

# MOUNTAIN-PLAINS MUSEUMS ASSOCIATION CONSTITUTION AND BYLAWS

Constitution Amended December 2022 by Membership  
Bylaws Amended February 2022 by Board of Directors

## CONSTITUTION

### **Article I---Name and Affiliation**

*Section 1.* The name of this Association shall be the Mountain-Plains Museums Association (MPMA). It is a recognized regional unit of the American Alliance of Museums.

*Section 2.* The states composing the regional association as constituted on July 4, 1976, by the American Association of Museums (now the American Alliance of Museums) and referred to as the Mountain-Plains Museums Association, herein referred to as “Association,” are designated as: Colorado, Kansas, Montana, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, and Wyoming.

*Section 3.* Notwithstanding anything herein, the Association shall not be responsible for the liabilities of the American Alliance of Museums, any other region within the designated regional units of the American Alliance of Museums, any of the state organizations comprising the Association, or of any Standing Professional Committee, or other committees not appointed or formed by the Governing Board of the Association.

### **Article II---Purpose**

*Section 1.* The Association is a 501(c)3 educational organization whose purpose is to serve the individuals and organizations of the museum community in the states of Colorado, Kansas, Montana, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, and Wyoming by advocating on behalf of the museum community, educating its members, and by fostering professionalism, ethical standards, cooperation, and fellowship.

### **Article III---Membership**

*Section 1.* The Association shall be composed of Members as specified in the Bylaws. The admission and continued membership of all Members shall be subject to the approval of the Governing Board. Annual or other dues and assessments for membership or affiliation, as well as the privileges and responsibilities accorded categories of membership, shall be those fixed by the Governing Board.

*Section 2.* Membership may be withdrawn by the Governing Board for failure to pay annual or other dues and assessments or for due cause. Due cause shall be construed to mean use of membership in the Association to work for purposes inconsistent with the purposes of the Association and any standards the Governing Board may require.

### **Article IV---Governing Board**

*Section 1.* The affairs of the Association shall be governed by a Governing Board, herein referred to as “the Board.” The Board shall establish policy for the Association and assist in the implementation of policy consistent with the Constitution and Bylaws. The Board may alter, amend or repeal any rule, regulation or guideline that it has adopted. The Board shall be responsible for service to the membership, and in particular, the prudent stewardship of the fiscal resources and management of the affairs of the Association. The Board delegates oversight for managerial matters to the Executive Committee.

*Section 2.* The Board shall consist of voting and non-voting members. There shall be one vote per elected or appointed voting member in any governing body of the Association. If an individual is elected or appointed to a second voting position on the Board, one of the voting positions shall be vacated for the term of the dual votes.

(a) The voting members of the Board shall consist of:

- (1) Five (5) Officers: President, Vice-President, Secretary, Treasurer, and Past President
- (2) Nine (9) Board Members-at-Large;
- (3) Ten (10) State Representatives, one from each state within the region; and
- (4) Chairs of the Standing Professional Committees as defined in the Bylaws, Chapter III, Section 1.

(b) Non-voting members include Chairs or Representatives of Professional Interest Networks (PINs) or Committees as defined in the Bylaws.

*Section 3.* The individual members of the Board shall serve a length of term as defined in the Bylaws.

*Section 4.* Only members in good standing of any Membership category and residing within the ten-state region of the Association shall be eligible for election or appointment to the Board. Board members who move from the Association's region are considered to have resigned.

*Section 5.* Any vacancy among the members of the Board shall be filled by presidential appointment and ratification by the Board only until the next regular election when candidates for the remainder of the unexpired term may be nominated and elected in the prescribed manner.

*Section 6.* If a person has been appointed to fill the remainder of an unexpired term on the Board, that person is eligible for reelection to the Board.

*Section 7.* Terms of service on the Board shall begin immediately following the Annual Business Meeting of the Association. In the case of a presidential appointment, the appointment must be ratified by the board within a month of which it is made. A vote to this effect can be conducted electronically.

*Section 8.* A Board Member may be terminated by the Board for failure to pay annual dues or other dues and assessments or for due cause provided in the Constitution, Article III, Section 2. Termination may also occur if the Board Member fails to attend meetings of the Association without reasonable cause or to meet the requirements of membership.

