominating Committee, and the Executive Committee on the nomination process for all Board roles as well as initiate and conduct a Board Assessment process.

Vice President, Inclusion & Outreach

The Vice President, Inclusion & Outreach shall meet with all Committee chairs, including the Award chair, to ensure their work is aligned with inclusion and access initiatives. This officer shall also align efforts and information-sharing by holding a yearly open discussion at the Conference or other time.



Association of Art Museum Curators & AAMC Foundation

Ad Hoc Roles

In addition to the executive officers of the organizations, the following Board member positions have been created to address major issues that the AAMC & AAMC Foundation has identified as crucial to its institutional growth. These positions may be appointed at any time by the full support of the Executive Committee. There is no requirement that each of the below positions be filled. Additionally, other positions may be created as our organizational needs dictate.

Student & Academic Alliances chair

Develop ways to approach undergraduate and graduate students to cultivate new generation of curators.

International chair

Work with the Membership Committee to strategically and actively recruit international members.

Report to the Board and membership on key activities and issues facing the international curatorial field.

Regional chair

Work with Membership Committee to strategically and actively recruit new members in their region.



Association of Art Museum Curators & AAMC Foundation

RESPONSIBILITIES OF COMMITTEES AND TASK FORCES

Committee and Task Force members and chairs are expected to:

- Know the organizations' mission and goals particularly as they pertain to the Committee or Task Force.
- Commit to participate actively in the Committee or Task Force's work, including substantive participation in Committee or Task Force meetings, discussions, programs, and projects.
- Act in accordance with the Association's Bylaws and work to achieve the AAMC & AAMC Foundation's mission through prudent and ethical action.
- Volunteer for and accept assignments and complete them thoroughly and on time.
- Maintain a collegial working relationship with other members of the Committee or Task Force.
- Ensure that all of AAMC & AAMC Foundation's programming and overall efforts are representative of diversity: across self-identifications (by nation, gender, creed, race), fields of expertise, types of institutional mission, level of experience, and regional position of participants.
- Disclose any possible conflicts to the Executive Director in a timely fashion, and avoid even the appearance of a conflict of interest that might compromise the organizations.

Committee and Task Force chairs are expected to:

- Responsibilities include working directly with and with the approval of the Executive Director and/or other staff to schedule meetings (usually in conference call manner), planning and distributing meeting agendas and minutes, sending reminders and ensuring attendance at meetings, attending over Committee meetings, and working with the Executive Director to select and recruit Committee or Task Force members.
- Contribute to the completion of required Committee or Task Force reports as asked.
- May Board meeting: All Committees and Task Forces send written reports. Committees and Task Forces with key decision items will be added to meeting agenda. Reports should serve to update the Board on recent activities, inform them of any questions awaiting Board decision, and communicate any other relevant news. Reports should be sent directly to the AAMC & AAMC Foundation Executive Director to develop and advance the material at a minimum of three to four weeks before the meeting at which the information will be shared.



Association of Art Museum Curators & AAMC Foundation

COMMITTEE AND TASK FORCE GOVERNANCE PROCEDURES

Committee Nominations and Selection

Diversity in type of institution, professional experience, and area of expertise is encouraged within each committee body; to this end, Chairs should consider diversity across self-identifications (by nation, gender, creed, race), fields of expertise, types of institutional mission, and regional position when considering Committee Members. Recruitment to Committees is selected by the Executive Director and current Committee Chairs before July 1st of each year.

Committee Chairs

Committees should have two chairs, one of which must be a current Board member (excluding the Conference Benefit Committee). Committee Chairs are appointed by the Executive Director and outgoing and current Committee Chairs, and if needed in consultation of the President are elected confirmed in April/May. Chairs serve two-year terms, and terms should be staggered so that both chairs do not rotate on or off the committee at the same time.

General Members

Recruitment and/or appointment for all Committee positions will be conducted in June, and completed by July. All terms for Committee member positions will commence in July, and will be two years in duration. Candidates should possess expertise appropriate to the committee's work or a willingness to learn the material. Non-curator candidates are welcome. Committees should be no more than 13 and no fewer than 3 persons, not including the committee chair(s.) Committee members cannot be renewed beyond 2 years, unless the Committee has been founded in the past two years, or the member is rotating on as a Chair or Co-Chair or VP role. Otherwise, Committee members can serve for 2 years, and then must rotate off, but can rejoin the committee after a year absence.

Ad Hoc Committees

The Executive Committee and/or Board of Trustees will create ad hoc committees as needed to oversee a special project or assignment that has a specific timeline. Ad hoc Committees will dissolve upon the completion of the project.

