



Virginia Association of Museums

BYLAWS

ARTICLE I – OFFICERS: ELECTION, TERMS OF OFFICE, VACANCIES

The Officers of the Association shall be a President, Vice-President for Planning and Resources, Vice President for Member Engagement, Secretary and Treasurer. One of the Vice Presidents also shall be designated President-Elect at the time of their election. The Officers shall be nominated from within the ranks of the Directors of the Association and elected by the Association membership for two-year terms at the annual business meeting. The President and Vice Presidents shall not serve more than one term in office. The Secretary and the Treasurer may succeed themselves for one additional term to provide better continuity in these positions. Vacancies occurring between elections may be filled by action of the Council. If the President is unable to complete his or her term, the Council shall appoint one of the Vice Presidents or the Immediate Past President as Acting President, at the discretion of Council. These officers and the immediate Past President shall constitute the Executive Committee. All Officers and Directors shall be, at a minimum, individual members of the Association in good standing.

ARTICLE II – DUTIES OF THE OFFICERS

PRESIDENT: shall preside over all meetings of the Council, the Executive Committee, and of the Association. Upon completion of his or her term of office, the President shall serve as Immediate Past President and chair of the Council’s Leadership Development Committee for two years. The Immediate Past President also participates in meetings of the Executive Committee.

VICE PRESIDENT FOR PLANNING AND RESOURCES: shall preside over all meetings of Council, the Executive Committee, and of the Association in the absence of the President. Vice President for Planning and Resources shall monitor the work of the Planning and Resources Committee. If designated President-Elect, he/ she shall preside over all meetings of Council, the Executive Committee and of the Association in the absence of the President.

VICE PRESIDENT FOR MEMBER ENGAGEMENT: The Vice President for Member Engagement shall monitor the work of the Member Engagement Committee. If designated President-Elect, he/ she shall preside over all meetings of Council, the Executive Committee and of the Association in the absence of the President.

SECRETARY: shall keep minutes of the Council, the Executive Committee, and regular business meetings of the Association. All minutes shall be distributed to the Council as soon as possible after each meeting.

TREASURER: shall be responsible for the safekeeping of all funds of the Association and shall make reports of all receipts and disbursements at the meetings of the Council and at the Association's annual business meeting.

IMMEDIATE PAST PRESIDENT: shall chair the Leadership Development Committee.

ARTICLE III – NOMINATIONS

Before the annual election of officers and directors, the President shall appoint, with the advice of the Immediate Past President, a Nominations & Awards Subcommittee to prepare a slate of nominees for submission at the annual business meeting. The Subcommittee shall consist of no more than three (3) members from the Council and at least three (3) members selected at large by the Council.

The Nominations & Awards Subcommittee should consider the composition of the nominees for representation of all interests in the Association. The Subcommittee shall obtain the consent of the nominees before submitting their names for election and shall offer its recommendations to Council no later than thirty (30) days prior to the annual business meeting. The Council shall then present its slate of nominations to the membership at that meeting. Other nominations may be made from the floor by Active Members at the annual business meeting. Persons nominating from the floor a candidate who is not present must submit the written consent of the candidate to serve. Officers and Directors shall be elected by a simple majority of votes cast by the quorum present.

ARTICLE IV – COUNCIL

Section 1. POWERS OF COUNCIL

The affairs of the Association shall be managed by a Council, which may take any lawful action on behalf of this organization consistent with its purpose. Without limiting the generality of the foregoing, it is expressly hereby provided that the Council may establish such standing rules as are in its opinion necessary for the operation of the Association, and take such other action in furtherance of its purpose as the Council may deem advisable and is permitted by the laws of Virginia, all in accordance with the Constitution and Bylaws of this Association. Council shall be responsible for the prudent management of the fiscal resources of the Association and shall require and inspect an accounting of the Association's financial affairs annually and at such other times as it may deem proper.

Section 2. RESPONSIBILITIES OF COUNCIL MEMBERS

- a. To support the mission of the Association: promoting professionalism in Virginia's museum community.
- b. To determine directions, goals and priorities for the Association.
- c. To define policy governing the Association.
- d. To maintain contact with museums and other appropriate institutions in the Council member's community, in order to assure widespread participation in the Association's programs and to survey local needs and provide suggestions for services to Association members.
- e. To support the Association through at least an individual membership, and by enlisting new members from other museums as well as the member's home institution personnel, trustees and volunteers.

- f. To assist in the development of financial and advisory resources necessary to accomplish the Council's stated goals. To cooperate with the Association's staff in solicitation for funds from the corporate community, foundations and other granting organizations, state and federal government and individual benefactors.
- g. To advocate for the Association's needs and those of the commonwealth's entire museum community with the legislature and local governments.
- h. To attend bimonthly Council meetings and the annual conference. Missing two (2) meetings with unreported absences, or three (3) meetings for any reason during a year shall indicate that member's intention to resign.
- i. To serve as member or chairman of one or more committees per year, meeting on a regular basis to complete projects and prepare for Council meetings.
- j. To participate in the selection of the Executive Director, oversee his/her activities and assist in setting personnel policies for the Association's staff.
- k. To provide active, working support for the Association's staff.
- l. To review and approve the annual budget submitted by the Executive Committee.
- m. To supply items for the newsletter and write occasional articles as requested by the Association's staff.
- n. From time to time, to host visits by the Association's staff, meetings of regional groups and the annual conference as agreed upon by the Council, staff and the individual Council member. To coordinate logistical assistance and program development for planned meetings.