## **Article V---Committees**

*Section 1.* There shall be an Executive Committee that shall consist of the Officers of the Association: President, Vice President, Treasurer, Secretary, and immediate Past President. The President shall be the Chair of the Executive Committee.

*Section 2.* The Executive Committee may transact business for the Board and shall exercise the powers of the Board in the intervals between Board Meetings, but all of its actions shall be subject to ratification by the Board at its next meeting. The Executive Committee shall also advise and assist the Board concerning recognition and continuing eligibility of Standing Professional Committees and Professional Interest Networks (PINs), subject to the requirements in the Bylaws, Chapter III, Section 1, and additional guidelines the Board may prescribe.

*Section 3.* There shall be a Board Development Committee that shall consist of the Chair who shall be the Past President and his/her elected committee members. Committee members shall be selected at the discretion of the chair. The life of the Board Development Committee shall be from the close of the Annual Meeting coincident with which it was selected to the beginning of the next succeeding Annual Business Meeting. In addition to undertaking the responsibility as a nominating committee, the Board Development Committee will encourage members to participate in the Board and

Committees, cultivate members for service on the Board and Committees, and with the President and Executive Director, provide professional development opportunities for Board and Committee members. State Representatives shall be incorporated into the work of the Board Development Committee. The principle of achieving diversity shall be placed front and center in the annual charge to the Board Development Committee.

*Section 4.* The President shall appoint each year an Audit Committee of not less than three members in good standing of the Association, one of whom he or she shall designate as Chair. The Audit Committee shall have the responsibility for reviewing the financial records of the Association and determining whether or not the Association is to have an audit or review undertaken by a Certified Public Accountant. The Chair will make a report to the Board not later than the Business meeting immediately following the completion of each fiscal year. The Treasurer is proscribed from serving on the Audit Committee, but is required to render his/her full cooperation with the Committee.

*Section 5.* The President shall create such Administrative Committees as are deemed necessary and appoint Chairs of such Committees in consultation with the Executive Committee. Administrative Committees shall be such committees beyond those established by the bylaws and shall be tasked with special functions as determined by the President with the approval of the Board of Directors. The Chairs shall select members of their Committees in consultation with the President and the Executive Committee.

## **Article VI---Nominations, Voting and Election**

*Section 1.* The nominees for the Board shall be:

- (a) The slate submitted by the Board Development Committee and
- (b) Such additional nominees as may be nominated by petition pursuant to the provisions of Section 3 of this Article VI.

*Section 2.* In the election of all Board positions, except those of State Representative and Chair of a Standing Professional Committee, only Individual Members and representatives of Institutional Members, each in good standing, shall have the right to vote. Each Institutional Member shall be entitled to one vote to be cast by its chief executive officer or a properly accredited representative. The voting for these positions shall be by a mail/email ballot and shall be subject to such procedural requirements as may be provided in the Bylaws.

*Section 3.* Any Individual Member in good standing, not otherwise disqualified by reason of limitation on consecutive terms, by reason of being a Chair or a member of the Board Development Committee or by not residing within the ten-state region of the Association, may be nominated for any office by petition, provided that:

- (a) Such petition is received by the President no fewer than one hundred and twenty (120) days prior to the next Annual Business Meeting of the Association, and before the election slate is posted, and
- (b) Such petition is signed by no fewer than 5 percent of the voting members of the Association in good standing, of which not more than 50% of those signing the petition are from a single state within the Region, and
- (c) No voting member of the Association may sign petitions nominating more than one candidate for the specific Board position. If any voting member shall sign more than one petition for a specific position on the Board, such signature of the member on all petitions for such positions on the Board shall be deemed invalid.

## **Article VII---Meetings**

*Section 1.* The Association shall hold at least one Annual Business Meeting each year and shall rotate among the member states as far as is practical. The place shall be determined by invitation received not later than the preceding Annual Business Meeting and approved by a vote of the Board upon recommendation of Staff. The date shall be set by the host institution(s) with approval by the Board.

*Section 2.* The Board shall hold two meetings each year. One shall be held at the time and place of the Annual Meeting of the Association and another shall be held at midwinter at the location of the next Annual Meeting. Other meetings shall be held at times and places determined by the Board. The president may schedule up to two board meetings, annually, aside from those at the midwinter and annual meeting, via conference call or other means in which all members present may actively participate.

