

## **North Carolina Museums Council, Inc. By-Laws**

*Updated March 2014*

### **Article I Name and Purpose of the Organization**

**Section 1 Name:** The name of the organization shall be the North Carolina Museums Council, Inc., hereinafter referred to as NCMC.

**Section 2 Purpose:** The purpose of NCMC is to enhance public education by improving the administrative, interpretive, and collections practices of museums, historic sites, science centers and related facilities in North Carolina; to stimulate public support of the work performed by these facilities; to provide a forum in which Council members exchange ideas; and to foster cooperation and improved communication with the communities they serve.

### **Article II Membership**

**Section 1 Qualification and Tenure:** Membership in NCMC shall be open to any person or organization that supports the stated purpose of NCMC. The term of membership shall be one year from payment of dues. The membership dues schedule shall be set by the Board of Directors.

**Section 2 Classes:** Membership shall be categorized as follows:

1. **Voting**
2. **Individual:** Any person residing in North Carolina employed by or interested in furthering a museum or related institution, or employed by or interested in furthering any non-profit organization that administers a museum or related institution.
3. **Institutional:** A museum or related institution in North Carolina or a non-profit organization that administers a museum or related institution. Each institution shall be entitled to one vote.
4. **Student:** Any full-time student interested in museums or taking courses in museum studies or a related field.

#### **Non-voting**

1. **Corporate:** A corporation or business organization that supports the stated purpose of NCMC.
2. **Institutional – Out of State:** A museum, related institution or non-profit that administers a museum or related institution outside the state of North Carolina, but that supports the purpose of NCMC.

### **Article III Meetings of the Membership**

**Section 1 Regular Meetings:** NCMC shall meet at least once each year to conduct a business meeting. The date, time, and location of the Annual Meeting of the membership of NCMC shall be set by the Board of Directors.

**Section 2 Special Meetings:** Special meetings of NCMC may be called by the President or upon written request of at least six (6) Directors.

**Section 3 Notice of Meetings:** Notice of the Annual Meeting and all other meetings of the membership shall be sent out to the e-mail distribution list and posted on the NCMC website at least 30 days prior to the date of such meetings.

**Section 4 Quorum:** The members in attendance at a business meeting of NCMC shall constitute a quorum for the transaction of business.

### **Article IV Officers**

The officers of NCMC shall be the President, Vice-President, Secretary, Treasurer, and Past-President, each of whom shall also serve as Directors. Only individual members in good standing are eligible to hold office.

**Section 1 Terms of Office:** Officers shall be elected by the general membership at the Annual Meeting in odd-numbered years to serve a term of two years. No person shall be elected to serve as President for consecutive terms. The officers shall assume their duties immediately following the meeting at which they are elected.

**Section 2 Vacancies:** In the case of a vacancy in the office of President, the Vice-President shall become President for the unexpired term. In the case of a vacancy in any of the other offices, the Board of Directors shall appoint a successor to fill the unexpired term.

**Section 3 Duties:**

**President:** The President shall: a) be the principal executive officer of the Council and preside at all meetings of the Executive Committee, Board of Directors, and all other meetings of NCMC; b) represent the Council at all times unless another representative is designated by the President; c) prepare a written agenda for all meetings; d) serve as an ex-officio member of all committees, except the Nominating Committee; e) have the authority to implement the approved budget; and f) fulfill any other responsibilities as outlined in the Operating Guidelines. Additionally, at the conclusion of their two year term, the President shall serve as Past-President for two years.

**Vice President:** The Vice-President shall: a) perform the duties of the President in the absence of the President; b) hold the position of President-Elect and assume the Office of President at the end of the term of the current President; c) chair the Long Range Planning Committee; d) oversee the FOCoS (Free On-Site Consultation Service) program, e) coordinate a biennial review of the By-Laws and Operating Guidelines, and f) fulfill any other responsibilities as outlined in the Operating Guidelines.

**Secretary:** The Secretary shall: a) record and distribute, as appropriate, the minutes of all meetings of NCMC and of the Board of Directors; b) prepare and send out all notices of meetings; c) keep an up-to-date listing of contact information for each member of the board; d) keep a permanent file of all minutes, important correspondence, and other properties of NCMC for transfer to the NCMC archives chair at an appropriate time; e) correspond about NCMC business as appropriate, in consultation with the NCMC president; and f) fulfill any other responsibilities as outlined in the Operating Guidelines.

**Treasurer:** The Treasurer shall: a) keep the books of the council, paying all authorized bills, maintaining documentation of expenditures and depositing all receipts; b) report to the Council, at board meetings, at the annual business meeting and upon request, about the financial status of the treasury; c) prepare or have prepared the statements to be submitted to the various tax offices to maintain the tax-exempt status of the Council; and d) fulfill any other responsibilities as outlined in **Article VIII Finances** of these By-Laws and in the Operating Guidelines.

**Past President:** As a member of the executive committee, the Past-President shall: a) work in concert with the President and executive committee on special projects, b) act in an advisory capacity and c) fulfill any other responsibilities as outlined in the Operating Guidelines.

**Article V Board of Directors**

**Section 1 General Powers:** The Board of Directors (the "Board") shall be responsible for managing the affairs and business of the Corporation.

**Section 2 Eligibility:** Only individual members in good standing are eligible to serve on the Board of Directors.

**Section 3 Number and Qualifications:** The Board of Directors shall consist of the four elected officers, the Immediate Past President and not more than 15 other elected members. These elected members will include: Art Section Chair, Children's Section Chair, History Section Chair, Science Section Chair, and the following Committee Chairs: Annual Meetings, Archives, Awards, Directory, Membership Development, Newsletter, Nominating, Professional Development, Public Relations, and Student Affairs. Said members listed above all have voting privileges at board meetings.