Section 3. NUMBER OF COUNCIL MEMBERS

The Council shall consist of five (5) elected officers; the immediate Past President, and sixteen (16) elected directors. Of these sixteen (16), five (5) shall represent the Association's designated geographical regions in Virginia—Central; Northern Virginia; Tidewater and Eastern Shore; Southwest and Blue Ridge; and Mountain and Valley. Six (6) shall represent the following disciplines: (a) Arts; (b) Nature, Science and Planetariums; (c) Historic Houses, Museums and Sites; (d) Other Historical Agencies, including Historical Societies; (e) University and College Galleries and Museums; (f) Emerging Professionals, and five (5) shall be Directors-at-Large who may represent any discipline or region of the Commonwealth relevant to the interests of the Association. The Directors-at-Large may be chosen from outside the museum profession if the Nomination Committee and Council feel that individual promotes VAM's and the museum profession's interests.

Additionally there are two ex officio seats filled by the executive director (or designee) of the Virginia Foundation for the Humanities and Public Policy and by a representative from the Virginia Museum of Fine Arts. Ex officio Council members are encouraged to participate in regularly-scheduled Council meetings, including the business meeting at the annual conference and the annual Council retreat.

Section 4. TERMS OF OFFICE

One-third of the Directors shall be elected at each annual business meeting to serve a term of three (3) years or until their successors are elected. Terms of service on the Council shall begin immediately following the Association's annual business meeting. A Director's term shall not exceed two

(2) full terms or six (6) years, after which a Director would remain ineligible to be re-nominated for a period of one year. The position of Emerging Professionals will be eligible for only one (1) full term of three (3) years.

Section 5. VACANCIES

A vacancy in the office of Director may be filled for the unexpired term by action of the remaining members of Council. The individual chosen will fill the unexpired term and then shall be eligible for election to two (2) full terms or six (6) years (excluding the Emerging Professionals position, which is limited to one (1) full term or three (3) years. In the event that any serving Director (other than a Director-at-Large) ceases to be actively engaged by the institution with which he/she was affiliated at the time of assuming office, the Director shall have the option of continuing to serve for up to 90 days while his/her status is resolved. If, at the end of this 90-day period, the Director is not actively engaged at an institution reflective of the geographical region or discipline he/she represented, the Council may proceed to appoint a new Director for the unexpired term, consistent with the provisions of this section.

Section 6. MEETINGS AND QUORUM

The Council shall meet at least quarterly, at the call of the President, or by the request of any three (3) of the Council's members. There shall be at least (5) days' notice of any called meeting. A quorum for meetings of the Council shall be eight (8), and a majority vote shall carry a motion unless otherwise specified in the Constitution and Bylaws. In situations where time is of the essence and a specific action is required, the Council may vote on motions defined and proposed by the President via telephone conference call or e-mail communication. Regardless of the method of voting, minutes of the discussion and actions taken will be maintained by the Secretary. Actions of the Council shall be binding, but shall be subject to review by the voting membership at a business meeting.

ARTICLE V – STAFF

The Council may, at its discretion, employ an Executive Director to administer the affairs of the Association, to direct ongoing programs, and to promulgate new ones with advice and consent of Council. The Executive Director shall have authority to employ additional staff to assist in other ways defined by the Council, and to terminate the employment of such personnel. The Executive Director shall have the responsibility to supervise the work of such personnel.

The Executive Director shall serve at the pleasure of the Council. He or she shall attend all meetings of the Association, of the Council and the Executive Committee, but shall not be entitled to a vote.

ARTICLE VI – ASSOCIATION MEETINGS

The voting membership shall meet at least once each calendar year and shall normally hold its annual business meeting in the Spring of the year at such time and place as the Council shall decide. A quorum of the Association shall consist of twenty (20) per cent of the total active Members, and a majority vote of the Active Members present shall be sufficient for passage of motions, unless otherwise designated in the constitution or Bylaws. Affiliate Members of the Association may attend all Association meetings and may speak on all issues, but may not vote.