*Section 3.* Quorums at each of the following meetings are:

- (a) Not fewer than ten percent (10%) of the members shall constitute a quorum of the membership at any Annual Business Meeting of the Association.
- (b) A simple majority of voting Board members shall constitute a quorum for Board Meetings.
- (c) Not fewer than three (3) members shall constitute a quorum for the Executive Committee.

*Section 4.* The method of voting at meetings shall be as the President may direct.

*Section 5.* Only members in good standing may vote on the affairs of the Association and shall be entitled to only one vote unless they are both an Individual Member and a properly accredited representative of an Institutional Member in which case they may cast two votes.

*Section 6.* Minutes of the Board Meetings and Annual Business Meeting shall be open to inspection by any member of the Association.

*Section 7.* Meetings of the Association, its Board, and Executive Committee, except as otherwise provided in the Bylaws, are to be conducted according to procedures specified in the most recent edition of *Robert's Rules of Order*.

## **Article VIII---Amendments**

*Section 1.* The Amendments to this Constitution must be proposed in a written statement, presented to the Board, filed with the Secretary, and mailed or transmitted electronically to the membership at least 30 days before the called vote. Amendments must be approved by:

- (a) A simple majority of all Board Members at a Board Meeting with a quorum present and a simple majority of the Association at an Annual Business Meeting with a quorum present, or
- (b) By two-thirds of the votes cast by members of the Association as polled by mail or email.

## **Article IX---Dissolution**

*Section 1.* Perpetual operation of the Association is contemplated, but in the event of dissolution, the Executive Committee must divide the assets of the Association equally among the member states, to the state museum organizations, or the state historical societies, if there is no state museum organization and that at the time qualify as an exempt organization under section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

Written Sept. 1970	Amended Oct. 1984
Revised Sept. 1971	Revised July 1989
Amended Oct. 1975	Revised Oct. 1993
Revised Oct. 1981	Revised Oct. 1996
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	Amended Sept. 2010

Revised Oct. 2014  
Revised Sept. 2015  
Amended Dec. 2016  
Amended Nov. 2019  
Amended Nov. 2022

# BYLAWS

## Chapter I---Membership

*Section 1.* Any individual, institution, organization, or association interested in the purposes of the Association may become a member of the Association by paying the prescribed dues for the appropriate category.

*Section 2.* Where eligibility for membership is in dispute, the matter shall be judged and decided upon by the Board.

*Section 3.* The membership structure and annual membership dues shall be determined and published by the Board.

*Section 4.* Active membership shall be for one calendar year from the date of payment of dues.

*Section 5.* Any member in arrears of membership dues may, at the discretion of the Board, be dropped from membership in the Association. Membership may also be withdrawn for due cause as provided in Article III, Section 2, of the Constitution.

*Section 6.* Categories of active membership may include:

- (a) **INDIVIDUAL MEMBERS** shall be those actively engaged in museology and associated with museums, zoos, botanical gardens or organizations of similar nature as staff members, volunteers, trustees, students or those engaged in the training of museologists.
  - a. Also included under the Individual Members category are the categories of Patron Membership and Honorary Life Membership.
    - i. PATRON MEMBERS shall be those persons or organizations who/which are museum related who/which wish to contribute financially to the Association. Patrons shall be those persons or organizations who/which qualify by contributing the amounts fixed by the Board.
    - ii. HONORARY LIFE MEMBERS are elected by the Board and shall be persons who have become distinguished for eminent service to the cause of museums. Honorary Life Members shall pay no membership dues.
- (b) **INSTITUTIONAL MEMBERS** shall be those museums, zoos, art centers, science centers, historic houses or sites, botanical gardens, and similar organizations, including museum associations or organizations, that wish to join and support the Association in their official capacity and whose facilities are open to the general public on a regular schedule or are providing research opportunities of interest to the Association and its members. All institutional members must have a not-for-profit status.
  - a. Also included under the Institutional Members category are the categories of University Membership and Satellite Membership.
    - i. UNIVERSITY MEMBERS shall be those persons or organizations affiliated with a university or college. This membership designation can be for those students, faculty and/or advisors involved in this formal course of study.
    - ii. SATELLITE MEMBERS shall be those institutions whose Parent museum or organization is an Institutional Member of the Association. The Parent organization member may add each of its satellite museums as a Satellite Institutional Member for an additional fee set by the Board. The Satellite Museums may enjoy all privileges of an institutional member for one staff person.
- (c) **PROFESSIONAL INTEREST NETWORKS (PINs) MEMBERS** shall be those persons who are paid or unpaid staff, volunteers, or board members of an Institutional Member and who have registered as a PIN Member through their parent organization. PIN members shall

