

**BYLAWS
OF
THE LOUISIANA ASSOCIATION OF MUSEUMS**

Article I: Membership

Section 1. Membership shall be open to all individual museum staff, students, cultural institutions, and those individuals or entities that support the missions of museums in Louisiana.

Section 2. Categories of active membership shall be individual, student, institutional, and corporate membership.

Section 3. Active annual membership shall begin on April 1 and end March 31 of the next year. Annual renewal term of membership will extend for 12 months with each payment of renewal dues from April 1 to March 31 of the next year.

Section 4: Only active individual members may hold office.

Section 5. Only active individual members and the designated representative for each institution with membership in the Association may vote. Members only have one vote per motion, except when voting by authorized proxy.

Section 6. The membership may, by vote at a duly constituted business meeting, designate certain persons as honorary members. Such persons shall be exempt from paying dues, but shall enjoy all the privileges and benefits of membership except the right to vote and to hold office. Nominations for honorary membership must be made in writing to the President of the Association at least two weeks in advance of a vote.

Article II: Dues

The annual membership dues and appropriate categories shall be recommended by the Membership Committee, and determined and set by the Council.

Article III: Officers

Section 1. The officers of the Association shall be a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. The executive committee includes the Association President, First Vice-President, Second Vice-President, Secretary, Treasurer, Immediate Past President (*ex officio*).

Section 2. The officers shall be selected in the following manner: a slate of officers shall be proposed at the annual business meeting by the nominating committee as outlined in Article VII, Section 2. Nominations shall then be open to the floor. Persons nominating from the floor a candidate who is not present must submit the written consent of the candidate to serve. Active members shall elect the officers from the candidates so presented.

Section 3.

The duties of officers shall be as follows:

- A. The President shall preside at all Association and Council meetings, and is an ex-officio member of all committees of the organization. The President oversees implementation of corporate and local policies, and ensures that appropriate administrative systems are established and maintained. Key responsibilities include: supporting annual fund-raising, and working with Council to establish and maintain systems for planning the organization's human and financial resources and setting priorities for future development; reviewing operational and service effectiveness; controlling fiscal affairs; acquiring, maintaining and disposing of property; maintaining a public relations program to ensure community involvement; and ensuring ethical standards. He or she shall also represent the Association in contracts with other museum and professional groups during the year or designate such representation, as he or she deems desirable. The President is a designated signer on all financial accounts.
- B. The First Vice-President is the President-Elect. The First-Vice President shall perform special duties as assigned by the President and serve on the Executive Committee. Key responsibilities include: chairing the Strategic Planning and Resources and Audit committees; working with the Membership Committee, and presiding at these meetings. He or she shall confer with the President on all decisions and annually monitor the progress of the long-range plan. In the absence of the President, he or she shall preside and have the authority to enter into contracts. Should the office of the President be vacated, the First Vice-President shall succeed. The First Vice-President is a designated signer on all financial accounts.
- C. The Second Vice-President shall chair the Program Committee and serve on the Executive Committee. The Second Vice President will serve as the Chairman of the Association's annual meeting, presently referred to as LAMcon. The Chairman of LAMcon oversees the meeting agenda, sessions, fund raising, and planning. The Chairman may appoint volunteers to serve on the following committees to plan and implement LAMcon: Fundraising, Sessions, Hosting, and Publicity.
- D. The Secretary shall be responsible for keeping the minutes of all duly constituted business meetings and shall keep and file all records pertaining to the Association. He or she shall be responsible for the development and presentation of the annual report of the Council to the membership.
- E. The Treasurer, jointly with the President and finance committee chair, if other than the treasurer, shall ensure that current Association records are maintained and accurately reflect the Association's financial condition. These records include cash, outstanding balances, investments, accounts receivable and other assets, accounts payable, and fund balances (net assets). He or she will prepare and distribute current quarterly reports at the regularly held LAM Council Meetings and chair the Finance Committee. He or she shall keep the books of the Association, arrange for an annual audit and assist in the preparation of the annual budget. The Treasurer is a designated signer on all financial accounts.

- F. The Immediate Past -President shall serve as an *ex officio* on the Executive Committee. He or she shall chair the Nominating Committee for new Board members.

Section 4. Term of office for officers and Council will be two-year staggered term with the President, First Vice-President, and Second Vice-President to be elected in even-numbered years, and Secretary and Treasurer in odd-numbered years. Of the members-at-large of the Council, two (2) will be elected in even-numbered years, three (3) will be elected in odd-numbered years. Immediate past president must remain off the board for one year.

