



Western Museums Association

Strengthening museums to serve diverse communities

BYLAWS OF WESTERN MUSEUMS ASSOCIATION A California Nonprofit Public Benefit Corporation Revised June 2026

ARTICLE I NAME

1.01 NAME. The name of this corporation shall be Western Museums Association.

ARTICLE II OFFICES

2.01 PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation is located in Tulsa, Oklahoma, with the organization's mailing address being P.O. Box 11341, Indianapolis, IN 46201. The directors may change the principal office from one location to another. Any change of this location should be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

2.02 OTHER OFFICES. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III PURPOSES AND OBJECTIVES

3.01 PURPOSES. This corporation was formed for charitable and educational purposes and to serve constituencies working in western North America, as well as outside the western region. The charitable and educational purposes are consistent with those set forth in the corporation's Articles of Incorporation. The corporation's mission and vision statements reflect the corporation's purpose and may be revised from time to time.

3.02 OBJECTIVES AND ACTIVITIES

3.02.1 The corporation's objectives and activities further the corporation's purpose and are set forth in a statement of objectives which may be revised from time to time.

3.02.2 Notwithstanding any other provisions of these bylaws, Western Museums Association, a California nonprofit public benefit corporation, shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (Code), and exempt from California income tax under Section 23701d of the California Revenue and Taxation Code.

3.02.3 The objectives of the Western Museums Association shall be served by its directors.

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3.02.4 Fulfilment of the corporation's objectives contemplates collaboration and association with other museum service organizations. Regardless of collaboration or association with other museum service organizations, Western Museums Association shall not be responsible for the liabilities of any other organization, whether national, regional, or local.

ARTICLE IV NONPARTISAN ACTIVITIES

4.01 NONPARTISAN ACTIVITIES. No part of the activities of the corporation shall consist of participation or intervention in any political campaign (including the dissemination of publication or materials) on behalf of, or in opposition to, any candidate for public office. Further, except as provided in Section 501(h) of the Code, no substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation or for or against any cause or measure being submitted to the people for a vote. More generally, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V DEDICATION OF ASSETS

5.01 DEDICATION OF ASSETS. The properties and assets of this nonprofit corporation are irrevocably dedicated to its charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, officer or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to the organization's successor organization, provided that the successor organization is recognized as exempt from federal income taxes under Section 501(c)(3) of the Code so prescribed under the laws of the State of California. Otherwise, all properties and assets and obligations shall be distributed and paid over to one or more organizations dedicated to charitable purposes, provided that such organizations are then recognized as exempt from federal income taxes under Section 501(c)(3) of the Code.

ARTICLE VI MEMBERSHIP

6.01 CLASSIFICATION AND QUALIFICATION OF MEMBERS. The corporation shall have one (1) class of voting member, designated as Full Standing Members; only references to this class of members may constitute a reference to a member within the meaning of Section 5056 of the California Corporations Code.

6.01.1 Full Standing Members. Full Standing Members are those individuals or organizations whose memberships are current in Western Museums Association, and are primarily a

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cultural, historical or scientific institution open to the public, or who are affiliated with a museum as a paid or unpaid staff member, volunteer, or trustee, or are currently enrolled in a student degree program. They shall have the right to vote, as set forth in these bylaws, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms, and on any election to dissolve the corporation.

6.02 ELIGIBILITY FOR MEMBERSHIP. Membership in Western Museums Association shall be open to all individuals and institutions (e.g., businesses, clubs and other organizations) interested in Western Museums Association, its purposes, objectives and activities. Individual members of Western Museums Association shall be those who are employed by or are other-wise interested in furthering museum objectives. For purposes of convenience in administration, Western Museums Association may distinguish between individual members and institutional members, and no such distinction shall affect their designation as Full Standing Members under Section 6.01.

6.03 ADMISSION TO MEMBERSHIP. Any individual or organization qualified for membership under Section 6.01 and eligible for membership under Section 6.02 may be admitted upon the submission of: (a) an application, in a form as the Board of Directors may from time to time prescribe; and (b) the annual dues as the Board of Directors may fix from time to time. Each such application shall be certified by the applicant as being true and correct.

