

# NEW MEXICO ASSOCIATION OF MUSEUMS CONSTITUTION AND BYLAWS

## ARTICLE 1 NAME AND STATUS

The name of this organization, established in 1969, is the New Mexico Association of Museums (the “Association”), a nonprofit corporation chartered in the State of New Mexico on September 26, 1976.

## ARTICLE 2 OBJECTIVES

Section 1 Purpose of the Association: The purpose of the Association is to promote and facilitate cooperation and communication among museums, museum workers, and related organizations; and to improve professional standards within the museum field.

Section 2 Definition of Museum: For the purposes of the Association, a museum is defined as an organized and permanent institution with a staff. A museum is essentially educational in nature, owns or utilizes tangible objects, cares for them, and exhibits them to the public on some regular schedule.

## ARTICLE 3 MEMBERSHIP

The Association has four categories of membership:

Section 1 Institutional Membership: Open to any institution conforming to the definition of a museum as set forth in Article 2, Section 2.

Section 2 Individual Membership: Open to any individual who supports the objectives of the Association as set forth in Article 2.

Section 3 Honorary Life Membership: Honorary Life Members are elected by the general membership and are persons who deserve recognition for distinguished service to the cause of Museums. Honorary Life Members are not required to pay membership dues, but have all Individual Membership rights.

Section 4 Corporate Membership: Open to corporations and businesses whose activities, interests or efforts support the objectives of the Association.

## ARTICLE 4 OFFICERS AND THEIR DUTIES

Section 1 Elected Officers: Elected Officers of the Association include a President, a First Vice President, a Second Vice-President, a Secretary, a Treasurer, a Membership Officer, a Newsletter Editor, a Mountain-Plains Museums Association Representative, and four Regional Representatives (Northeast, Northwest, Southeast, Southwest).

Officers are elected by the general membership at the Annual Business Meeting for two-year staggered terms. All terms of office are effective beginning January 1 of the year immediately following the annual meeting although training and active participation in Association operations of incoming officers will commence immediately after the election. Outgoing officers will serve until January 1 of the year immediately following the Annual Business Meeting elections as trainers and to insure continuity. The President, Second Vice-President, Secretary, Newsletter Editor, and Northeast and Southwest Regional Representatives are elected in even years. The First Vice President, Treasurer, Mountain-Plains Museums Association Representative, Membership Officer, and Northwest and Southeast Regional Representatives are elected in odd years. All these position are considered volunteer and are unpaid.

The elected officers comprise the Association Board (“Board”) which conducts the business of the Association.

Section 2 Appointed Officers: The appointed officers of the Association include web site manager, list serve manager, Annual Meeting program chair, Annual Meeting arrangements chair, and any other position deemed necessary to carry out Association business. Appointments are made by the President and approved by the Executive Committee. Appointed officers serve for no more than two years.

Section 3 Duties of Officers: The officers of the Association will submit a collective written report to the Membership at the Annual Business Meeting; officers pass on records they accumulated during their tenure to the subsequent officer. Other duties of the officers include, but are not limited to, the following:

(a) President: The President is the chief executive officer of the Association and presides at all Annual Meetings, Annual Business Meetings and Executive Committee Meetings. The President directs the business of the Association and establishes ad hoc committees, with appointed chairs, to focus upon specific areas of concern. The President is an ex-officio member of all standing committees. The President fills vacancies on the Executive Committee by appointment until the next Annual Meeting. The President ensures that the Association's financial accounts are audited annually. Upon leaving the office of President, the immediate past president serves the Association in an advisory role.

(b) First Vice-President: The First Vice-President cooperates with and assists the President in the performance of his/her duties and performs the duties of the President in his/her absence. In the event of a vacancy in the President's office, the First Vice-President assumes this office for the remainder of the unexpired term. The First Vice-President chairs the Nominating Committee, and oversees the list serve and website appointed officers.

(c) Second Vice-President: The Second Vice-President cooperates with and assists the President in the performance of his/her duties. The Second Vice-President chairs the Annual Meeting Committee and acts as the Association’s liaison with public and private organizations that promote museums and tourism.

(d) Secretary: The Secretary keeps in bound form a written record of all Annual, Annual Business and Executive Committee Meeting and is responsible for any Association correspondence. The Secretary also deposits the Associations records periodically with the New Mexico State Records Center and Archives as stipulated in Article 10.

