

AAM - Bylaws
(Accepted by AAM
Board, July 2018)



**American
Alliance of
Museums**

**BYLAWS
OF THE
AMERICAN ALLIANCE OF MUSEUMS**

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ARTICLE 1. RESTATEMENT

These Bylaws are an amended and full restatement of the previous Constitution and Bylaws of the American Alliance of Museums (the “Corporation”) and supersede in their entirety any previous Constitution and Bylaws of the Corporation.

ARTICLE 2. NAME

The name of the Corporation shall be the American Association of Museums, doing business as the American Alliance of Museums.

ARTICLE 3. PRINCIPAL OFFICE

The principal office of the Corporation shall be located within or outside the District of Columbia, as determined by the Board of Directors. The Corporation shall at all times maintain a registered agent and office in the District of Columbia. Other offices of the Corporation may be established by the Board of Directors at any place where the Corporation is qualified to conduct activities.

ARTICLE 4. PURPOSE

The Corporation is organized as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act (the “Act”) for the purposes as set forth in the Corporation’s Articles of Incorporation, as amended.

ARTICLE 5. BOARD OF DIRECTORS

The Board of Directors shall govern the affairs of the Corporation and all corporate powers shall be exercised by or under the authority of the Board of Directors. All voting authority required under the Act shall be vested in the Board of Directors. The Board of Directors shall have the authority to make policy for the Corporation and to oversee managerial matters. The Board of Directors shall be responsible for the prudent stewardship of the fiscal resources of the Corporation. The Board of Directors may adopt rules, regulations, and resolutions consistent with the Bylaws, and may alter, amend, or repeal any rule, regulation, or resolution adopted by it. The Board of Directors shall be subject to the restrictions and obligations set forth by the Act and in the Corporation’s Articles of Incorporation and these Bylaws.

SECTION 5.01 The Board of Directors shall be made up of no fewer than eight (8) and no more than twenty-five (25) Board Members, the certain number to be determined by the Board of Directors; provided, however, that no decrease in the number of Board Members may have the effect of shortening



an incumbent Board Member's term. Each member of the Board of Directors shall have one vote, with the exception of the President of the Corporation, who shall serve as an *ex officio* non-voting Director.

SECTION 5.02 Board Members shall each serve a term of three years, such terms to be so staggered that approximately one-third of the positions (together with any vacancies) shall be filled each year. No person may be elected as a Board Member for more than two consecutive full terms without a break in service of at least one year following the second full term; provided, however, that the Board of Directors may in its discretion extend the term of a Board Member serving as Immediate Past Chair for up to two additional years as necessary to allow such individual to continue in office.

SECTION 5.03 No member of the Board of Directors shall be entitled to receive compensation for serving as a member of the Board of Directors, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. Board Members may serve the Corporation in a capacity other than that of Board Member and receive reasonable compensation for such service.

SECTION 5.04 Any vacancy among the Board Members shall be filled by the Board of Directors, subject to the provisions in ARTICLE 6, provided that such vacancies shall be filled by appointment only until the next annual election, when candidates shall be nominated and elected for the remainder of the unexpired term.

SECTION 5.05 A member of the Board of Directors may be removed from the Board of Directors with or without cause by a majority vote of the entire Board of Directors. Any Director may resign at any time by giving written notice to the Chair, Secretary or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

SECTION 5.06 Terms of service on the Board of Directors shall begin immediately following the close of the annual meeting of the Corporation.

ARTICLE 6. BOARD ELECTION PROCEDURES

SECTION 6.01 The candidates for Board Members shall be the slate submitted by the Governance and Nominating Committee to the Board of Directors for its consideration. Board Members shall be elected by the Board of Directors by the affirmative vote of a majority of Board Members present at a meeting at which a quorum is present.

SECTION 6.02 Any Individual member of the Corporation in good standing who is not otherwise disqualified by reason of the limitations on consecutive terms provided for in ARTICLE 5, or by reason of being a member of the Governance and Nominating Committee, may be nominated for Board Membership.

SECTION 6.03 Results of the elections of members of the Board of Directors shall be announced at the annual meeting directly following such elections.



ARTICLE 7. BOARD MEETINGS

SECTION 7.01 At least one annual regular meeting of the Board of Directors shall be held each year, and additional regular meetings may be held on dates and at places as determined by the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the Chair or upon the written request of three or more Directors. The Chair may fix the time and place of any special meeting of the Board.