6.04 ASSOCIATE MEMBERSHIPS. Associate Members are non-voting members of the corporation. Associate Members may be individuals or organizations not otherwise qualified for Full Standing Membership under Sections 6.01 and 6.02. The corporation may refer to Associate Members as "members," even though those persons or entities are not Full Standing Members as set forth in Section 6.01, but no such reference shall constitute any Associate Member a "member" within the meaning of Section 5056(a) of the California Corporations Code.

6.04.1 Associate Members. In order to maintain an Associate membership, the Associate Member shall pay an annual fee in the amount as the Board of Directors may fix from time to time. Payment of said fee shall entitle said member to receive official mailings and publications of the corporation. Associate Members shall not be accorded voting privileges of any kind and are not eligible to hold office.

6.05 DUES. Annual dues will be established by the Board of Directors. Annual membership dues are payable on the anniversary date of the initial membership. If any membership payment is in arrears for over 60 days, that member will be terminated and dropped from current status. When a member has been deleted from the current status list, full payment of dues will reinstate the membership with a new anniversary date thus being established.

6.06 MEMBERSHIP LIST. The corporation shall keep a record containing the names and contact information of all members, whether their memberships are active or expired. The membership list shall reflect the expiration date of all expired memberships. The membership list shall be updated at least annually and shall be kept at the principal office of the corporation. How long expired membership information will be kept may

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be addressed in the WMA Policies & Procedures Manual.

6.07 NONLIABILITY OF MEMBERS. A member of the corporation shall not, solely because of such membership, be personally liable for the debts, obligations, or liabilities of the corporation.

6.08 TRANSFERABILITY OF MEMBERSHIP. Membership in the corporation is exclusive to the member. Neither the membership in the corporation, nor any rights in the membership, may be transferred regardless of whether in exchange for value. Any attempt to do so shall be null and void, and shall be cause for termination of the member attempting such transfer.

ARTICLE VII MEETINGS OF MEMBERS

7.01 PLACE. Meetings of members shall be held at any place within the Western Region as may be designated from time to time by resolution of the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

7.02 REGULAR MEETINGS. The members shall be invited to meet annually (Annual Conference Meeting) at a date and time as determined by the Executive Committee at least one (1) year in advance for the purpose of transacting such proper business as may come before the meeting.

7.03 SPECIAL MEETINGS. Special meetings of members for any lawful purpose may be called by a majority of the Board of Directors, the president or five percent (5%) or more of the members and held at a place within the Western Region. Upon the request in writing by such persons to the president or secretary of the corporation, such officers shall cause notice of such meeting to be given and shall fix, in consultation with the Executive Committee, a place and time for the special meeting which shall be held not less than ten (10) or more than sixty (60) days after receipt of the request.

7.04 NOTICE OF MEETINGS.

7.04.1 Time. Notice of the Annual Conference Meeting shall be given to all members not less than sixty (60) or more than one hundred (100) days before the meeting. Notice of a special meeting shall be sent promptly after a request for a special meeting is received, but in no event later than ten (10) days after the request is received. Notice may be given by posting on the corporation's website, mail, by personal delivery, or by electronic means including telegram, facsimile, Telex, cable, or E-mail. Notice of regional conference payment of a registration fee shall also be given with the same time limits as required for the Annual Conference Meeting.

7.04.2 Content. The notice of a member's meeting shall state the place, date and time of the meeting and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of a regular meeting, those matters which the Board of Directors, at the time notice is given, intends to present for action by the Board of Directors.

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7.04.3 Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the following proposal(s):

- (a) Approving a plan of disposition of all or substantially all of the corporation's assets;
- (b) Approving a plan of any merger and its principal terms;
- (c) Election of the corporation to wind up and dissolve; or
- (d) Approving a plan of distribution of assets, other than cash, in liquidation when the corporation has more than one class of memberships outstanding.

7.04.4 Address. In the event that notice is given by mail or other written communication, the notice shall be addressed to the membership representative at the address of the member appearing on the books of the corporation. Notice shall be deemed given upon personal delivery or upon deposit in the mail, postage prepaid, first class or upon transmission by electronic means.