(e) Treasurer: The Treasurer manages the finances of the Association, receives membership dues from the Membership Officer, pays bills, administers grants, submits a financial report to the membership at the Annual Business Meeting, and, upon request of the Executive Committee, submits progress reports, and makes the financial records available for audit. The Treasurer must comply with all state and federal tax return, registration, and reporting deadlines.

(f) Mountain-Plains Museums Association Representative: The Mountain-Plains Museums Association Representative is the official representative of the Association to the Mountain-Plains Museums Association, and regularly reports to the Executive Committee and the Membership on issues of mutual concern.

(g) The Membership Officer: The Membership Officer is responsible for maintaining membership records and soliciting new members for the Association.

(h) Newsletter Editor: The Newsletter Editor is responsible for communication with the Membership through a newsletter published at least twice a year, and preferably quarterly, funds permitting.

(i) Northeast Regional Representative: The Northeast Regional Representative is responsible for representing museum associations and Association members in the northeast quadrant of New Mexico, and providing written information for the newsletter.

(j) Northwest Regional Representative: The Northwest Regional Representative is responsible for representing museum associations and Association members in the northwest quadrant of New Mexico, and providing written information for the newsletter.

(k) Southeast Regional Representative: The Southeast Regional Representative is responsible for representing museum associations and Association members in the southeast quadrant of New Mexico, and providing written information for the newsletter.

(l) Southwest Regional Representative: The Southwest Regional Representative is responsible for representing museum associations and Association members in the southwest quadrant of New Mexico, and providing written information for the newsletter.

## ARTICLE 5 COMPOSITION AND DUTIES OF STANDING COMMITTEES

Standing Committees include but are not limited to: (1) the Executive Committee, (2) the Annual Meeting Committee, (3) the Nominating Committee, and (4) the Audit Committee. The President appoints the Committee Chairs.

Section 1 Executive Committee: The Executive Committee consists of the five elected officers, of President, First Vice-President, Second Vice-President, Secretary, and Treasurer. The Executive Committee is empowered to conduct the business of the Association between Annual Meetings, and to fix a three-year calendar of forthcoming Annual Meetings.

Section 2 Annual Meeting Committee: The Annual Meeting Committee is chaired by the Second Vice-President and consists of at least two other members: the Annual Meeting program chair, and the Annual Meeting local arrangements chair. The Committee is responsible for soliciting and awarding scholarships for the Annual Meeting.

Section 3 Nominating Committee: The First Vice-President of the Association will appoint, with the approval of the Executive Committee, a Nominating Committee of three members from the Membership at large, no less than six (6) months prior to the Annual Meeting. The Committee nominates at least one candidate for each position up for election and verifies that nominees have accepted the nomination.

Section 4 Audit Committee: The Audit Committee consists of two members of the Executive Committee, the Treasurer excluded, or any two voting members in good standing of the Association. The Audit Committee audits the Association's accounts no later than the last day of February and certifies that the accounts are in good order.

## ARTICLE 6 ELECTIONS AND REMOVALS

### Section 1 Nomination Procedures:

(a) In even years, at least one candidate will be proposed for the nomination of President, Second Vice-President, Secretary, Newsletter Editor, and Northeast and Southwest Regional Representatives. In odd years, at least one candidate will be proposed for the nomination of First Vice-President, Treasurer, Mountain-Plains Museums Association Representative, Membership Officer, and Northwest and Southeast Regional Representatives. All Members in good standing are eligible for nomination as officers of the Association.

(b) By letter addressed to the Secretary, any Member in good standing may nominate himself/herself or any other Member in good standing for office in the Association, provided that the letter is received by the Nominating Committee no less than 60 days prior to the Annual Meeting.

### Section 2 Ballot:

(a) All ballots returned by Members casting votes for officers will include the name and affiliation of the Member on the return envelope. The Secretary can receive ballots by mail seven (7) days prior to the beginning of the pre-conference workshops of the Annual Meeting or by hand up to six (6) hours prior to the Annual Business Meeting.

(b) Ballots will list the names and brief biographical sketches of the nominees in alphabetical order.

### Section 3 Election Procedures:

(a) Election ballots are tabulated by the Secretary. The nominees receiving a simple majority of votes for each office are elected. The Secretary will announce the election results to the membership before the conclusion of the Annual Business Meeting.

(b) Election ballots are kept by the Secretary for six (6) months after the Annual Meeting. Any Voting Member of the Association has the right to inspect the ballots and tabulation during this period.

