



## **Oklahoma Museums Association Bylaws**

### **Chapter One. Operational Principles**

Section 1. The Oklahoma Museums Association (which hereinafter may be referred to as "Association") will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2. No part of the activities carried out in the name of the Association shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. The Association shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Section 4. All persons acting on behalf of the Association, including members and board members, will abide by the Oklahoma Museums Association Code of Ethics and its Conflict of Interest policy.

Section 5. In the composition of its officers and board members, the Association will make a conscientious effort to reflect the geographic, demographic, gender, ethnic, and cultural diversity of Oklahoma. It will also seek to reflect Oklahoma's variety of institutions, in terms of both size and type, that may be defined as museums.

### **Chapter Two. Board of Directors**

Section 1. The affairs of the Association shall be managed by a Board of Directors (which hereinafter may be referred to as the "Board") that shall consist of the following voting members: the elected officers, the immediate Past President, and between nine to 18 Members at Large.

Section 2. Board Members At Large shall serve a two-year or one-year term that shall begin on January 1 following election at the regularly scheduled business meeting of the Association; when possible, one-half of the At Large Board Members shall be elected each year (rounded down in even years and rounded up in odd years when there is an odd number of At Large Board Members). The term for each elected At Large Board Member is determined by assigning the highest vote getters who achieved a majority vote to a two-year term until the number of two-year At Large Board Members reaches the number planned to be elected two years hence, and the remainder of those who achieved a majority vote are assigned to one-year terms. The terms of At Large Board Members elected in the previous year are not changed. No At Large Board Members shall serve more than four consecutive two-year terms with the exception of the officer track

Section 3. The Board shall receive, consider, and determine methods of implementation of all committee reports and recommendations with the exception of the report of the nominating committee which procedures are provided for in the Bylaws.

Section 4. The Board shall hold a minimum of three meetings annually; additional meetings can be called by the President. If allowed by law, board meetings can be held electronically.

Section 5. The President may appoint a Parliamentarian and a Historian, who may sit with the Board but shall have no vote unless otherwise entitled to the same.

Section 6. An At Large board position vacancy may be filled by appointment by the President with the approval of the Board, for the unexpired term.

### **Chapter Three. Officers**

Section 1. The elected officers shall be a President, Vice President, Secretary and Treasurer. The duties, responsibilities and powers of the officers are the usual and customary ones associated with each office, or prescribed by the Parliamentary Authority, or are further defined in the Bylaws of the Association.

Section 2. Officers shall be elected by a majority vote. Voting for these positions shall be by ballot and shall be subject to such procedural requirements as may be provided in the Bylaws. Each officer shall serve for a term of two years that shall begin on January 1, following election. No officer shall serve more than one term in the same position, but may be elected to a previously held office after the lapse of two years.

Section 3. If a vacancy occurs in the office of President, the Vice President shall immediately succeed to that office and assume all duties and responsibilities. A vacancy in any other office may be filled by appointment by the President with the approval of the Board, for the unexpired term.

Section 4. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that they are or were a director, officer, employee or agent of the Association, or was or is serving at the request of the Association as a director, trustee, officer, employee, or agent of another association, corporation, partnership, joint venture or other enterprise, against expenses, (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe that their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interest of the Association and with respect to any criminal action or proceeding had reasonable cause to believe that their conduct was unlawful. Further, the Association shall indemnify any person who was or is a party or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that they are or were a director, officer, trustee, employee or agent of the Association, or are or were serving at the request of the Association as a director, trustee, officer, employee or agent of another Association or corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by them in connection with the defense or settlement of such action or suit if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the Association; except that no indemnification shall be made in respect of any claim, issue or matters to which such person shall have been adjudged to be liable to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite adjudication of liability, but in the view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

### **Chapter Four. Membership**

Section 1. There shall be Individual, Museum, and Partner members. The Board may set separate levels within each membership category. Each member shall be entitled to one vote. The Board will ensure maintenance of an up-to-date record of active members. Members may negotiate membership dues with the Board in cases of unusual hardship.

Section 2. Museum members are organizations that meet the Association's definition of being a museum. Institutions not meeting that definition may petition the Board for Museum membership. Upon consideration of the petition, the board may vote to approve such membership, applying any conditions it deems necessary to encourage the applicant's future compliance with the established standards for a museum.

Section 3. Individual members are any persons with an expressed interest in museums.

Section 4. Partner members are any legal businesses, organizations or foundations with an expressed interest in support of museums in Oklahoma.