7.05 ADJOURNMENT.

7.05.1 General. The members may adjourn any meeting provided that no meeting may be adjourned for more than forty-five (45) days.

7.05.2 Notice. If the time and place of the resumption of an adjourned meeting are announced at the adjourned meeting, no additional notice to the members of the time and place of the resumption is required. But, if the time and place of the resumption of the meeting are not announced, notice of the resumption of the meeting shall be given in accordance with Section 7.04 of these bylaws. If after the adjournment, a new record date is fixed by the Board of Directors for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

7.06 WAIVERS, CONSENTS AND APPROVALS. The transaction of any meeting of members without notice as provided in Section 7.04 of these bylaws (however called and noticed, and wherever held), are valid as though performed at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy at such meeting, and if, either before or after the meeting, each of the persons entitled to vote, but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. Attendance of a member at a meeting shall constitute a waiver of notice of and presence at the meeting, except where the person objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance is not a waiver of and right to object to the consideration of matters required by the California Corporations Code to be included in the notice but not included, if the objection is expressly made at the meeting. All such waivers, consents, and approvals shall be filed with the corporate records. Attendance of a member at a meeting shall be filed with the corporate records.

7.07 QUORUM.

7.07.1 Number Constituting a Quorum. Twenty five (25) members, represented in person or by proxy, shall constitute a quorum for a meeting. However, if any meeting is attended in person or by proxy by less than one-third of the voting power, the only matters that may

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be voted on are those of which notice of their general nature was given under Section 7.04 of these bylaws.

7.07.2 Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted.

7.08 VOTING OF MEMBERSHIP.

7.08.1 Entitlement. Each member is entitled to one vote.

7.08.2 Record Date of Membership. The record date for the determination of members entitled to notice of, and to vote at, any meetings, or to cast written ballots, or to exercise any other rights of members, shall be seventy-five (75) days before the date fixed for such meeting or vote.

7.08.3 Voting. When a quorum is present at any meeting, the vote of a simple majority present in person, or represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which by express provision of the laws of California or of the Articles of Incorporation a different vote is required, in which case such express provision shall govern and control the decision of such question.

7.08.4 Proxy Voting. Members entitled to vote, as set forth in Section 6.01 of these bylaws, shall have the right to vote in person or by a written proxy executed by such member and filed with the secretary of the corporation; provided, however, that a proxy shall expire eleven (11) months from the date of its execution unless otherwise provided in the proxy. In no event shall the term of any proxy exceed three (3) years from the date of its execution. Every proxy shall continue in full force and effect until its expiration or until revoked by the person executing it, whichever occurs sooner.

7.09 ACTIONS BY WRITTEN BALLOT.

7.09.1 Ballot Requirements. Any action which may be taken at any meeting of members may be taken without a meeting provided that the following requirements are satisfied:

- (a)** The corporation distributes a written ballot to every member entitled to vote on the matter;
- (b)** The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation;
- (c)** The number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
- (d)** The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

7.09.2 Revocation of Ballot. A written ballot may not be revoked once received by the corporation.

7.10 CONDUCT OF MEETINGS.

7.10.1 Chairperson. The president of the corporation, or in his or her absence, any other person chosen by a majority of the voting members present in person by their membership

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representative or by proxy, shall be chairperson of and shall preside over the meetings of the members.

7.10.2 Secretary. The secretary of the corporation shall act as the secretary of all meetings of members provided that in their absence, the chairperson of the meeting of members shall appoint another person to act as secretary of the meeting.

7.11 NOMINATIONS AND APPOINTMENT. The Nominations sub-committee (Section 9.01.2) shall follow the process and timeline detailed in the WMA Policies & Procedures Manual to call for and include nominations for directors from the members for the board appointment process.

ARTICLE VIII BOARD OF DIRECTORS

8.01 POWERS AND NUMBER. The management and governance of the affairs of Western Museums Association shall be vested in the Board of Directors (or Western Museums Association Board or Board). The authorized number of directors shall be not less than twenty (20) or more than forty (40) but the Board may revise such number within the specified range by a duly authorized resolution. However, no reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

8.01.1 Executive Director. The Board of Directors shall hire an Executive Director, who shall serve at the pleasure of the Board of Directors. The Executive Director 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 Executive Director shall have full authority to employ, supervise, and terminate personnel for the Corporation. The Executive Director 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 Executive Director shall have the right to attend all meetings of the Corporation and the Board of Directors, but shall not be entitled to a vote.