receive all electronic member communications and may register for the annual conference under the membership rate, but may not vote in MPMA elections or hold MPMA office.

- (d) **BUSINESS MEMBERS** shall be those persons or organizations who/which are museum related or corporate affiliates that are “for profit” organizations, or individuals having as their primary occupation the offering of goods and/or services for use by the museum community. Organizations and/or individuals qualifying for membership in this category shall be ineligible for membership in any other category.

*Section 7.* Within the membership categories, only **INDIVIDUAL MEMBERS** and **INSTITUTIONAL MEMBERS** have voting privileges. Voting privileges are defined as eligibility to vote for Officers, and Board Members-at-Large, provided they meet the additional requirements as outlined in Article III of the Constitution.

## **Chapter II---Board Responsibilities**

*Section 1.* The Board of the Association shall have the following responsibilities:

- (a) The President shall preside at all business meetings and shall be responsible for all affairs of the Association as determined by the Board and established by the Constitution and Bylaws. He/she is empowered to assign additional duties to such board members as necessary to administer the affairs of the Association adequately. The President also serves as a member of the Council of Regional Associations of the American Alliance of Museums and shall be required to represent the Association and actively participate in all appropriate meetings of the Council of Regional Associations, and shall report to the Board and the Association concerning these meetings. The President shall work closely and in counsel with the Association’s Executive Director on all business matters. The President serves as an Ex-Officio member of all Association Standing Committees.
- (b) The Vice President shall fulfill the duties of the President in cases of absence or incapacity. In the event of the President’s death, resignation or removal from office, the Vice President shall succeed to the unexpired term of office. In addition, the Vice President shall also be responsible for the chairmanship of one or more of the major committees as assigned by the President. The Vice President also shall be considered the President-Elect for the Association. **See Chapter VI, Section (e) for special instructions if the Vice President position is vacated before the term expires.**
- (c) The Secretary shall be responsible for recording and maintaining adequate minutes of each Board Meeting and Annual Business Meeting. The minutes shall be submitted to the Board for approval. The Secretary will assist the President in disseminating information to members and maintaining communication with outside groups and individuals. In the absence of the President and Vice President, the Secretary shall preside at meetings of the Board and the Annual Business Meeting.
- (d) The Treasurer shall be responsible for producing an annual budget in conjunction with the President and Executive Director, maintaining the financial records of the Association, and will be responsible for making a financial report for each Board Meeting and Annual Business Meeting. The financial report shall be submitted to the Board for approval. In the absence of the President, Vice President, and Secretary, the Treasurer shall preside at meetings of the Board and the Annual Business Meeting. The Treasurer is responsible for presenting a full and complete account to the Board for the last fiscal year, and responsible for cooperating with the Audit Committee in its work. The Treasurer is expected to assist and work with a newly elected Treasurer during the transition period between the election and the end of the fiscal year.