SECTION 7.02 The manner of notice of all regular and special meetings of the Board of Directors shall be as the Board prescribes from time to time by resolution. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice. Meetings of the Board of Directors may be held by means of conference telephone or any other means of communication by which all persons participating in the meeting may simultaneously hear each other during the meeting.

SECTION 7.03 A simple majority of the members of the Board of Directors shall constitute a quorum. Only those members of the Board of Directors present in person or by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another during the meeting may vote on business brought before the Board of Directors. Such participation shall constitute presence in person at the meeting. The affirmative vote of a majority of the Board Members present at a meeting at which a quorum is present is necessary for the approval of any matter voted on by the Board of Directors.

SECTION 7.04 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by unanimous written consent if each member of the Board signs a consent describing the action to be taken and delivers it to the Corporation. Such consent or consents may be executed and delivered to the Corporation by electronic means, including email, and shall be filed with the minutes of proceedings of the Board.

ARTICLE 8. OFFICERS

SECTION 8.01 The Board of Directors shall define the duties and powers of the Officers. No Officer other than the President shall be entitled to receive compensation for serving as an Officer.

SECTION 8.02 The Officers of the Corporation and of the Board of Directors shall be a CHAIR, the IMMEDIATE PAST CHAIR, a VICE CHAIR who serves in the capacity of Secretary, a TREASURER who serves in the capacity of chair of the Finance Committee, and a PRESIDENT, each to have such duties and authority as may be specified in these Bylaws or as shall be prescribed by the Board. The offices of Chair and Treasurer and the offices of President and Treasurer may not be held by the same person; otherwise, the same individual may simultaneously hold more than one office.

SECTION 8.03 The Chair shall preside at all meetings of the Board of Directors and the Executive Committee, and shall perform such other duties and have such other powers as the Board of Directors



may from time to time determine. The Chair shall confer regularly with the President regarding the management of the Corporation's affairs.

SECTION 8.04 The Vice Chair shall perform the duties of the Chair in the absence of the Chair or in the event of the Chair's resignation, death, incapacity or removal, and shall have all of the powers of and be subject to all restrictions upon the Chair. The Vice Chair shall perform such other duties and have such other powers as the Board of Directors may from time to time determine.

SECTION 8.05 The Secretary shall record or cause to be recorded the minutes of all meetings of the Board of Directors; maintain such minutes in one or more books provided for such purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records; and in general perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

SECTION 8.06 The Treasurer shall be responsible for all funds and securities of the Corporation and shall chair the Finance Committee. He or she shall keep or cause to be kept complete and accurate financial records of the Corporation and in general shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

SECTION 8.07 Notwithstanding the duties, responsibilities and authorities of the Secretary and Treasurer provided in Sections 8.05 and 8.06 above, the Board of Directors by resolution may, except as otherwise limited by law, delegate, wholly or in part, the responsibility and authority for, and the regular or routine administration of, such duties to one or more agents, other Officers or employees of the Corporation who are not Directors.

SECTION 8.08 The Board of Directors shall hire a President, who shall serve at the pleasure of the Board of Directors. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties in accordance with the policies and directives approved by the Board of Directors. The President have full authority to employ, supervise, and terminate personnel for the Corporation. The President shall be responsible to the Board of Directors and shall perform such additional duties and have such authority and powers as the Board of Directors may from time to time prescribe. The President shall have the right to attend all meetings of the Corporation and the Board of Directors, and shall be an ex officio non-voting Director.

SECTION 8.09 The candidates for Chair, Vice Chair/Secretary and Treasurer shall be the slate selected by the Governance and Nominating Committee from among the elected Directors of the Corporation. The Board of Directors shall annually elect the Officers other than the President at the annual meeting of the Board, by the affirmative vote of a majority of Board Members present at a meeting at which a quorum is present. The Chair shall serve for a term of two years. Immediately following the end of such term, the Chair shall succeed to the office of Immediate Past Chair. The Immediate Past Chair shall serve for a term of two years. Officers other than the Chair, Immediate Past Chair, and the President shall serve for a term of one year, or until a successor shall have been regularly elected. Officers' terms shall begin immediately following the close of the annual meeting. In the event that any Officer other than the President, Chair,



and Immediate Past Chair is unable to continue to serve, the Board of Directors shall choose from among the Directors of the Corporation a successor to serve until the next election. In the event the Chair is unable to continue to serve, the Vice Chair shall serve as Chair until the next election. In the event the Immediate Past Chair is unable to continue to serve, the office of Immediate Past Chair shall remain vacant until such time as the current Chair succeeds to the office.