8.02 QUALIFICATIONS. The Western Museums Association Board shall be comprised of the officers, including President, Treasurer, Secretary, Vice President of Membership, Vice President of Programs, Vice President of Diversity & Inclusion, the immediate Past-President, and appointed at-large directors. The directors of the corporation shall be members, but need not be residents of the State of California. Pursuant to Section 5227(a) of California Nonprofit Corporation Law, not more than 49% of the persons serving on the Board at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

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8.03 TERMS OF OFFICE. Each director may serve on the board for three consecutive terms of three years each from the date of appointment; and until the director's successor is appointed and qualified under Section 8.02 of these bylaws. Any director that fills an unexpired term due to a vacancy shall be eligible to be nominated to the next full term in that office and the service in the unexpired term shall not count against the maximum term limits.

8.03.1 Officers. Appointed officers assume office at the close of next Annual Conference Meeting after they have been appointed. Officers shall be appointed to serve for two consecutive terms of two years each from the date of appointment; except the Treasurer, who may serve a maximum of six years (3 terms) in that office if deemed in the best interest of the organization. The term of Immediate Past President shall revert to an emeritus (non-voting) position if that individual has completed the maximum number of terms prescribed by section 8.03.

8.04 NOMINATION. Any person qualified to be a director under Section 8.02 of these bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law. The Policy & Impact Committee shall facilitate an open call for nominations with clear requirements and job descriptions based on the skillsets needed on the board for current strategic initiatives.

8.05 APPOINTMENT. The Board of Directors shall constitute itself by annually appointing individuals to serve as directors, consistent with the provisions of the Articles of Incorporation and these bylaws, as needed. The Board of Directors shall, in making its appointments, work to uphold the WMA Diversity & Inclusion Statement, as well as consider the benefits of region-wide geographic and multidisciplinary representation. The nomination / appointment process begins at the Winter Board Meeting and concludes with an appointment of directors at the Annual Meeting.

8.06 COMPENSATION. The directors shall serve without compensation, with the exception of the Executive Director. Notwithstanding the preceding sentence, a director may be reimbursed for actual and reasonable expenses incurred in the performance of his or her duties on the Board of Directors.

8.07 MEETINGS.

8.07.1 Call of Meetings. Meetings of the Board may be called by (i) the president, or (ii) the secretary and any director.

8.07.2 Place of Meetings. All meetings of the Board shall be held as specified in the notice of meeting.

8.07.3 Annual and Regular Meetings. The Western Museums Association Board shall meet at least two times annually and shall hold such other meetings during the year as the Executive Committee may request. Notice of the annual meeting and any regular meeting of this Board shall be given at least thirty (30) days in advance by first-class mail, postage prepaid, personal delivery, facsimile, telegram, or email.

8.07.4 Special Meetings. Special meetings of the Board may be called by (a) the president, or (b)

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the secretary and any director. Special meetings shall be held on not less than ten (10) or more than thirty (30) days prior written notice by mail, or on twenty-four (24) hours prior notice by personal delivery or by electronic means including telegram, facsimile, Telex, cable, or E-mail. Notice of the special meeting does not need to be given to any director who signs a waiver of notice, or a written consent to the holding the meeting, or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meetings.

8.07.5 Quorum. Seven (7) of the duly appointed and elected directors shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board. Notwithstanding the preceding sentence, if the number of authorized directors exceeds thirty-five (35), then a quorum shall equal one-fifth of the authorized number of directors increased to the nearest whole number. In no event shall a quorum consist of less than one-fifth of the total number of directors authorized in these bylaws, or less than two (2) directors, whichever is larger.

8.07.6 Powers of the Board. The Board shall have the power to take action on all matters not reserved to the members in the articles of incorporation or these bylaws.