Section 5. Membership may be withdrawn for due cause by a two-thirds (2/3rd's) majority vote of members in session at an Association meeting upon recommendation of the Board, after the member in question has had a formal hearing before the Executive Committee. Due cause shall include the use of membership in the Association to work for purposes inconsistent with the purposes of the Association as set forth in Article II.

### **Chapter Five. Nominating Committee and Elections**

Section 1. The President shall publicly appoint four members of a Nominating Committee. The chairman shall be the Immediate Past President of the Association. No more than three members of the Committee may be members of the Board; no more than one member of the committee may be an elected officer of the Association. All members of the committee shall be members of the Association. The Committee shall nominate candidates for the office of President, Vice President, Secretary, Treasurer, and Members at Large.

Section 2. The Nominating Committee shall report to the Board no fewer than sixty (60) days prior to the annual business meeting, for the purpose of certifying the eligibility of the nominees.

Section 3. Nominees for the offices of President and Vice President shall have served, or currently serving on the Board at least one term before nomination and election. All persons nominated to officer positions shall have been members of the Association for at least two years; all persons nominated to Board Member At Large positions shall have been members of the Association for at least one year.

Section 4. Any individual member in good standing not otherwise disqualified by reason of limitation on consecutive terms, by reason of being a chair of the Nominating Committee or by other reasons set forth in the Constitution or Bylaws, may be nominated for any office by petition provided that (a) such petition is received by the President no fewer than ninety (90) days prior to the annual business meeting, and (b) such petition is signed by no fewer than 5 percent of the Association's voting members in good standing.

Section 5. Ballots, containing the names of candidates, shall be submitted to all qualified members, by mail or email, forty-five (45) days in advance of the annual business meeting.

Section 6. Ballots may be returned by mail, email or in person to the Association office up to seven days before the annual business meeting.

Section 7. A minimum of two members of the Nominating Committee must count ballots returned by Association members. In the absence of the required members, the President must appoint counters.

Section 8. Election results will be announced by the President or Nominating Committee Chair at the annual business meeting.

## **Chapter Six. Voting**

Section 1. Each Individual member is entitled to one vote provided dues are paid and up to date. Each designated individual officially representing a Museum or Partner member is entitled to one vote.

Section 2. Each individual designated to represent a Museum or Partner member must be so designated on the annual membership form; this individual will vote for that member until OMA is notified otherwise in writing in official institutional communications.

Section 3. There shall be no voting by proxy.

Section 4. Board of Directors election results will be announced at the annual business meeting. Procedures for distribution and tabulation of ballots will be followed according to requirements outlined in the Bylaws. The President shall rule on the order of any election in accordance with accepted parliamentary procedures.

## **Chapter Seven. Financial Procedures**

Section 1. All accounts of the Association shall be kept in accordance with standard accounting practices and the Association's Fiscal Operations Policy. All expenditures not provided for in the annual budget or in excess of budget line items shall require approval of the Board in advance.

Section 2. The Treasurer may deposit Association funds in one or more banks but shall not invest them without authorization from the elected officers of the Board.

Section 3. Association officers and employees shall be bonded as determined by the Board.

Section 4. The fiscal year of the Association shall be July 1-June 30.

Section 5. The Treasurer shall ensure that a formal budget for the fiscal year is prepared for presentation to the Board, for its approval prior to the start of the fiscal year.

Section 6. As soon as practical after the end of the fiscal year, the Treasurer shall present a financial statement to the Board and to the membership in writing.

## **Chapter Eight. Executive Director**

Section 1. The Board may employ an Executive Director who shall be responsible for the daily operations of the Association and for promoting and conducting its overall program. The Executive Director shall be under the general supervision of the President and the Board. The Executive Director shall have authority to employ for the Association such personnel as provided for by the budget and to terminate such employment, and shall have authority as well as responsibility to supervise the work of each employee. The Association is an equal opportunity employer and will not discriminate in favor of race, color, creed or sex.

Section 2. The Executive Director shall serve at the pleasure of the Board.

## **Chapter Nine. Endowment Fund**

The elected officers of the Association shall constitute the Trustees for any Association Endowment Fund not managed by the Oklahoma City Community Foundation. Endowment Funds shall consist of all gifts to any Association Endowment Fund and all bequest to the Association not otherwise designated.

## **Chapter Ten. Dissolution**

In the event of the dissolution of the Oklahoma Museums Association, either by operation of the law or action of the Board of Directors, after payment of all creditors, its assets shall be distributed to a non-profit

corporation in the State of Oklahoma that shall have as its purpose goals similar to those of the Oklahoma Museums Association and which shall have been qualified as tax-exempt under Section 501(c)3 of the United States Revenue Code.

Adopted 1972

Amended November 14, 1981

Amended October 20, 1989

Amended September 26, 1991

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