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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 Board Member shall have one vote, with the exception of the President of the Corporation, who shall serve as an *ex officio* non-voting Board Member.

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 Chair, Vice Chair, Immediate Past Chair, or Treasurer for up to two additional years as necessary to allow such individual to continue in office as a Board Member.

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

SECTION 5.04 A vacancy among the Board Members (whether by reason of resignation or removal under Section 5.05 or by death) shall require no special procedure, i.e., the replacement shall be elected in the time and manner provided by ARTICLE 6 and will have the term provided by Section 5.01.

SECTION 5.05 A Board Member may be removed from the Board of Directors with or without cause by a majority vote of the entire Board of Directors (i.e., not just a majority of those present at the meeting). Any Board Member 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, unless an earlier date is required to prevent the total number of Board Members falling below eight (8), as required by Section 5.01.

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 may be nominated for the Board of Directors.

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

ARTICLE 7. BOARD MEETINGS

SECTION 7.01 An annual 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 Board Members. The Chair, or the Board Members calling the special meeting



of the Board, may fix the time and place of the special meeting and shall give at least three (3) days' notice of the time and place by any written means (including email).

SECTION 7.02 The manner of notice of all regular 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 any 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 Board of Directors shall constitute a quorum. Only those Board Members present in person or by another mean 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 Board Member 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, the offices of Chair and Secretary, 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, who also serves in the capacity of Secretary, 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, who also serves in the capacity of Vice Chair, shall record or cause to be recorded the minutes of all meetings of the Board of Directors; maintain or cause to be maintained 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 them 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. They 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 Board Members.

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 shall 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 Board Member.

SECTION 8.09 The candidates for Chair, Vice Chair/Secretary, and Treasurer shall be the slate nominated 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, from among the Board Members with at least one year remaining in their term and two years remaining in the case of the Chair (in each case including term extensions under Section 5.02). Election shall be by the affirmative vote of a majority of Board Members present at such 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 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 from among the then-serving Board Members, 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 (i.e., not just a majority of those present at the meeting).

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. Each Committee shall adopt Operating Guidelines governing its Committee procedures and prepare minutes of all Committee meetings. 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) The Chair shall serve as Chair of the Executive Committee. The Treasurer shall serve as Chair of the Finance Committee. The Chair shall annually appoint the Chairs of the Audit Committee and the Governance and Nominating Committee, subject to confirmation by the affirmative vote of a majority of Board Members at a meeting at which a quorum is present. After consultation with the relevant Committee Chairs, the Chair shall annually appoint the members of each Committee and shall be an *ex officio* member of each Committee.
- (b) At least two (2) Board Members shall serve on any Committee, with the exceptions of the Finance Committee and the Audit Committee, which will each have at least three (3) Board Members. With the exception of the Executive Committee and the Governance and Nominating Committee, the Chair may appoint individuals who are not Board Members to serve on any Committee.

SECTION 9.02 The Treasurer shall be the Chair of the Finance Committee. The Finance Committee shall be 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.

SECTION 9.03 The Chair of the Audit Committee shall be appointed annually by the Chair, subject to confirmation by the affirmative vote of a majority of Board Members at a meeting at which a quorum is present. The Audit Committee shall be 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 The Chair of the Governance and Nominating Committee shall be appointed annually by the Chair, subject to confirmation by the affirmative vote of a majority of Board Members at a meeting at which a quorum is present. The Governance and Nominating Committee shall be 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. Members of the Governance and Nominating Committee shall recuse themselves from Committee deliberations and recommendations regarding their own additional terms as Board Members or nomination as Officers.

SECTION 9.05 The Executive Committee shall be comprised of the Officers of the Corporation and at least one additional Board Member to be appointed by the affirmative vote of a majority of Board Members at a meeting at which a quorum is present. 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 their 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 Board Member, of any responsibility imposed upon them by law.

ARTICLE 10. CODE OF ETHICS

The Corporation has in effect a Code of Ethics for Board Members and key employees, comprised of a Conflict of Interest policy, a Fiduciary Duties policy, a Confidentiality Agreement, and a Whistleblower policy, which may be revised from time to time. Board Members, the President and other key employees, and members of Board Committees who are not Board Members shall annually sign a statement that they have received a copy of the Code of Ethics then in effect and agree to be bound by it.



ARTICLE 11. INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify its Board Members and Officers (including persons formerly occupying such positions and their heirs, executors, and administrators) against any judgement, fine, or other amount actually and reasonably incurred by them as a result of any proceeding resulting from their activities for the Corporation or arising out their status as Board Members or Officers. The Corporation may, by resolution of the Board of Directors, indemnify any employee of the Corporation in the same manner as a Board Member or Officer, to the extent permitted by law. If the Board of Directors so determines, the Corporation may pay advances of such indemnification amounts to a Board Member, Officer, or employee to the extent permitted by law.

ARTICLE 12. FINANCIAL METHODS

SECTION 12.01 The Board of Directors shall determine the accounting methods of the Corporation. The fiscal year of the Corporation shall be the calendar year. 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 12.02 The President may cause the deposit of the funds of the Corporation in one or more banks at their discretion and shall invest and reinvest them only as authorized by the Finance Committee and approved by Board of Directors.

ARTICLE 13. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of its Board of Directors and Committees. All books and records of the Corporation may be inspected by any Board Member, or their agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 14. MEMBERSHIP

SECTION 14.01 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 14.02 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 14.03 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. Only Individual members in good standing are eligible for election as Board Members, provided they meet all requirements for membership stated here.

SECTION 14.04 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. Institutions, including Institutional members, are not eligible for election as Officers or Board Members.

ARTICLE 15. FORMER PROFESSIONAL NETWORKS

The Professional Networks and Council of Professional Networks authorized by these Bylaws as previously in effect have been removed in favor of a new structure and modalities for volunteer participation. All documents purporting to govern or give rights to such Professional Networks or the Council of Professional Networks are now null and void. The Board of Directors retains the responsibility of oversight of all volunteer programs of the Corporation.

ARTICLE 16. ACCREDITATION COMMISSION

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 will be the sole authority on the accredited status of museums. The Board of Directors retains the responsibility of oversight of the Accreditation Commission.

ARTICLE 17. 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 (i.e., not just a majority of those present at the meeting).

Amended November 9, 2023