8.07.7 Action by the Board. For the transaction of business on all matters, the affirmative vote of a simple majority of all duly appointed and elected directors present at the meeting shall constitute action by the Board, provided that the affirmative votes constitute a majority of the required quorum for the meeting.

8.07.8 Conduct of the Meetings. The president or, in his or her absence, any director selected by a majority of the directors present, shall preside at meetings of the Board. The secretary or assistant secretary of the corporation, or in their absence, any person appointed by the presiding officer, shall act as secretary of the meeting. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. Such participation shall constitute personal appearance at the meeting.

8.07.9 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the commencement of the adjourned meeting to the directors who were not present at the time of adjournment.

8.07.10 Attendance. Directors are expected to attend each meeting of the Board. Members who miss more than one regularly scheduled board meeting a year over two years may be subject to removal upon the recommendation of the executive committee.

8.08 ACTION WITHOUT MEETING. Any action required or permitted to be taken by the board may be taken without a meeting, if all members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have

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the same force and effect as the unanimous vote of such directors.

8.09 REMOVAL OF DIRECTORS.

8.09.1 Removal for Cause. Any director may be removed for cause by a simple majority vote of the Executive Committee in consultation with the Executive Director upon the occurrence of any of the following events:

- (a) The director has been declared of unsound mind by a final order of court;
- (b) The director has been convicted of a felony;
- (c) The director has failed to attend regularly scheduled board meetings provided for in Section 8.07.10; or
- (d) The director ceases to be a member of the corporation.

8.09.2 Removal Without Cause. Any director may be removed without cause by unanimous vote of the Executive Committee in consultation with the Executive Director. Removal of any director shall be without prejudice to the contract rights, if any, of the director removed.

8.10 RESIGNATION OF DIRECTORS. Any director may resign effective on giving written notice to the chairperson of the board, the secretary of the corporation or the board, unless the notice of resignation specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

8.11 VACANCIES ON THE BOARD.

8.11.1 Causes. Vacancies on the board shall exist (a) upon the death, resignation, or removal of any director; and (b) whenever the number of directors authorized is increased.

8.11.2 Filling Vacancies. Vacancies on the board, including officers, shall be filled by appointment by the Executive Committee. Such replacement director will serve for the unexpired term of his or her predecessor in office.

ARTICLE IX COMMITTEES

9.01 COMMITTEES OF DIRECTORS. The board of directors may, by resolution adopted by a majority of the number of directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. The board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Committee members and alternate committee members shall be designated by the vote of a majority of the number of directors then in office. To the extent provided in a resolution of the board, a committee shall have all the authority of the board, except with respect to:

- (a) The filling of vacancies on the board of directors or in any committee which has the authority of the board;
- (b) The fixing of compensation of the directors for serving on the board or on any committee;
- (c) The amendment or repeal of bylaws or the adoption of new bylaws;
- (d) The amendment or repeal of any resolution of the board of directors which by its

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express terms is not so amendable or repealable;

(e) The appointment of any other committees of the board of directors or the members of these committees; and

(f) The approval of any self-dealing transaction, which only the board of directors may approve insofar as permissible pursuant to California Corporations Code § 5233.

9.01.1 Executive Committee. There shall be an Executive Committee which shall be constituted of the officers, and the chairs of each of the standing committees, and which shall meet upon call by the president, or by any four (4) members of the Executive Committee. All of the Executive Committee members serve by reason of election to office except committee chairs, all of whom will be appointed by the President.

- The purpose of the Executive Committee is to operate in place of the Board of Directors when after reasonable notice and necessity for board action, a quorum of Directors cannot be assembled; and report to the full board any actions taken.
- Oversee the work of the board secretary in the compilation and approval of board and committee minutes, the maintaining of the bylaws, and the advance notice of meetings.
- Assist the President to plan the Board's yearly agenda, retreats, and coordinate committee functions.
- Oversee the annual evaluation of the Executive Director including reviewing and recommending the Executive Director's compensation and benefits package.
- All its actions are subject to ratification by the Western Museums Association Board at its next meeting, and shall be supported by the Board when actions have been taken in good faith.