Article IV: Council

Section 1. The Council shall be composed of five officers and the immediate past president. In addition, the Council will include as few as two (2), but no more than five (5) members-at-large.

Section 2. The members-at-large of the Council shall serve for two years each and shall be nominated by the nominating committee as presented in Article VIII, Section 2. Nominations from the floor shall follow the same procedure as prescribed for officers in Article III, Section 2.

Section 3. All Council members must be members of the Association.

Section 4. All Council members are encouraged to attend all meetings in person. An accommodation will be made for those council members at a distance or with time constraints by providing teleconferencing access to meetings, in which they shall conduct the management and government of the Association according to its constitution and bylaws.

Section 5. A quorum shall consist of fifty percent of the Council, of which, one must be an officer. Electronic voting, under emergency situations, is allowable.

Section 6. Vacancies in elected offices and Council, other than the President and First Vice-President, prior to the fulfillment of term, shall be filled by appointments by the President, subject to the Council's approval. In the event that the First Vice-President succeeds to the Presidency, the office of the First Vice-President will be filled by an election at the following Annual Meeting; in the interim, the duties of the First Vice-President will be performed by the Second Vice-President.

Section 7. If any member of the Council is absent, from three consecutive duly called Council meetings or fails to use the teleconference connection, he or she may automatically cease to hold his or her Council position and the vacancy shall be filled as provided for in Article IV, Section 6.

Article V. Meetings

Section 1. The annual meeting of the membership and election of the council shall be held at a time and place to be specified by the Council.

Section 2. Any one of the following may call special meetings of the membership:

- A. the President;
- B. the First Vice-President, in the absence of the President, or in the event of the President's inability to act;
- C. by the written request of twenty-five (25) members in good standing. The secretary, or in his or her absence or inability to act, either the President or

- First Vice-President, shall upon receipt of such written request, properly call the requested special meeting;
- D. by resolution of a majority of the Council.

Section 3. Notice of meetings of the membership, stating the time and place thereof, shall be sent in writing to each member not less than four (4) weeks before the date of such meeting. The Council will hold at least four (4) meetings, the place, date and time to be set by the President.

Section 4. Notice of special meetings, stating the time, place and purpose thereof, shall be sent in writing to each member at least fifteen (15) days before such meeting.

Section 5. After proper notices outlined above, the majority of votes of those present at a meeting of the membership shall constitute a quorum.

Section 6. Voting by proxy will be permitted if the council member voting by proxy submits, in writing, a request and designated proxy to the Secretary a week prior to the meeting.

Article VI: Standing Committees

Section 1. There shall be seven (7) standing committees as follows: Fund Raising, Professional Development (outside of Annual Meeting activities), Finance, Audit, Annual Meeting, Nominating, and Membership.

Section 2. The President shall chair the Executive Committee. The First Vice President shall chair the Fund Raising and Audit Committees. The Second Vice President shall chair the Annual Meeting. The Treasurer shall chair the Finance Committee. The Immediate Past President shall chair the Nominating Committee. The President shall appoint the chairs of the Membership Committee and the Professional Development Committee.

Section 3. Each committee chairperson shall be responsible for the selection of committee members. Each council member is required to either chair one committee or serve on two committees.

Section 4. The Immediate Past President shall serve as the Chair of the Nominating Committee and shall name more than two and less than five members to the committee. The Nominating Committee is responsible for preparing a proposed slate of Association Council Officers and Council Members-at-Large for the LAM Membership's consideration and vote. The Nominating Committee shall submit a proposed slate to the Executive Committee two months before the Annual Meeting. See Article IV Section 1 for Council member composition. The Nominating Committee will aspire to propose a slate of candidates that well represent the diversity of museum disciplines and geographic regions in the state of Louisiana.

Article VII: Special Committees

The President shall appoint such special committees as are deemed necessary. All special committees are ad hoc and will have a set time and lifespan to be determined by the Council.

Article VIII: Change of Bylaws

The Executive Committee shall have the power to make, amend, or repeal the bylaws of the Association, provided that the proposed amendment or change shall have been

circulated among the membership at least thirty (30) days prior to the annual meeting. Proposed changes will be voted on by membership at the annual meeting and ratified upon a majority vote.

Article IX: Parliamentary Authority

In all aspects not otherwise specifically provided by these Bylaws, Roberts Rules of Order (Revised) as interpreted by the President shall be accepted as procedural authority.

Bylaws approved: _____

Signature of the LAM President: _____ Date _____