ARTICLE VII – COMMITTEES

Section 1. EXECUTIVE COMMITTEE

- (a) The Executive Committee shall consist of the President, Vice President for Planning and Resources, Vice President for Member Engagement, Secretary, Treasurer, and Immediate Past President. If voting results in a tie, it would go to the full Council for resolution. The Executive Director shall participate in Executive Committee meetings, but will not be entitled to a vote.
- (b) The Executive Committee is authorized to meet and make decisions on behalf of the Council in between regular Council meetings. The timing of Committee meetings will be at the discretion of the President, but shall occur at least quarterly. There shall normally be at least five (5) days' notice of any called meeting of the Committee, though a shorter notice is permitted at the President's discretion when time is of the essence. A quorum for meetings of the Committee shall be three (3), exclusive of the President.
- (c) The authority to make decisions on behalf of the Council shall be exercised only in extraordinary circumstances where time is of the essence and confidentiality is called for. Such circumstances include, but are not limited to, staff, finances, litigation, and conduct of Council members. When an in-person meeting of the Executive Committee is not feasible, the Committee may meet via telephone conference call or e-mail communication. Regardless of the method of meeting, minutes of the discussion and actions taken will be maintained by the Secretary.
- (d) The Executive Committee shall review and discuss the annual budget prepared by the Executive Director prior to its submission to the full Council.
- (e) The Executive Committee shall meet at least once a year to conduct a performance evaluation of the Executive Director, who shall not be present at the meeting. The President will prepare and submit the evaluation to the Committee for review and approval, using a format agreed upon by the Committee in advance. Following the Committee meeting, the President will meet with the Executive Director to discuss the evaluation, which will be signed by both parties. In the event that the Executive Director disagrees with the evaluation in whole or in part, he or she may present an appeal to the Executive Committee for consideration. Any decision of the Executive Committee resulting from consideration of the Executive Director's appeal will be final.
- (f) Decisions made by the Executive Committee shall be communicated to the Council at the earliest practical opportunity, and may be modified or ratified at the Council's discretion by a two-thirds majority vote when a quorum is present. The Council will communicate decisions taken by the Executive Committee to the Association membership at the earliest practical opportunity. Communication of decisions relevant to personnel actions shall be consistent with applicable legal considerations of confidentiality.
- (g) The role and authority of the Executive Committee may be modified by the Council at its discretion by a two-thirds majority vote when a quorum is present.

Section 2. STANDING COMMITTEES

Standing Committees of the Association shall be the Planning and Resources Committee, Member Engagement Committee, and Leadership Development Committee. Other committees or subcommittees shall be established by the President on an ad-hoc basis for specific tasks with a definite time frame for

completion of the task. Where not otherwise specified in the Bylaws, the President shall appoint Chairs of committees or subcommittees.

ARTICLE VIII – MEMBERSHIP

Section 1. CATEGORIES

- (a) Institutional and Leadership Members – Institutional and Leadership Members shall be nonprofit museums and kindred institutions operated for non-profit, educational purposes. Each Institutional Member shall designate one person as its official representative to exercise voting rights and other rights of membership in the Virginia Association of Museums.
- (b) Individual Members, and Benefactors – Voting membership shall be open to all those who are actively engaged in museum work on a professional or volunteer basis or who choose to support the museum profession.
- (c) Student Members – Free membership shall be open to students enrolled in undergraduate or graduate school. Student Members shall enjoy all program and communication rights of membership.
- (d) Business Members – Non-voting membership shall be open to profit-making businesses. Business Members shall enjoy all program and communication rights of membership.

Membership in the Association shall be composed of Active Members and Affiliate Members. Active Members in good standing shall have voting rights and other benefits of membership. A member in good standing is one whose dues are paid in full. Active Members consist of Institutional and Leadership Members; Individual Members; Benefactors; and Student members. Affiliate members shall consist of Business Members.

Section 2. DUES

Dues for each category of membership shall be established by the Council. Changes in dues must be approved by two-thirds vote of Council. Council shall notify the membership of any dues changes at least sixty (60) days before the change is affected. All dues shall be payable in advance, and members failing to pay dues within three (3) months after they become payable shall cease to be members in good standing upon written notification of such default.

ARTICLE IX – EXPENDITURES

All expenditures from the treasury of the Association shall be ratified by Council.

ARTICLE X – COLLECTIONS

It shall be the policy of the Association not to acquire collections on a permanent basis, except such office reference materials as may be of benefit to the membership and/or needed for administrative purposes. Collections that may be acquired by the Association shall be turned over to such repositories as the Council may direct.

ARTICLE XI – NOTICE OF MEETINGS

Notice of special meetings of the Association membership will be sent to Association members at least thirty (30) days before the meeting date.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Council at any duly called or other business meeting providing that the proposed amendment has been sent to each Council member at least thirty (30) days before the meeting.

ARTICLE XIII – PARLIAMENTARY RULES

Roberts Rules of Order (revised) shall govern the conduct of meetings of the Council and the Association meetings.

ARTICLE XIV – AUTHORITY TO DO LEGAL BUSINESS

The Association shall have the authority to do legal business, to include the business of insurance.

ARTICLE XV – ADOPTION OF CONSTITUTION AND BYLAWS

The Constitution and Bylaws of the Association were adopted at the regular business meeting of the Association held in Richmond, Virginia on October 4, 1975. They were amended at the Council meeting held in Norfolk, Virginia on March 17, 1996; at the meeting of Council held in Hot Springs, Virginia on July 10, 1998; at the Council meeting held on January 11, 2001; at the Council meeting held on November 8, 2007; at the Council meeting held on November 13, 2008; at the Council meeting held September 10, 2009; at the Council meeting held September 11, 2014; at the Council meeting held November 12, 2015, at a Council meeting held January 13, 2016, and at a Council meeting held September 8, 2016.