9.01.2 Standing Committees. The board shall have the following standing committees until such committees are changed or deleted by resolution of the board:

Policy & Impact Committee. There shall be a Policy & Impact Committee consisting of a chairperson, who shall be the Immediate Past President, and at least two directors who are current individual members, only one of whom may be a member of the Executive Committee. The chairperson is responsible for making appointments to the committee. Such appointments may be for two-year appointments in the discretion of the chairperson.

- The purpose of the Policy & Impact Committee shall be to ensure the holistic assessment, development, and evaluation of major policies and procedures that affect WMA's future viability and ability to meet its vision.
 - Such policies and procedures include: Diversity and inclusion policy, internal evaluation procedures, etc.
 - Additionally, the Committee shall establish a Nominations sub-committee to facilitate an open call for nominations for directors, establish a slate of nominees, and guide the appointment process. The Nominations sub-committee may consist of the Immediate Past President (chair), one current director, and an additional WMA member in good standing at the discretion of the Committee chairperson.
 - The Policy & Impact Committee shall also provide board orientation, education, and compliance, and evaluate skills and characteristics that are needed on the Board of Directors.
 - Maintain and implement recruitment and retention plans for both board

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and staff, and ensure smooth transitions of power.

Finance & Investment Committee. The Treasurer serves as the chair of the Finance & Investment Committee.

- The purpose of the Finance & Investment Committee is to provide financial oversight including compliance with federal and state regulations, as well as long-term financial goal setting and asset management:
 - Review, analyze, and recommend the annual budget developed by staff to the full board, as well as the quarterly operating fund statements and balance sheets, advising the board of significant deviations from the approved budget
 - Develop and review investment policies, practices, objectives, and performance, including the distribution of the Board's reserves.
 - Review periodically employee-benefit plans, insurance coverage, and office procedures as they relate to finances.

Member & Community Development Committee. The Vice President of Membership serves as the chair of the Member & Community Development Committee.

- The purpose of the Member & Community Development committee is to actively grow and represent the needs of the WMA membership in order to build a community of professionals:
 - Ensure, with Executive Director, that membership revenue goals are set and met annually per the budget and strategic plan.

Programs & Innovation Committee. The Vice President of Programs serves as the chair of the Programs & Innovation Committee.

- The purpose of the Program Programs & Innovation Committee is to create the on-going vision for WMA's high-quality programming and to advance WMA as an incubator of new ideas and new standards of excellence for the field:
 - Ensure that well-balanced, high-quality programs are organized and presented at the Annual Meeting and throughout the year.
 - Evaluate the Annual Meeting and make recommendations for new programming and learning opportunities for members.
 - Foster experimentation within the Annual Meeting program and throughout the year.
 - Facilitate the annual awards nominations and selections, including the Director's Chair Award, the Charles Redd Center for Western Studies Exhibition Excellence Award, and the Wanda Chin Professional Development Support Awards.

Diversity & Inclusion Committee. The Vice President of Diversity & Inclusion serves as the chair of the Diversity & Inclusion Committee.

- The purpose of the Diversity and Inclusion Committee is to actively support and fulfill, as an ongoing process, the spirit and objectives of WMA's Diversity & Inclusion Statement.

9.01.3 Special Ad Hoc and Advisory Committees. The president may, without authorization of the board, and shall upon direction of the board or Executive Committee, appoint such other special Ad Hoc or Advisory committees or task forces as are deemed necessary or

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advisable.

9.03 MEETINGS AND ACTION OF ALL COMMITTEES. Meetings and action of committees of directors and other committees shall be governed by, and held and taken in accordance with, the provisions of these bylaws relating to meetings and actions of the board of directors, with such changes therein as are necessary to substitute the committee and its members for the board of directors and its members, except that (i) the time of annual meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee; (ii) special meetings of committees may also be called by resolution of the board of directors; and (iii) notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The board of directors may adopt rules for the governance of any committee not inconsistent with the provisions of these bylaws. The number and location of committee meetings shall be, in addition to the call of the president, at the call of the committee chairperson. Unless otherwise provided by these bylaws, a simple majority vote of committee members present at a committee meeting is required for the conduct of committee business.