SECTION 8.10 Any vacancy among the Officers other than the President, Chair, and Immediate Past Chair shall be filled by the Board of Directors provided that such vacancies shall be filled only until the next election.

SECTION 8.11 An Officer may resign by giving written notice to the Chair, Secretary, or the Board of the Corporation. The resignation is effective at the time specified in such notice, or if no time is specified, at the time such resignation is tendered. Any Officer may be removed at any time, with or without cause, by a majority vote of the entire Board of Directors.

ARTICLE 9. COMMITTEES

SECTION 9.01 There shall be four standing Committees: Executive, Audit, Finance, Governance and Nominating, and other such Committees as a majority of the Board of Directors, by a resolution of the Board, may from time to time determine to be necessary or useful for the governance of the Corporation and to assure ongoing attention to the timely and appropriate development of the Corporation's policies and programs. Committees other than the Executive Committee shall make recommendations to the Board, and shall not have and may not exercise authority of the Board.

- (a) With the exception of the Executive and Finance Committees, the Chair shall appoint the Committee Chair and members of each Committee and shall be an *ex officio* member of each such Committee.
- (b) At least two members of the Board of Directors shall serve on any Committee. With the exception of the Executive Committee, the Chair may appoint individuals who are not members of the Board to serve on any Committee.

SECTION 9.02 There shall be a Finance Committee comprised of no less than five members of the Board of Directors and responsible for the oversight of the preparation of the annual budget and the performance of the organization in meeting its budgeted revenues and expenses. The Finance Committee shall oversee the administration, collection, preservation, and disbursement of the financial resources of the Corporation, advise the Board with respect to making significant financial decisions, and monitor the Corporation's risk management program. The Committee may seek the advice of outside consultants and professionals as necessary to advise it on matters within the scope of its responsibilities, but shall not incur any expense without the approval of the Board. The Finance Committee shall meet at least quarterly. The Treasurer shall be the Chair of the Finance Committee.

SECTION 9.03 There shall be an Audit Committee comprised of no less than three members of the Board of Directors and responsible for oversight of the Corporation's annual independent financial audit. Subject



to the supervision of the Board, the Audit Committee shall be responsible for recommending to the Board the hiring, retention and termination of an independent auditor.

No more than one member of the Finance Committee, who shall not be the Treasurer, may be a member of the Audit Committee. At least one member of the Audit Committee shall be knowledgeable in accounting and matters of finance. The Committee may seek the advice of outside consultants and professionals as necessary to advise it on matters within the scope of its responsibilities, but shall not incur any expense without the approval of the Board.

SECTION 9.04 There shall be a Governance and Nominating Committee responsible for new Board Member orientation, evaluation of skills and characteristics that are needed on the Board of Directors and development needs of the Board, committee structure, and assessment and oversight of governance documents, policies and procedures. The Committee shall prepare a slate of candidates for Board Members and Officers for Board approval on an annual basis.

SECTION 9.05 There shall be an Executive Committee comprised of the Officers of the Corporation and at least one additional member of the Board to be appointed by a majority vote of the entire Board of Directors. The Chair of the Board shall be the Chair of the Executive Committee. The President shall be an *ex officio* non-voting member of the Committee.

The Executive Committee is the only committee authorized to act for the full Board. Actions taken by the Executive Committee shall have the same force and effect as actions taken by the Board. However, the Executive Committee may act only if (i) specifically authorized by these Bylaws or by resolution of the Board of Directors or (ii) warranted by exceptional or emergency circumstances (*e.g.*, an act of God). The Executive Committee shall report any and all actions it takes to the full Board of Directors as soon as possible, and no later than the next regular meeting of the Board.

The Executive Committee shall be responsible for conducting an annual review of the President's performance and assuring the reasonableness of his or her total compensation, and for reviewing, approving and ensuring the reasonableness of compensation ranges for key employees and others who are Disqualified Persons within the meaning of section 4958 of the Internal Revenue Code.

The Executive Committee shall not be delegated the power to: (1) authorize distributions; (2) fill vacancies on the Board of Directors on the Executive Committee; or (3) adopt, amend, or repeal bylaws. The delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors, or individual Director, of any responsibility imposed upon them by law.