Committee Expense Allocation

There will be no compensation awarded for Committee Chairs' or Members' time. Should any expenses arise, they must be discussed in advance and pre-approved by the Executive Director, VP of Finance, and President. All receipts and accounting are required to be in order to receive reimbursement. As a rule reimbursements are not provided. Again, these are volunteer roles with no compensation.

Resignation

Should a Committee member wish to resign from a committee, the member must submit a resignation communication to the Executive Director and Committee Chair(s).



Association of Art Museum Curators & AAMC Foundation

Dissolution of Committees

Every two years, each committee should be reviewed, with chairs and the ED presenting to the EC recommendations, to the Board of Trustees for continuation or, if it is determined that the committee no longer serves the organization's' needs, termination. Reasons may include, but are not limited to, completion of committee's intended work and/or direction of the mission of the organizations.

Dismissal

The Committee Chair(s) in conjunction with the Executive Committee may terminate committee membership and the Committee Chair can be terminated by the Executive Committee for the following reasons:

- Member has not been in communication with Committee Chair or other committee members for over more than six months;
- Member has not participated in any committee meetings, programs or projects during the previous six months;
- Member has flagrantly violated Committee Member responsibilities;
- Member has been committed a felony or act that violates AAMC bylaws and Code of Ethics;
- It has been determined by a court of law that member is non compos mentis (not of sound mind).



Association of Art Museum Curators & AAMC Foundation

COMMITTEE DESCRIPTIONS

CONFERENCE BENEFIT COMMITTEE

The Conference Benefit Committee should consist of those local to the host location of the Conference. The Committee has three main goals:

- Securing support to AAMC & AAMC Foundation financially for the Conference through ad sales, sponsorships (corporate), and foundation gifts
- Serving as host liaisons to programming venues (as applicable)
- Engaging with local curators to increase attendance from the community

EXECUTIVE COMMITTEE

The Executive Committee is made up of the elected officers of the AAMC & AAMC Foundation and conducts general business on behalf of the whole Board of Trustees. Executive Committee members serve on all other AAMC & AAMC Foundation committees as ex-officio members. The Executive Committee consists of the President; Vice President, Advocacy; Vice President, Finance & Audit; Vice President; Fundraising; Vice President, Governance & Nominating; Vice President, Inclusion & Outreach. The Executive Committee meets monthly.

Responsibilities include:

- Advise the Trustees and committees on all matters of regarding the AAMC & AAMC Foundation.
- Work to recruit and orient new leadership to both the AAMC & AAMC Foundation Board.

FINANCE & AUDIT COMMITTEE

The Finance and Audit Committee, is made up of the Executive Committee and monitors and provides guidance on the organizations' financial status by reading financial reports, managing investments (if applicable), as well as working with management on preparing the budget that the Board of Trustees then approves. During the year, the Committee meets monthly to monitor the organization's' finances and to oversee any other issues concerning the financial well-being of the organizations, such as the integrity of the financial management system and ensures the independence of the annual audit. Its ultimate purpose is to deter or detect financial mismanagement or fraud. The committee is chaired by the Vice President, Finance & Audit.

Fundraising

This committee is responsible for developing strategies and prospects for fundraising initiatives, including individual, institutional and corporate support, and works with the Executive Director to secure these gifts. The Committee is chaired by the Vice President, Fundraising.



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Governance & nominating committee

The Governance & Nominating Committee ensures that all Board and related committee activity is effective and appropriate, and that all roles and responsibilities of each are clearly elucidated. The Committee is responsible for all governance-related issues facing the organization. The Governance & Nominating Committee will implement a Board and Committee assessment module in which the Board and Committees must look at their composition, recruitment process, committee structure and overall performance. The Committee is chaired by the Vice President, Governance & Nominating and the most recent Board President. All members of this committee must be Board Members: ex officio, voting, or emeriti.

MEMBERSHIP COMMITTEE

The Membership Committee works to secure lapsed and new members, and is concerned with assuring that the body of members is inclusive, fair and representative of the broad scope of art curators working in the US and internationally in the non-profit communities. A board member is required to be co-chair of this committee serving alongside another individual.

PROFESSIONAL DEVELOPMENT COMMITTEE

The sole focus of the Committee is maintaining a regular calendar of Professional Development webinars, 3-4 a year. The committee presents all ideas and suggestions for programming to Executive Director for approval. A board member is required to be co-chair of this committee serving alongside another individual.



Association of Art Museum Curators & AAMC Foundation

BY-LAWS OF THE ASSOCIATION OF ART MUSEUM CURATORS AND THE AAMC FOUNDATION

(jointly the “Organization”)

ARTICLE I - OFFICES

The principal office of the Organization in the State of New York shall be located at such location in the City of New York as may be determined by the Board of Trustees. The Organization may have such other offices, either within or without the State of New York as the Board of Trustees may designate or as the business of the Organization may from time to time require.

