

# **Coastal Museums Association By-Laws**

## **Article I: Name**

This organization shall be known as the Coastal Museums Association, Inc.

## **Article II: Organization and Purpose**

Our purpose is to further, within our membership, opportunity for the presentation and interchange of information about subjects of mutually beneficial assistance to each other.

That the members pursue and support these policies which will bring to the community greater educational benefits, heightened cultural awareness, and enhanced appreciation of the arts and sciences.

That the members will pursue educational opportunities through the support of the Kiah Fund grants.

## **Article III: Indemnification**

The Coastal Museums Association Inc. shall indemnify and hold harmless any individual made a party to a proceeding, because the individual is or was a director, officer, employee or agent of the Association only to the extent and in the manner provided in the Georgia Non Profit Corporation Code (O.C.G.A. Section 14-3-202). The provisions of said code are herein incorporated by reference.

## **Article IV: Dissolution**

Upon dissolution of this corporation, the Executive Board shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 (or corresponding provisions of any future United States Internal Revenue laws) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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## **Article V: Fiscal Policies**

The fiscal year shall be September 1 through August 31.

When authorized by any two (2) members of the Executive Board, with the exception of the Treasurer, the Treasurer shall disburse funds of the organization, keeping the books of accounts and presenting a financial report at each meeting.

The Treasurer will present a report for the preceding fiscal year no later than the November meeting, and present the books of accounts to the Audit Committee for review. The Audit Committee shall be comprised of two (2) members plus one (1) non-member, appointed according to Article XII and will submit the annual audit report to the membership no later than the January meeting.

The Treasurer will submit audit procedures and record keeping to State and Federal authorities as required.

## **Article VI: Membership**

Membership of the Association shall be comprised of three (3) categories:

MUSEUM membership shall consist of dues paying operational museums, galleries, cultural, educational and historic sites. Each member organization shall have one (1) vote that will be weighted equal to three (3) votes. Representatives are expected to serve on committees.

INDIVIDUAL membership may be granted to any dues paying student enrolled in a museum studies program or related discipline, a volunteer or employee of an eligible institution, or an independent museum professional. Each Individual member shall have one (1) vote.

STUDENT membership may be granted to any dues paying student enrolled in a museum studies program or related discipline, or high school student interested in pursuing a career in museums, galleries, cultural, educational, and historic sites. Student members may not vote.

Non-voting honorary membership may be granted at the discretion of the Executive Board.

## **Article VII: Dues**

Dues structure shall be established by a majority vote of a quorum of the membership, as defined by Article X.

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## **Article VIII: Officers**

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. They shall be elected for terms of two (2) years and shall take office immediately following adjournment of the June meeting as described in Article X. The President shall preside at all meetings of the Association and of the Executive Board. The Vice President shall preside in the absence of the President, and will serve as Program Chairman. The Secretary shall keep complete minutes of all meetings and records of the Association's activities and shall preside in the absence of both President and Vice President, in which case someone else will take the minutes. The Treasurer shall keep and have custody over all fiscal operations and records and carry out functions described in Article III.

All members of the Executive Board will follow the Association's Records Retention Schedule to ensure proper management of the Association's records. The Records Retention Schedule will be reviewed on a five (5) year cycle by the Executive Board and changes approved by a majority of the Executive Board.

## **Article IX: Executive Board**

The Executive Board shall be composed of the officers of the Association and the Immediate Past President. Three (3) members of the Executive Board shall constitute a quorum and will, consistent with the policies and direction of the membership, act for the members in the interim between meetings.

Vacancies on the Executive Board: In case of a vacancy on the Executive Board, the Board will call a special meeting to appoint a candidate to fill the position. The Secretary will notify the membership of the candidate's appointment no later than ten (10) days prior to the next general meeting. At the next general meeting, the membership will vote on the Board's recommendation. When confirmed, the person will assume the responsibilities of office at that time.

## **Article X: Meetings**

General meetings shall be held each month. Special meetings may be called should the Executive Board so desire.

Meetings may include but are not limited to: presentation of committee reports and committee recommendations, professional development programs, tours, networking opportunities, voting and other activities as deemed appropriate.

Meetings may be held in-person or virtually, with at least four (4) in-person meetings per year.

Meetings will be held according to Roberts Rules of Order.

A quorum shall consist of museum member organizations in good standing in attendance plus two (2) members of the Executive Board. If a quorum is not met, the meeting program shall continue and voting will take place by mail (paper or electronic).

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## **Article XI: Referenda**

Matters of special interest may be submitted by the Executive Board to the membership for vote by mail (paper or electronic), the ballot being mailed/mailed to all museum members at least ten (10) days prior to the date fixed by the Executive Board for closing the voting.

## **Article XII: Committees and Appointed Positions**

Following the direction of the membership, the Executive Board shall establish all new ad hoc and standing committees and/or appointed positions, as needed. The President, with the advice and consent of members of the Executive Board, shall make appointments of chairmen and members of all committees and appointed positions.

The Nominating Committee shall make a report of nominations for officers at the May meeting, and elections will be held no later than the June meeting each year.

There shall be standing committees which include, but are not limited to, the Program Committee, whose chairman is the Vice President, the Membership Committee, and the Public Relations and Marketing Committee. These committees will be called to action as needed, by the Executive Board.

There shall be appointed positions which include, but are not limited to, the Website Manager and Listserv Manager. These appointed positions will act as necessary, at the direction of the Executive Board.

## **Article XIII: Effective Date**

These by-laws become effective as amended upon adoption by the membership.

## **Article XIV: Amendments**

These by-laws may be amended by a majority vote of a quorum of the membership, as defined by Article X, at any general meeting. Any proposed changes shall be described fully and mailed (paper or electronic) to all members at least ten (10) days before the meeting at which voting on the changes is expected to occur.

- These by-laws were revised and approved by the Coastal Museums Association at the June 11, 2003 meeting.
- These by-laws were amended and restated in accord with IRS 501(c)(3) guidelines at our May 5, 2004.
- Amended and Approved: September 7, 2005; September 6, 2006; June 6, 2012; May 1, 2019; April 21, 2023; March 7, 2024.
- Article III (Indemnification) & Article IV (Dissolution), for final review by Andy Loveland, attorney, Hunter Maclean.