ARTICLE 10. FINANCIAL METHODS

SECTION 10.01 The Board of Directors shall determine the accounting methods and fiscal year of the Corporation. An Officer and/or designated staff member determined by resolution of the Board of Directors shall sign all checks, drafts, or other methods for payment. An Officer and/or designated staff member determined by resolution of the Board of Directors shall sign all notes, mortgages, or other evidence of indebtedness expressly authorized by the Board of Directors. The Corporation shall not



borrow or lend money unless authorized by a resolution of the Board of Directors. Resolutions of the Board of Directors may be for specific instances or general authorization.

SECTION 10.02 The President may cause the deposit of the funds of the Corporation in one or more banks at his or her discretion and shall invest and reinvest them only as authorized by the Finance Committee and approved by Board of Directors.

ARTICLE 11. MEMBERSHIP

SECTION 11.01 Membership of the Corporation shall be composed of Individual and Institutional members in such membership categories as the Board of Directors shall determine. Members shall not be eligible to vote. The admittance and continued membership of all members shall be subject to the approval of the Board of Directors. The membership structure and annual membership dues or other dues and assessments for membership or affiliation, as well as the privileges and responsibilities accorded categories of membership shall be determined by the Board of Directors.

SECTION 11.02 Membership may be withdrawn by the Board of Directors for failure to pay annual or other dues and assessments or for due cause. Due cause shall be construed to mean use of membership in the Corporation to work for purposes inconsistent with the mission and objectives of the Corporation and any standards that the Board of Directors may require.

SECTION 11.03 Individual membership shall be open to persons who align with and support the mission and purposes of the Corporation and such additional membership criteria not inconsistent with these Bylaws as may be established by the Board of Directors from time to time. Individual members in good standing are eligible for election as Board Members, provided they meet all requirements for membership stated here.

SECTION 11.04 Institutional membership shall be open to museums, non-profit organizations that operate museums, other museum-related non-profit organizations, libraries, universities, government agencies, and for-profit organizations that directly service and support museums and whose mission and purposes align with and support the mission and purposes of the Corporation. Institutional members are not eligible for election as Officers or Board Members.

ARTICLE 12. PROFESSIONAL NETWORKS

SECTION 12.01 There may be such Professional Networks as the Board of Directors, by majority vote, shall from time to time recognize. Such Networks are open to individual members of the Corporation. Professional Networks shall represent broad ongoing interests of members of the museum profession, should have national objectives and purposes that support and enhance those of the Corporation, and serve as a source of information in policy deliberations that may have impact beyond the Corporation's immediate membership. Professional Networks shall not have or exercise any independent authority or the authority of the Board of Directors in the management of the Corporation.



SECTION 12.02 There shall be a Council of Professional Networks consisting of the Chair of each of the Professional Networks recognized by the Corporation, as well as a chair and vice chair to be elected by the Council. The offices of chair and vice-chair of the Council and Chair of a Professional Network may not be held by the same person. Accordingly, the office of Chair of a Professional Network becomes vacant if that person is elected to serve as chair or vice chair of the Council. Once a new Chair for that Professional Network is duly elected and qualified, that Chair shall become a member of the Council.

SECTION 12.03 The Council of Professional Networks shall meet at least once a year. The Council of Professional Networks may request that a liaison from the Board of Directors attend meetings of the Council.

SECTION 12.04 Additional criteria for eligibility of Professional Networks shall be established and published by the Board of Directors. Said criteria may, from time to time, be amended by the Board of Directors.

SECTION 12.05 The Board of Directors shall regularly and with advance notice review the activities of all Professional Networks and may, by majority vote, withdraw the status previously accorded to any group as a Professional Network.

ARTICLE 13. ACCREDITATION COMMISSION

SECTION 13.01 There shall be an Accreditation Commission which shall be responsible for the ongoing administration of the Corporation's accreditation program, including decision-making and oversight of the accredited status of museums. The objective of the accreditation program shall be to ensure museums operate according to professional standards and generally accepted practices determined by the Corporation and the museum field. The qualitative evaluation of museums will be in light of such standards and other program requirements. The Accreditation Commission shall consist of a Chair and a number of Commissioners to be determined on a periodic basis by the Board of Directors. The Accreditation Commission shall be under the purview of the Board of Directors for all administrative matters. The Accreditation Commission will be the sole authority on the accredited status of museums.

ARTICLE 14. AMENDMENTS

These Bylaws may be amended, or new Bylaws may be adopted, in whole or in part, by the affirmative vote of a majority of the entire Board of Directors.