ARTICLE II – GENERAL MEMBERS OF THE AAMC

Members of the AAMC are art curators working in the non-profit sector, including full-time, part-time, and those working independently. Curators working in for-profit settings more than 50% of the time are not eligible. Members are accepted regardless of career level, but must be working in the field and not only students of the profession. Membership is international and global in scope.

ARTICLE III – MEETINGS OF AAMC MEMBERS

ANNUAL CONFERENCE & MEETING.

A meeting and/or open forum of members may be held at the AAMC & AAMC Foundation Annual Conference.

SPECIAL MEETINGS

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President or by the Trustees, and shall be called by the President at the written request of not less than twenty-five per cent of all the members.

PLACE OF MEETING

The Trustees may designate any place, either within or without the State unless otherwise prescribed by law, as the place for meeting for any Annual Conference & Meeting or for any special meeting called by the Trustees. If no designation is made, the place of meeting shall be the principal office of the Organization.

NOTICE OF MEETING

Written notice stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be sent not less than ten nor more than 60 days before the date of the meeting, by mail, any electronic means, at the direction of the President, any Vice President or the Executive Director to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address as it appears on the records of the Organization.



Association of Art Museum Curators & AAMC Foundation

QUORUM

At any meeting of members, a majority of the current number of members, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a majority are represented at the meeting, a majority of the members so represented may adjourn the meeting. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

PROXIES

At all meetings of members, a member may vote by proxy executed in writing by the member. Such proxy shall be filed with the Vice President of Governance and Nominating before or at the time of the meeting.

VOTING

Each member entitled to vote shall be entitled to one vote. All elections and/or questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or by applicable law.

INFORMAL ACTION BY MEMBERS

Unless otherwise prohibited by law, any action that may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE III - Board of Trustees

GENERAL POWERS

The business and affairs of the Organization shall be managed by its Board of Trustees. The Trustees may adopt such rules and regulations for the conduct of their meetings and the management of the Organization, as they may deem proper, not inconsistent with these by-laws and applicable law.

NUMBER, ELECTION AND TENURE

Board members serve for a three-year term with the option of a second three-year term total for a total of six years eligibility on the Board. Vice Presidents serve for a two-year term with the option of a one-year extension for a total of three years eligibility in that position. Board members that have completed their term(s) are eligible to serve again after taking three years off. Board members are eligible to serve on Committees and Task Forces as either chairs or members immediately before, during and after their Board term is complete. Presidents have an option to serve a second one-year term with full approval of the Board, Governance &



Association of Art Museum Curators & AAMC Foundation

Nominating Committee Chairs, and Executive Director. After serving their term, past Presidents will serve as co-chair of the Governance & Nominating Committee for a two-year term. Persons holding the offices of President and any Vice President are automatically Trustees by virtue of holding those positions. Trustees at Large are elected by the members in any manner determined by the Board and permitted by applicable law. Trustees at large are eligible to serve on committees and task forces as either chairs or members immediately after their Board term is complete, as well as during their term.

Elections for Trustees at Large will be held during June/July/August. Board terms begin the following January.

Officer positions are nominated and approved by the Governance & Nominating co-chairs, the Board President and the Executive Director.

REGULAR MEETINGS

A regular meeting of the Trustees shall be held without other notice than this by-law immediately before or after, and at the same place as, the Annual Conference & Meeting of members. The Trustees may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

SPECIAL MEETINGS

Special meetings of the Trustees may be called by or at the request of the President or any two Trustees. The person or persons authorized to call special meetings of the Trustees may fix the place for holding any special meeting of the Trustees called by them.

NOTICE

Notice of any special meeting shall be given at least two business days previously thereto by written notice delivered by email other electronic means, or mailed to each Trustee at their designated address. If mailed, such notice shall be deemed to be delivered when deposited in the mail so addressed, with postage thereon prepaid. If notice is given by email or other electronic means, such notice shall be deemed to be delivered when sent. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

QUORUM

At any meeting of the Trustees, a majority of the number of currently serving Trustees shall constitute a quorum for the transaction of business. If less than a majority is present at a meeting, a majority of the Trustees present may adjourn the meeting without further notice.



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MANNER OF ACTING

The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees. Any action which is required to be taken or which may be taken at a meeting of the Board of Trustees or any committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the Board of Trustees or the committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and any such participation shall constitute presence in person at the meeting.

NEWLY CREATED TRUSTEESHIPS AND VACANCIES

Newly created Trusteeships resulting from an increase in the number of Trustees and vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Trustees then in office. A Trustee elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of their predecessor.

REMOVAL OF TRUSTEES

Any or all of the Trustees may be removed for cause by vote of the members or by action of the Board. Trustees may be removed without cause only by vote of the members.