(c) The nominees elected will serve a term of two years beginning January 1 of the year immediately following the Annual Meeting. All newly elected officers and appointed chairs will take office on January 1 of the year immediately following the Annual Meeting. Newly elected officers are required to attend and participate in all Executive Committee meetings preceding the taking of office in order to acquire training. If for any reason elections cannot be conducted, or if the result of the voting is not complete, the current officer(s) will continue in office until a successor(s) is elected.

(d) No officer can be elected to the same position more than twice without being out of office for at least one complete term. Officers who have finished one half or less of the term of a previous officer are entitled to re-election to the position they currently hold.

Section 4 Removal of Officers: Any officer can be removed from office by a vote of not less than two-thirds of the Executive Committee.

## ARTICLE 7 MEETINGS

Section 1 Annual Meeting: An Annual Meeting will be held, preferably in the fall, at a time and place recommended by the Executive Committee with the approval of the general membership. The Annual Meeting will consist of an educational program and an Annual Business Meeting. A quorum at the Annual Business Meeting consists of the Members in good standing present. All members must be notified by mail of the time and place of the Annual Meeting at least 30 days in advance.

Section 2 Executive Committee: The Executive Committee meets in conjunction with the Annual Meeting and must hold at least one other meeting during the year at a time and place to be agreed upon. Members of the Committee must be notified of the time and place of all meetings at least two weeks in advance. A quorum for Executive Committee Meetings is three members.

Section 3 Procedures for Meetings: Annual, Annual Business and Executive Committee Meetings will be conducted according to the procedures specified in the most recent edition of *Robert's Rules of Order*.

## ARTICLE 8 FINANCES

Section 1 Dues: The schedule of dues for the categories of membership are recommended by the Executive Committee and approved by the Board. Membership is for a 12-month period and the renewal period coincides with the Annual Meeting.

Section 2 Fiscal Year and Disbursements: The fiscal year of the Association is the calendar year. Association funds are dispensed and accounted for by the Treasurer. No officer of the Association can obligate the organization for a greater expenditure in one year than the amount of anticipated income for the current year. Any encumbrance or expenditure of more than \$200 requires the prior authorization of the Executive Committee.

Section 3 Tax Exemption: On July 18, 1977, the Association was granted an Exemption from Federal Income Tax under the provision of Section 501(c)(3) of the Internal Revenue Code. The Association's Employer Identification number is 85-0249107. The New Mexico Taxation and Revenue Department has allocated J.D. No. 10100 to the Association for issuance of Nontaxable Transaction Certificates.

Section 4 Audit of Accounts: The Association accounts will be audited by the Audit Committee (Article 5, Section 4) in accordance with State and Federal law.

Section 5 Non-Profit Status: No officer, committee chair or representative may obligate the Association, nor may the Association participate in any act, function, commerce, or action that endanger or is in conflict with the maintenance of the Association's non-profit status with respect to Federal tax law.

## ARTICLE 9 GRANTS

Grants may be solicited to assist in meeting the stated purposes of the Association. Any grant application must receive approval of the Executive Committee and the signature of the President prior to submission. Without this written approval, no applications for grants can be submitted in the name of the Association.

## ARTICLE 10 RECORDS OF THE ASSOCIATION

All records generated by officers of the Association, its Committees and its subcommittees in conducting Association business are the property of the Association. At the end of their term, officers must pass along to the incoming officers records accumulated during their tenure. All records more than three years old must be given by the officers to the Secretary of the Association for deposit at the New Mexico State Records Center and Archives under the terms of the agreement between the Association and the Center. It is the responsibility of the Secretary to deposit these records within 90 days following the Annual Business Meeting and to report on this action at the next Annual Business Meeting.

## ARTICLE 11 AMENDMENT OF THE CONSTITUTION

The Constitution and Bylaws may be amended by a two-thirds affirmative vote of all Members in good standing present and voting at the Annual Business Meeting. All proposed Amendments must be submitted in writing to the membership at least thirty (30) days prior to the Annual Business Meeting.

## ARTICLE 12 TITLE OF ASSETS UPON TERMINATION OF THE ASSOCIATION

Should the Association at any time terminate or cease to exist and function, the title to all its assets and records will be transferred to the Museum of New Mexico.

Approved:	October 31, 1969
Amended:	December 5, 1970
Amended:	October 23, 1971
Amended:	October 7, 1972
Amended:	September 24, 1976
Amended:	June 16, 1978
Revised/ Approved:	May 4, 1979
Amended:	February 5, 1984
Amended:	April 14, 1989
Amended:	September 19, 1997
Amended:	October 16, 1999
Amended:	Annual Meeting, 2003
Amended:	November 7, 2008