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## **Constitution and Bylaws of the Association of Indiana Museums Inc.**

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### **Article I: Name**

The name of this organization will be the Association of Indiana Museums, Incorporated, also known as the Association of Indiana Museums, or “AIM”.

### **Article II: Purpose**

The Association of Indiana Museums (hereafter, Association) is incorporated under the laws of the state of Indiana as a nonprofit organization, for the following purposes:

- To promote a statewide public awareness of the value of museums **and like organizations** as educational and research institutions at the local, county, regional and state levels.
- To promote communication between museums within the state of Indiana for the benefit of the public and in furtherance of promoting public awareness of the value of museums.
- To assist in the continued professional development of individuals working in and with museums across Indiana.
- For such other charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or subsequent similar code sections.

### **Article III: Membership**

- *Section 1.* There will be one or more classes of membership as designated periodically by the board of trustees.
- *Section 2.* Members may be required to pay dues as a condition of membership, the amount of which will be fixed from time to time by the board of trustees.
- *Section 3.* Membership in this corporation will be open to all individuals, museums, corporations or unincorporated entities that may be interested in and willing to aid in carrying out the purposes of the association and participating in its activities.
- *Section 4.* Membership in the association will be annual, commencing on a date that will be fixed by the board.

### **Article IV: Meeting of Members**

- *Section 1.* The fiscal year will commence on July 1 each year and expire on June 30 of the following year.
- *Section 2.* An annual meeting of the members of the association for election of board members and such other business as may properly come before it will be held in Indiana every year **or as designated by the board.**
- *Section 3.* Notice of the annual meeting and all other business meetings of the members will be conveyed through mail, email, and/or posted on social media channels of the organization at least 30 days prior to the date of such meeting.
- *Section 4.* Fifteen members of the association will constitute a quorum at any meeting of the members of the association.
- *Section 5.* At all meetings of the association, votes will be cast with one vote per membership.

### **Article V: Board of Trustees**

- *Section 1.* The board of trustees, elected by the membership, will be the chief governing body of the association.
- *Section 2.* The board of trustees (hereafter, board) will consist of elected officers and other board members. The board will consist of 9 to 12 individuals. Officers will be president, vice-president, treasurer and secretary with the normal duties inherent in those offices.

- *Section 3. Eligibility.* Any member of the association in good standing may be eligible for election to the board.
- *Section 4. Length of Term.* Officers and other board members will be elected for two-year terms and may be re-elected to the board for two additional consecutive terms. A former elected trustee may be eligible for re-election following an absence from the board of a minimum of one year. Board members will assume their duties immediately following the annual business meeting.
- *Section 5. Duties.* Trustees will have the usual duties of board members, as described in Robert's Rules of Order and as prescribed by law.
- *Section 6. Vacancies.* In case of a vacancy in the office of president, the vice-president will become president for the unexpired term. In case of a vacancy in any other board position, the board of trustees will elect a successor to fill the unexpired term.
- *Section 7.* Meetings of the board of trustees will be called by the president or upon written request of any two trustees, through the president. Robert's Rules of Order, in its most recent edition, will guide the conduct of the meetings by the board of trustees, except where said rules will contradict the provisions of this constitution and bylaws.
- *Section 8.* A quorum will consist of 51% of the current board.

#### **Article VI: Committees**

- *Section 1. Executive Committee*
  - The Executive Committee is comprised of the officers. The Executive Committee will have full power and authority over the affairs of the association.
- *Section 2. Finance Committee*
  - The Finance Committee is comprised of both board and non-board members. The President and Treasurer serve as non-voting members of the committee.
- *Section 3.* The President serves as an ex officio member of all committees.
- *Section 4.* The most recent past President will be an honorary member of the board and is invited to participate in an advisory, non-voting capacity until the end of the current President's term.
- *Section 5. Standing and ad hoc Committees*
  - Committees may be formed by the board as deemed necessary for the conduct of association business. All committees will operate under a clearly defined job description approved by the board.

#### **Article VII: Staff**

- *Section 1.* The Treasurer of the board will write checks for routine business, prepare all fiscal statements, and any other responsibilities as directed by the board.
- *Section 2.* The Secretary will receive mail, keep membership data, and other day-to-day responsibilities as directed by the board.
- *Section 3.* The board may contract for management services or hire temporary, part-time or full-time staff to carry out the day-to-day business of the association in accordance with the annual budget.
- *Section 4.* A board-approved personnel policy will be in place if an employee is paid to perform management services.

#### **Article VIII: Finances**

- *Section 1.* The principal of endowment funds may not be spent unless approved by majority vote of association members at the annual meeting. Members will be notified in writing of a proposal to spend endowment principal. Notification will be mailed and/or emailed, at least 30 days prior to the meeting.
- *Section 2.* The association will operate within an annual budget approved by the board of trustees.

- *Section 3* Expenditures from the association's checking account will be made on signature of one of the following: president, or treasurer.
- *Section 4.* Assets may be transferred to the endowment funds by signatures of president and treasurer. Income from endowment funds may be withdrawn by the same combination of two signatures as above.

#### **Article IX: Amendments**

- *Section 1.* Proposed amendments will be presented to the secretary in writing.
- *Section 2.* The constitution and bylaws may be amended by a two-thirds vote of those association members present and voting at an annual business meeting of the association, provided that written notice of the proposed amendment has been mailed, and/or emailed to the members at least 30 days prior to such a meeting.

#### **Article XI: Dissolution**

Upon dissolution of the Association of Indiana Museums, all funds and property belonging to the association will be donated to other allied Indiana nonprofit organizations designated by the board of trustees at the time of dissolution. Any dissolution and disposition of assets will be done in accordance with federal and state laws governing non-profits, including the IRS code.