TRUSTEE RESIGNATION

Should a Board member wish to resign, the member must submit a written resignation letter to the Board President and Executive Director.

REMOVAL OF OFFICERS AND AGENTS

Any officer or agent elected or appointed by the Trustees may be removed by the Trustees whenever in their judgment the best interests of the Organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by vote of the majority of the Trustees for the unexpired portion of the term.

PRESIDENT

The President shall in general supervise and control the business and affairs of the Organization. The President shall, when present, preside at all meetings of the members and of the Trustees. The President may sign, with the Vice President(s) or any other officer designated by the Trustees, any contract, document or other instrument authorized by the Trustees, and such other duties as may be prescribed by the Trustees from time to time.



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VICE PRESIDENT, FINANCE & AUDIT

The Vice President, Finance & Audit shall maintain financial oversight of the Organization, have an active role in the process of presenting and reviewing budgets, including forecasts, and the audit drafts. This officer shall also review and add insight into all financial items such as banking, controllers, and other fiduciary responsibilities as needed. This office includes the role of Treasurer.

VICE PRESIDENT, GOVERNANCE & NOMINATING

The Vice President, Governance & Nominating shall serve as President when the President is absent and shall work with the Executive Director, the Governance & Nominating Committee, and the Executive Committee on the nomination process for all Board roles as well as initiate and conduct a Board Assessment process. This office includes the role of Secretary.

VICE PRESIDENT, ADVOCACY

The Vice President, Advocacy shall meet with all Committee chairs, including the Award chair, to ensure their work is aligned with advocacy efforts. This officer shall also work with Executive Director, President, the Executive Committee and others, on advocacy statements and press engagement concerning advocacy as well as attend or work closely with those attending AAM Advocacy Day on behalf of AAMC. A yearly review of the Professional Practices Handbook will also be conducted.

VICE PRESIDENT, INCLUSION & OUTREACH

The Vice President, Inclusion & Outreach shall meet with all Committee chairs, including the Award chair, to ensure their work is aligned with inclusion and access initiatives. This officer shall also align efforts and information-sharing by holding a yearly open discussion at the Conference or other time.

VICE PRESIDENT, FUNDRAISING

The primary responsibility of the Vice President, Fundraising is to secure adequate income for the Organization through individual, Trustee, corporate, foundation and government sources. This officer shall also oversee the Fundraising Committee (Board and non-Board) and help the Executive Director achieve outreach goals through events and prospects, as well as cultivation of current donors.

SALARIES

Salaries of officers, if any, shall be fixed from time to time by the Trustees and no officer shall be prevented from receiving such salary by reason of the fact that the individual is also a Trustee.



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ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

CONTRACTS

The Trustees may authorize any officer or agent or to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

LOANS

No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Trustees. Such authority may be general or confined to specific instances.

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 Organization, shall be signed by such officer or officers, including the Executive Director, who is an ex-officio officer, in such manner as shall from time to time be determined by resolution of the Trustees.

DEPOSITS

Funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Trustees may select.

ARTICLE VI - FISCAL YEAR

The fiscal year of the Organization shall begin on the first day of January in each year, or as otherwise determined by the Board of Trustees.

ARTICLE VIII - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or Trustee of the Organization under the provisions of these by-laws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX - INDEMNIFICATION

Each individual or entity (an "indemnitee") who is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that the individual, or an entity as to which the individual is a representative, is or was a member, Trustee or officer of the Organization, shall be indemnified and held harmless by the Organization to the fullest extent authorized by law as the same exists or may be hereafter be amended, against all loss, cost and expense (including, without



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limitation, attorneys' fees and expenses, unless legal representation is provided directly by the Organization, and amounts paid in settlement), reasonably incurred by the indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a member, Trustee or officer, and shall inure to the benefit of their heirs, executors and administrators; provided, however, that the Organization shall indemnify any such person or entity seeking indemnification in connection with a proceeding initiated by such person or entity only if such proceeding was authorized by the Board of Trustees.

The right to indemnification incurred by this Article IX shall be a contract right and shall include the right to be paid by the Organization for the expenses incurred in defending any such proceeding in advance of its final disposition (unless such defense is provided for directly by the Organization); provided that, if required by law, the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Organization of an undertaking by the indemnitee to repay any amounts so advanced if it is ultimately determined that the indemnitee is not entitled to be indemnified under this Article IX or otherwise.

The Organization may, by action of the Board of Trustees, provide indemnification to employees and agents of the Organization with the same scope and effect as the foregoing provisions of this Article IX.

ARTICLE X - AMENDMENTS

These bylaws and all future bylaws may be altered, amended, repealed and/or newly adopted at any time by a vote of a majority of the Trustees.