1. **Ex-Officio Representatives:** The Board may appoint, at its discretion, one or more Ex-Officio representatives. Ex-Officio representatives do not have voting privileges and do not count towards a quorum.

**Section 4 Election, Term and Responsibilities:** Directors shall be elected at each annual meeting by the voting members present at that meeting. The Archives Chair, Professional Development Chair, and Newsletter Chair shall be elected in even-numbered years. The Annual Meetings Chair, Awards Chair, Directory Chair, Membership Development Chair, Nominating Chair, Public Relations Chair, and Student Affairs Chair shall be elected in odd-numbered years. The Section Chairs shall be elected by the voting members present at their respective section's Annual Meeting in odd-numbered years. Both the Section Chairs and the Committee Chairs shall be elected for a two-year term and are eligible to serve for two consecutive terms. Each of the Directors is responsible for fulfilling responsibilities relating to their respective position as outlined in the Operating Guidelines.

**Section 5 Vacancies:** Any vacancy occurring in the Board of Directors will be filled by the affirmative vote of a majority of the remaining Directors.

**Section 6 Quorum:** A quorum shall consist of a majority of the voting members of the Board of Directors.

**Section 7 Meetings:** A Board meeting may be called at any time upon written request, to the Secretary, by any two Board members. There shall be a minimum of two Board Meetings per year. A minimum written notice of two weeks shall be given for any Board Meeting.

**Section 8 Removal:** Any Board member absent, without prior notice, from consecutive board meetings shall be considered to have tendered his or her resignation from the Board. At the Board meeting following the second unexcused absence, the Board may move to accept or reject that tendered resignation. An "unexcused absence" shall be defined as an absence from a board meeting for which the board member has not notified the board in advance.

## **Article VI Committees**

**Section 1 Executive Committee:** The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President. Others needed for counsel may be invited to attend meetings of the Executive Committee, but without voting privileges. The Executive Committee shall transact the business of the council between meetings of the Board of Directors. Action taken by the Executive Committee will be subject to review by the full Board. A quorum shall consist of a majority of the Executive Committee membership.

**Section 2 Standing Committees:** The Standing Committees of the Board shall be: Annual Meetings, Archives, Awards, Directory, Membership Development, Newsletter, Nominating, Professional Development, Public Relations, and Student Affairs. The Chair of each standing committee may appoint a vice-chair from the NCMC membership to assist with committee functions and represent the chair in the event of his or her absence at Board Meetings. While a vice-chair may represent a chair in the event of his or her absence at board meetings, a vice-chair does not count towards quorum and may not vote or cast proxy votes since they were not elected by the NCMC membership.

**Section 3 Ad-Hoc Committees:** **Ad-Hoc Committees** neither having, nor exercising, the authority of the Board of Directors in the management of the corporation may be appointed from time to time for a specific purpose and duration by the Board of Directors.

## **Article VII Sections**

Members of NCMC are organized in Sections representing each of the following classifications: Art Museums, Children's Museums, History Museums, and Science Museums. The Sections may establish governing rules which are not in conflict with the rules and aims of the Council. Each Section shall meet at least once annually. Each section shall hold an Annual Meeting in conjunction with, but not in conflict with, the Annual Meeting of the Council. Each Section shall elect a Section Chair at the Annual Meeting in odd-numbered years. No officer of NCMC or Chair of a Standing Committee shall also serve as a Section Chair at the same time. An elected executive of a given section may represent the section chair in the event of his or her absence at board meetings. Because this representative was elected by the membership of the given section, they will count towards quorum and may cast proxy votes for the section chair.

## **Article VIII Finances**

**Section 1** Any financial obligations not included in the Annual Budget shall be reported to the Board prior to the transaction.

**Section 2** The funds of NCMC shall be invested by authorization of the Board and shall be deposited in one or more banks as designated and approved.

**Section 3** At the end of each fiscal year, the financial accounts for the fiscal year, duly balanced to the close of the fiscal year shall be submitted by the Treasurer to the Board at their next regular meeting.

**Section 4** The fiscal year shall run from July 1st to June 30th.

**Section 5** An annual budget shall be prepared by the Treasurer in conjunction with the President and approved by the Board before the beginning of any fiscal year.

**Section 6** All checks signed by any officer shall indicate the payee. All checks or orders for payments of money shall show the signature of the President, Vice-President or Treasurer.

#### **Article IX Amendments**

Amendments to these By-Laws can be proposed in a written statement filed with the Secretary by any five members.

These By-Laws may be amended by a two-thirds vote of those members present and voting at a business meeting of NCMC provided that written notice of the proposed amendment has been sent to the members at least thirty days prior to such meeting.

#### **Adoption:**

By-Laws amended and restated as presented. Approved by the affirmative vote of two-thirds of the Council members present and voting at the spring business meeting of 1981.

By-Laws amended and restated as presented. Approved by the affirmative vote of two-thirds of the Council members present and voting at the Annual Meeting 1998.

By-Laws amended and restated as presented. Approved by the affirmative vote of two-thirds of the Council members present and voting at the Annual Meeting 2003.

By-Laws amended and restated as presented, removing Article VIII SEMC Representative. Approved by the affirmative vote of two-thirds of the Council members present and voting at the Annual Meeting 2009.

By-Laws amended and restated as presented. Approved by the affirmative vote of two-thirds of the Council members present and voting at the Annual Meeting 2012.