- (e) The Past President shall serve immediately following his/her term as President in an advisory capacity to the incumbent President. The Past President shall also chair the Board Development Committee.
- (f) The nine (9) Board Members-at-Large shall be responsible for representing the entire membership of the Association with regard to the specific duties of their elected position. The term of office shall be for three years. A Board Member-at-Large shall be eligible for election to a second consecutive three-year term. Having completed such a second consecutive three-year term, that person shall not be eligible for reelection to the same position for a period of eleven months but may be elected to another office on the Board. Each Board Member-at-Large is expected to take on a leadership assignment with one of the Strategic Plan Committees of the Board.
- (g) The ten (10) State Representatives, one from each of the states within the Region, shall be responsible for maintaining communication between the state they represent and the Association. Their term of office shall be determined by the state organization that elected, appointed, or designated him/her. State Representatives are responsible for providing the Board with written notification and verification of their election, appointment or designation subject to guidelines as prescribed by the Board. In the event that a state does not have an organization from which to send a Representative, the President of the Association is empowered to appoint a Representative from that state. MPMA shall enter into an annual Memorandum of Understanding (MOU) with the existing associations/organizations that represent each state that clarifies key points in regard to this representation such as who is responsible for appointing and setting the term of service of their representative and such duties as the state association wishes its representative to have.
- (h) The Standing Professional Committee (SPC) Chair(s) or Representative(s) shall be responsible for maintaining communications between his/her members and the Association. The term of office shall be determined by the Standing Professional Committee. Chairs or Representatives of the Standing Professional Committees are responsible for providing the Board with written notification and verification of their election or appointment subject to guidelines as prescribed by Board. Approval of the SPC must follow procedures for Board participation as directed in the Bylaws, Chapter III.
- (i) All members of the Board are expected to adhere to the ethical standards of the American Alliance of Museums in their conduct of the business of the Association.
- (j) The Association will maintain any insurance protection deemed necessary by the Board in order to protect and indemnify the Association and its Officers, Board members, Committee members, Volunteers and/or Staff.

*Section 2.* The Officers of the Association shall be elected to one two-year (2) term.

An officer may not be elected to consecutive terms for the same position, with the exception of the Treasurer, who may be elected to no more than two (2) consecutive terms.

*Section 3.* The Chairs of the committees appointed by the President shall be responsible for the tasks for which they have been appointed. Presidential appointments are for the term of the incumbent President only and have no vote on the Board.

- (a) All committees, both those established by name in the governing documents and such additional administrative committees as established, must be chaired or co-chaired by a sitting member of the Board of Directors.
- (b) The responsibility for recruiting/appointing members of committees rests in the appointed Chairs of such committees, subject of course to any directions from the President as to size of such committees, geographic requirements, etc.

*Section 4.* The Chair(s) are responsible for maintaining communications between the body that elected him/her and the Association. The term of office shall be determined by the Professional Interest Network that elected or appointed him/her. Chairs of Professional Interest Networks are responsible for providing the Board with written notification and verification of their election or appointment subject to guidelines as prescribed by the Board. Approval of the Professional Interest Network must follow procedures for Board participation as directed in the Chapter III, Section 3.

- (a) Board of Directors shall hold Committee Chairs responsible for the operations of their committees to include scheduling meetings, taking minutes, preparing reports and presenting those reports to the Board of Directors.

### **Chapter III---Standing Professional Committees and Professional Interest Networks (PINs)**

*Section 1.* There may be such Standing Professional Committees (SPCs) that shall be recognized and admitted to the Board by a simple majority at a Board Meeting with a quorum present. Such Committees may consist of Individual Members, Institutional Members or both. SPCs are intended to represent a broad ongoing interest of members of the museum profession and should have regional and national objectives and purposes that support and enhance those of the Association. Criteria for recognition and admission to the Board include the following requirements:

- (a) When applying for recognition, a Standing Professional Committee must provide verification to the Staff and the Board that during the preceding three (3) years no fewer than twenty (20) Members were voting members in good standing of the Association; and
- (b) Must elect or appoint a representative who will attend Board Meetings of the Association and who shall have a vote on the Board; and
- (c) The official representative of each Standing Professional Committee must submit the membership list of the group for the previous year to the Staff and the Board; the membership list is submitted each year, thirty (30) days before the Midwinter Meeting of the Association in time for the Executive Committee to rule on the status of the SPC for that year; to retain its representation and vote on the Board, a recognized Standing Professional Committee must maintain its membership at least at the level required for application for recognition; and
- (d) Upon request of the Staff and the Board, a Standing Professional Committee must provide verification that the written objectives and purposes of the applying organization are compatible with those of the Association.

*Section 2.* The Board shall have the right to review the activities of all Standing Professional Committees and may, by majority vote, withdraw the status previously given to any group on the Board.

