

## **Frostburg Museum Association, Inc. Bylaws May 2007**

*(These are amendments proposed by the Bylaw Committee, appointed by the President of the Board of Directors. Changes from the current bylaws are marked below)*

### **Article 1-NAME AND PURPOSE**

The name of this association shall be the Frostburg Museum Association, Inc. The purpose of this Association shall be to acquire, document, catalogue, preserve, restore and display memorabilia, artifacts and other items related to the history of Frostburg, Maryland, and its environs, and to provide access and information to those involved in research and study on this area.

### **Article II-MEMBERSHIP AND DUES**

**Section 1-** Anyone interested in the purpose and activities of this Association may become an active member upon payment of annual dues in the amount determined by the Board of Directors.

**Section 2-** Dues shall be payable by July 1 of each year. If dues are not paid by January 1, the person shall be classified as an "inactive" member. Only active members have voting privileges.

**Section 3-** The Board of Directors may designate life and honorary memberships.

**Section 4-** Anyone who has donated \$200 or more in cash to this Association shall be a lifetime member of the Association.

### **Article III-OFFICERS**

#### **Section 1- BOARD OF DIRECTORS-**

**a.** The governing body of this Association shall be the Board of Directors consisting of 12 to 16 members.

**b.** Board members elected before June 1998 shall not be subject to term limits.

**c.** All Board members elected after June 1998 shall be elected for a 3 year term. Members shall not serve more than two consecutive terms unless a special vote occurs approving the extension of the member(s) term.

**d.** Elections shall take place at the annual meeting in June. **Members** may not hold more than one Board position at a time while in office.

**e.** The curator shall be an ex-officio member of the Board with full voting privileges.

**f.** Any member of the Board of Directors who has three consecutive unexcused absences from Board meetings or activities shall be asked to step down from the Board. The Board shall appoint a person to fill the vacancy in the

**next Board meeting.** Note: This section was moved from Article V, Meetings, (Section 3 in the previous version).

**g. Any Board member who has served two (2) or more terms and can no longer fully participate due to health or other personal reasons may request, or will be asked by a majority vote of the board, continue as a non-voting Board Member Emeritus. That position (active Board member) should be filled at the next Board meeting.** Note: This section replaces a previous clause in this section that gave the Board power to appoint honorary members (non-voting).

**Section 2-**The Board of Directors shall choose from its own member a president, vice-president, secretary, and treasurer. Other board members may be appointed to chair other operating committees. Additional chairs, who are not members of the Board of Directors, may be appointed as the Board sees fit. No person shall hold more than one position, elected or appointed, at any one time. A newly elected Board shall meet to organize at a July meeting and no later than August 1.

**Section 3-** If a vacancy occurs on the Board of Directors, the Board may appoint a person to fill that vacancy until the next regular election.

**Section 4-** The PRESIDENT shall conduct all meetings of the Association and of the Board of Directors, and shall perform the executive duties usually assigned to a president. He/She shall represent the Association at community functions or at meetings of other organizations with which this Association may become affiliated, or shall deputize another member in his/her place. He/She shall have keys to the post office box, building, and files or storage areas belonging to the Association. Upon expiration of his/her term of office, the past president shall become an ex-officio member of the Board with voice but no voting privileges for a period of one year.

**Section 5-** The VICE PRESIDENT shall assume the duties of the president in the absence or incapacity of the president.

**Section 6-** The SECRETARY shall keep minutes of all general meetings and all meetings of the Board of Directors, carry on all correspondence at the request of the President or Board of Directors and be responsible for filing all papers relating to the business of the Association. He/She will also take attendance at Board meetings.

**Section 7-** The TREASURER shall collect dues and receive all monies of the Association, maintain bank accounts and make disbursements at the direction of the Board of Directors. He/She shall present a budget for the following year at the final meeting of the fiscal year and make a full report of the Association's finances at that time. He/She shall be bonded and his/her books shall be audited by an independent agency at the completion of his/her term of office.

