Illinois Association of Museums
By-Laws

Revised 9/21/12
Revised 10/24/01
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Article I: Name
The name of this organization shall be the Illinois Association of Museums.

Article II: Principal Office
The Association shall have and continuously maintain in the state of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within out without the State of Illinois, as the Board of Directors may from time to time determine.

Article III: Purpose and Powers

Section 1:
The Association is a not-for-profit organization, organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
Section 2:
The Association shall offer services, programs and a network that promotes excellence in museums, assists museums in the achievement of best practices, disseminates knowledge to and about museums, and advances the field. to institutions in Illinois that share goals relating to preservation and interpretation of history, prehistory, natural and built environments, and social, scientific, cultural and/or artistic endeavors.

Article IV: Membership and Dues

Section 1: Membership
Memberships of individuals and organizations shall be of such categories and such dues as shall be established by the Board of Directors of the Association.

Article V: Officers and Directors

Section 1: Board of Directors
The direction of the Illinois Association of Museums shall be vested in a Board of Directors. Members of the Board shall serve without compensation but may be reimbursed for actual expenses incurred in the performance of their duties.
Section 2: Board Membership
The Board of Directors shall be made up of officers, consisting of a President, Immediate Past President, Vice President, Secretary, and Treasurer who shall be elected for terms of two years; and eighteen Directors, for the Board shall stagger the terms of office of the three classes of 4 directors each year. All officers and directors shall be voting members of the Board. Officers, with the exception of the Immediate Past President, and elected Board members may serve a maximum of four consecutive terms with no more than two full terms in any single position. Partial terms shall not be counted in determining the number of consecutive terms served.) Upon recommendation of the nominating committee and approval of the Board, the term of the President may be extended for an additional two (2) year term.
Section 3: Members in Good Standing
Officers and Board Members must be individual and organizational members in good standing.
Section 4: Ex-Officio Directors

The ex-officio Directors shall include the Director, or designated representative, of the Illinois Historic Preservation Agency (IHPA); and the Director, or designated representative, of the Illinois State Museum. All ex-officio directors are non-voting.

Section 5: Meetings

The Board of Directors shall meet at least four times yearly to discharge their responsibilities as given in these by-laws. Two of these meetings may be conducted by conference call or real time electronic communication (including but not limited to participation by audio and/or video-conferencing, by telephone and/or computer network transmissions) and with two meetings being in-person meetings.

Section 6: Special Meetings

Special meetings of the Board may be called by the President. In situations where time is of the essence and a specific action is required, the President may call a meeting, electronic (audio, video, telephone, or other means) or otherwise, whereby motions may be defined and voted on by the Board. Regardless of the method of electronic voting, minutes of the discussion and actions taken will be maintained by the Secretary.

Section 7: Quorum

For the purposes of conducting business, the presence of eight voting Board members shall constitute a quorum. At least one officer must be present at any meeting of the Board. Withdrawal of directors from any meeting shall not cause the failure of a duly constituted quorum at that meeting.

Section 8: President

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

Section 9: Vice-President

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

Section 10: Secretary

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

Section 11: Treasurer

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

Section 12: The Board may appoint a paid Executive Director of the Illinois Association of Museums. The Executive Director shall be the chief operating officer of the association and shall be responsible for and have supervisory power over the day to day activities of the association. The Executive Director shall appoint, discharge and determine the compensation of other staff personnel consistent with the approved budget. When appropriate, the Executive Director shall bring matters affecting the association to the attention of the Board and shall keep the Board informed to meet its policy making and governance responsibilities. The Executive Director shall implement the resolutions and policies of the Board, and shall execute the contracts and agreements as in keeping with such policies and resolutions. The Executive Director shall be a non-voting member of the Board and all standing, ad-hoc and advisory committees of the Board.

Article VI: Election of Officers and Directors

Section 1: Voting

All officers and directors, except those who serve ex-officio, shall be elected by a plurality of voters at the annual meeting. Members may vote through their organization representative

Section 2: Nominating Committee

The Nominating committee will present the slate of candidates to the Board for approval at least two months prior to the annual meeting. The recommended slate will be distributed to the membership prior to the annual meeting and election.

Section 3: Nominations

Nominations may be made by the Nominating Committee or by any member of the Association at least one month prior to the election.

Section 4: Eligibility

A candidate for office must be a member of the Association or represent a member institution. Ex-officio board members may not hold elective office.

Section 5: Votes

Each individual member or organizational representative shall have one vote.

Section 6: Starting Date

Officers and directors shall take office at the close of the annual meeting at which they are elected.

Section 7: Vacancy

In the event of a resignation or incapacity of any officer or director except the President, the President shall appoint a member to serve the unexpired term. In the absence of the President, the Vice-President shall assume the duties of the President.

Section 8: Removal

The Board of Directors may remove any officer or director, as a result of an absence of three consecutive board meetings or whenever in its judgment the best interests of the Association would be served. . An affirmative vote by a majority of the Board of Directors at a properly convened meeting is required.

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

Article VII: Committees

Section 1: Executive Committee

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

Section 2: Standing Committees

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

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

Section 3: Nominating Committee

The Nominating Committee shall select candidates for office.

Section 4:

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

Section 5: Development Committee

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

Section 6: Special Committee

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

Article VIII: General Membership Meetings

Section 1: An annual business meeting of the Illinois Association of Museums shall be held.

Section 2: The number of those dues paying members present at a duly published meeting shall constitute a quorum.

Section 3: Fiscal Year

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

Article IX: Contracts, Checks and Deposits

Section 1: Contracts

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

Section 2: Checks, Drafts, etc.
All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Illinois Association of Museums, shall be signed by such officer or officers, agent or agents of the Association and in such a manner as shall from time to time be determined by the resolution of the Association's Board of Directors.
Section 3: Deposits
All funds of the Illinois Association of Museums shall be deposited, from time to time, to the credit of the Association in banks, trust companies, and other depositories as the Board of Directors designates and approves.

Article X: Dissolution
Upon the dissolution of the Association, the board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organized and operated exclusively for such purposes.

Article XI: Restrictions on Operation
Section 1: No part of the assets of the Association shall remit to the benefit of, or
be distributed to its members, officers, or other persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article III herein.
Section 2: No substantial part of the activities of the Association shall be the
Carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.
Section 3: Notwithstanding any other provisions of these by-laws, the Association
shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any further United States Internal Revenue Code.)

Article XII: By-Laws
Section 1: Amendments
These by-laws may be amended when necessary by a majority of the Board at a properly convened meeting. Proposed amendments must be provided to Directors at least 5 business days before the meeting at which they will be considered.
Section 2: Interpretation
The Board of Directors' interpretation of the by-laws shall be considered the correct interpretation when reached by majority vote.
Section 3: Implementation
These by-laws shall become effective immediately upon adoption.