- (a) If the Representative of the Standing Professional Committee fails to attend the Midwinter Meeting and the Annual Meeting of the Association within a given year, that Committee may forfeit its recognized status and seat on the Board;
- (b) If membership in the SPC remains below twenty (20) for two consecutive Midwinter Meetings, the SPC will revert to PIN status at the second Midwinter Meeting;
- (c) If the Standing Professional Committee later wishes to reorganize, it must follow the procedures mandated in the Bylaws for the recognition of any new Standing Professional Committee;
- (d) The responsibilities of the SPC may include, but are not limited to the following: (1) maintain a link on the Association's web site; (2) host activities at the Association's Annual Meeting; (3) conduct electronic communications through the Association's applications; and (4) provide members to designated Association Committees;

- (e) The responsibilities of the Association may include, but are not limited to the following: (1) assist the SPC with distribution of flyers, mailings, and e-blasts; and (2) share membership lists for the purpose of membership recruitment and dissemination of information.

*Section 3.* To assist the Association and to serve as a source of information, experience, and perspective, the Board may recognize Professional Interest Networks (PINs). PINs may be recognized and admitted to the Board by a simple majority at a Board Meeting with a quorum present. Such PINs may consist of Individual Members, Institutional Members, or both. PINs are intended to represent broad, ongoing interests of members of the museum profession and should have regional and national objectives and purposes that support and enhance those of the Association. Guidelines for eligibility of PINs shall be established and published by the Board.

- (a) A representative of each Professional Interest Network, chosen by said group, shall (1) receive notice of all meetings of the Board, (2) be invited to attend and participate in, but may not vote at, such meetings, (3) receive minutes of meetings of the Board, and the Professional Interest Network is encouraged to actively participate in activities to include but is not limited to the following: (1) maintain a link on the Association's web site; (2) host activities at the Association's Annual Meeting; (3) conduct electronic communications through the Association's applications; and (4) provide members to designated Association Committees.
- (b) The responsibilities of the Association shall include but are not limited to the following: (1) assist the Professional Interest Network with distribution of flyers, mailings, and electronic communications; and (2) share membership lists for the purpose of membership recruitment and dissemination of information.

*Section 4.* The Executive Committee, with the advice of the Board, shall regularly and with advance notice review the activities of all PINs and may, by majority vote, withdraw the status previously accorded to any as a Professional Interest Network.

## **Chapter IV---Staff**

*Section 1.* The Board may employ Staff who, under general supervision of the President and the Executive Committee, shall be responsible for the day-to-day operations of the association and assist with activities such as the Annual Meeting, Midwinter Meeting, membership, elections, financial management, communications, and publications.

*Section 2.* Insofar as prescribed by the Constitution and these Bylaws or additional policies and guidelines prescribed by the Board, the Staff is responsible for advising and assisting the Board concerning:

- (a) the annual recognition and review of Standing Professional Committee Chairs and State Representatives,
- (b) the review of membership regulations of the Association regarding admittance to the Annual Business Meeting and/or voting privileges of the membership, and
- (c) the policies and guidelines for Association activities such as the Annual Meeting, Midwinter Meeting and responsibilities of Board Members.

*Section 3.* The Staff serves the Board. They shall have the right to attend all meetings of the Association and the Board, but shall not be entitled to vote. The Board may excuse Staff from meetings at any time as they deem it to be appropriate.

*Section 4.* The Board may employ an Executive Director to serve as the senior staff member and as such may also have him/her serve in an ex-officio and administrative capacity with any or all Committees of the Board.

## **Chapter V---Nomination Procedures**

*Section 1.* In the months of April and May, following its selection, the Board Development Committee shall submit to the President, who shall transmit the same to the Board, a slate of nominees as stipulated by the Bylaws for terms of office.

## **Chapter VI---Election Procedures**

*Section 1.* With respect to the election of officers:

- (a) The Board shall announce the slate of candidates nominated by the Board Development Committee no less than ninety (90) days prior to the next Annual Business Meeting of the Association.
- (b) Ballots, containing the names of such candidates, together with those of any candidates nominated by petition, shall be mailed and/or emailed to all voting members in good standing no less than forty-five (45) days prior to such meeting. The candidates for each position shall be listed on the ballots in alphabetical order. To be valid, all voted ballots must be received by the Association Office no less than fifteen (15) days prior to the next Annual Business Meeting of the Association.
- (c) All voting will be conducted electronically. Any Board member of the Association shall have the right to inspect, during the voting period and within two weeks of the close of the election, the electronic voting instrument.
- (d) In the event of a tie vote, the Board shall select by majority vote the winner from those nominees in the tied position by ballot, prior to its next meeting.
- (e) If the Vice President position is vacated prior to the end of the term, the position will be left vacant and shall be included on the ballot in the next MPMA election provided this election will give the elected Vice President one full year in office. If, however, the Vice President position is vacated at a time when the provision for one full year in office is not possible, a special election shall be called for the sole purpose of filling the Vice President position. The winner of that special election will assume the position of President when the incumbent President's term ends. The Board Development Committee shall canvas for a minimum of two candidates which it will present to the membership for this special election. Should the President position be vacated for any reason including the normal end of the incumbent President's term prior to the completion of either of these election options, the appropriate election process shall continue and the winner of that election will become the President.

*Section 2.* Results of the elections shall be announced at the Annual Business Meeting directly following such elections.

*Section 3.* The Board is authorized to settle disputes that may arise under this chapter of the Bylaws.

## **Chapter VII---Financial Methods**

*Section 1.* The Association shall contract no monetary obligations in excess of the approved annual budget without approval by the Executive Committee.

*Section 2.* The Board, at its discretion, may require and provide for the bonding of such Officers or staff members by a qualified bonding organization in such amounts that the Board may determine.

*Section 3.* The Treasurer may deposit funds of the Association in one or more banks at his/her discretion, but shall not invest them without authorization from the Board. The Treasurer shall notify the Board of all existing accounts and account numbers within thirty (30) days of establishing such accounts.

*Section 4.* To provide for good financial practices and ensure the good order and reliability of the Association's financial dealings, accounts, and reports, the Audit Committee shall meet annually to review the records and may, when it deems necessary or desirable, retain a Certified Public Accountant to conduct an audit and render an opinion, the costs of which shall be incorporated into the Association's budget.

*Section 5.* The Association's balance sheet and a report of income and expenditures for the most-recently completed fiscal year shall be published in the Annual Report or Newsletter of the Association, and copies of such accounts will be available from the Treasurer for inspection by any voting member.

*Section 6.* The finances of the Association shall be those funds that might accrue from membership receipts, publications and programs, registration and special fees relative to Annual Meetings and workshops, designated and undesignated grants, planned giving, special fundraising campaigns, and all other monetary assets of the Association.

*Section 7.* The registration and special fees for Annual Meetings shall be above and beyond all annual membership dues paid. These fees shall be fixed by the Board and shall be paid by all members attending the Annual Meeting if participation in any event is desired, with the exception of any attendees designated by the Board.

*Section 8.* Fiscal year will be defined as January 1 through December 31.

#### **Chapter VIII---Administrative Committees and Appointments**

*Section 1.* There shall be such Administrative Committees and Appointments as the President may from time to time determine to be necessary or useful for the management of the Association and to assure ongoing attention to timely and appropriate development of the Association policies and programs. The activities of such Administrative Committees should not interfere with the operation of the elected Board Members of the Association on a routine basis, but should offer the broadest possible guidelines to ensure that the policies and programs adopted are within the capabilities of the Association and responsive to the needs of the museum profession.

*Section 2.* The President shall appoint the Chairs of the Administrative Committees and shall be and ex-officio member of each such committee. The Chairs shall appoint the members of their committees with the approval of the President and the Board. The life of each such committee shall cease with the termination of the incumbency of the appointing President.

#### **Chapter IX---Amendments**

*Section 1.* Amendments to the Bylaws must be proposed in a written statement, filed with the Secretary and mailed or transmitted electronically to all members of the Board, both voting and non-voting, at least fifteen (15) days in advance of the vote. Amendments must be approved by:

- (a) A simple majority of all Board Members at a Board Meeting with a quorum present, or
- (b) A simple majority of the votes cast by Board Members as polled by mail or email.

#### **Chapter X---Charter and Business Location**

*Section 1.* The Board of the Association will determine where the Association will be headquartered and in which state in the region it will be officially chartered or registered.

*Section 2.* The Board will determine the location of any office or offices from which the Association's business will be conducted and will acquire/lease and/or receive by donation whatever equipment is deemed necessary for the Association's operation.

Written Sept. 1970

Amended Oct. 1978  
Amended Oct. 1982  
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