**Section 8-** The CURATOR shall be an executive officer appointed by the president with the approval of the Board of Directors for a one year term, renewable indefinitely. He/She shall be an ex-officio member of the Board with voting privileges. He/She shall assume overall charge of the artifacts, memorabilia and other items in the Association's collection. He/She shall form his/her own committees of interested and qualified members. The CURATOR shall also submit verbal reports at general and annual meetings in addition to providing a written annual report to the board for each year regarding the activities that have occurred between July and June of each year.

#### **Article IV-NOMINATIONS AND ELECTIONS**

**Section 1-** The President will appoint three members who are responsible for presenting a slate of names at the final meeting of the fiscal year.

**Section 2-** The directors elected at the final meeting of the fiscal year shall take office on July 1.

#### **Article V-MEETINGS**

**Section 1-** The general membership shall have an Annual business meeting and other such meetings as the Board of Directors deems necessary.

**Section 2-** The Board of Directors shall hold at least 8 meetings in the year starting in July and ending in June. All meetings shall be open to any member of the Association.

**Section 3-** The president shall call a special meeting at any time. He/She must call a special meeting of the Association at the request of the majority of the Board of Directors or on written petition by 10 percent of the membership. Except in cases of emergency, at least one week's notice shall be given.

**Section 4- QUORUM-** One half of the Board members shall constitute a quorum for the Board of Directors. Members in attendance constitute a quorum for voting on matters in the general meeting. (Note: Former section 4 and 5 have been consolidated and wording "no quorum....at general meeting" has been changed.

#### **Article VI-STANDING COMMITTEES**

The Board of Directors may create or terminate such standing committee as it deems necessary. Each such action shall be reported to the general membership at the Annual Meeting following the action.

**Article VII-COMPLAINT AND REMOVAL** (Note: all references to "impeachment" have been changed to "removal")

Any Board Member or Member may be removed from office and or the Frostburg Museum Association for the following reasons:

**Section 1-** Breach of duties as noted in the Bylaws; Failure to attend three regularly scheduled Board of Directors meeting without permission from the president of the Board of Directors; Committing a felony and/or misdemeanor and is convicted of the crime; Committing a larceny against the Frostburg Museum Association; Misrepresenting the Frostburg Museum Association in a deliberate manner.

## **Article VIII-PROCEDURES FOR REMOVAL**

**Section 1-** A member or an officer of the Frostburg Museum Association may introduce a motion of removal of an officer or a general member and explain the cause for removal at the Board meeting that is called for this purpose. The vote for removal cannot occur at the same meeting. The vote for removal must take place at the next meeting which may be scheduled as early as a week later from the time of the motion of removal being introduced.

**Section 2-** The President shall appoint a standing committee to review the issue and compile their findings to present to the Board of Directors. If the President is the officer facing the complaint, then the Vice-President shall appoint a standing committee. The committee shall make recommendations to the Board members.

**Section 3-** The member or officer facing the complaint may not vote in the proceedings.

**Section 4-** If the complaint is brought against the President, the Vice-President is to preside over the proceedings.

**Section 5-** If the complaint is brought against the treasurer, the President is to obtain all materials related to the treasurer's work until the proceedings have taken place. The treasurer is to hand over all materials including checks, the treasurer's book in addition to any items relevant to facilitate the treasurer's ability to perform his/her office. If the members do not vote for removal, all the items are to be returned to the treasurer.

**Section 6-** If the complaint is brought against an officer or a board member, the person will not be able to participate in any matters relating to the Frostburg Museum Association until the situation is resolved.

**Section 7-** The person facing complaint reserves the right to make a statement on his/her behalf and to call witnesses.

**Section 8-** Any member facing complaint must be removed with a majority vote. The vote shall be a written ballot.

## **Article IX- PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order shall govern the proceedings.

## **Article X- AMENDMENT OF BYLAWS**

These Bylaws may be amended at any general meeting of the Association by a two-thirds vote of those present provided previous notice of the amendment was presented to the general membership.

*Recommendations of the Bylaw Committee, May 1, 2007*