ARTICLE X OFFICERS

10.01 OFFICERS. The officers of Western Museums Association shall be the President, Treasurer, Secretary, Vice President of Membership, Vice President of Programs, Vice President of Diversity & Inclusion, the immediate Past-President. No office may be held by the same person. At the discretion of the Board of Directors, the corporation may have any number of vice presidents and assistants to office holders.

10.02 QUALIFICATION. Full Standing Members in good standing are entitled to hold any elective or appointive office of Western Museums Association. Affiliate Members and Associate Members are not eligible to be elected or appointed to Western Museums Association offices.

10.03 APPOINTMENT AND ELECTION OF OFFICERS. The officers of the corporation shall be appointed by the directors at the Annual Conference Meeting.

10.03.01 REGIONAL COUNCIL REPRESENTATIVE. The President shall serve as or appoint a member of the board to serve as WMA's representative to the AAM Council of Regional Associations. The Executive Director of WMA shall also serve as a representative to the Council.

10.03.2 Consecutive Terms. No officer may be appointed for more than one term to the same office, except for the Treasurer as prescribed in section 8.03 and any Officer who fills an unexpired term for any length of time due to a vacancy shall be eligible to be nominated and elected to the same office for a full term.

10.04 REMOVAL OF OFFICERS. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board. Negligence of duties,

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malfeasance, unethical behavior or inability, for whatever cause, to fully and capably perform the duties of office shall be grounds for removal from office. The Executive Committee is empowered to initiate removal in accordance with written policies and procedures. Removal or termination shall require a two-thirds vote of the Board.

10.05 RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

10.06 VACANCIES IN OFFICES. The Executive Committee of the Board shall fill vacancies in any office by appointment because of death, resignation, removal, disqualification, or any other cause.

10.07 RESPONSIBILITIES OF OFFICERS. No officer or group of officers shall obligate Western Museums Association for a greater sum in one fiscal year than the projected income for that year.

10.07.1 President. The president 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 president shall confer regularly with the Executive Director regarding the management of the Corporation's affairs.

With the concurrence of the Executive Committee, the President shall appoint all standing committee members and serve as a member of all committees, as needed. The President shall also submit a report to the membership at the Annual Conference Meeting, shall conduct such other business as may be required, and shall represent Western Museums Association at all times.

10.07.2 Immediate Past President. The immediate past President, upon conclusion of an elected term as President of Western Museums Association, shall continue to serve as a voting member of the Executive Committee until succeeded by the next retiring President. The immediate Past-President shall serve as the chairperson of the Policy and Impact Committee. Duties of this office will be generally that of a consultant.

10.07.3 Vice-President of Membership. The Vice-President of Membership shall assume all duties of the President during absences and shall perform such other duties as may be assigned by the President or the Executive Committee.

10.07.4 Vice-President of Programs. The Vice-President of Programs shall organize, in conjunction with the Executive Director, the Program Committee for the next annual conference and shall perform such duties as may be assigned by the President or Executive Committee.

10.07.5 Vice President of Diversity & Inclusion. The Vice-President of Diversity & Inclusion shall implement, in conjunction with the Vice President of Membership, the initiatives

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described in the Diversity & Inclusion Statement and shall perform such duties as may be assigned by the President or Executive Committee.

10.07.6 Secretary. The secretary shall attend to the following:

(a) Minutes. The Secretary shall keep or shall cause to be kept records of the proceedings of all Executive Committee meetings, Board meetings, the Annual Conference Meeting and special meetings and shall maintain, in conjunction with the Executive Director, the permanent files of Western Museums Association, including historical records, at the principal office of the Western Museums Association.

(b) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the board of directors required by the bylaws to be given. The Secretary shall have such other powers and shall perform such other duties as may be assigned by the President or Western Museums Association Board.

10.07.6 Treasurer. The treasurer shall, with the assistance of the Executive Director, attend to the following:

(a) Books of account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursement, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(b) Deposit and disbursement of money and valuables. The treasurer shall oversee all staff procedures in receipts and disbursements of corporation monies including deposits of all money and other valuables in the name and to the credit of the corporation with such depositories and investments as may be designated by the board of directors; all disbursements of the funds of the corporation as may be ordered by the board of directors; shall render to the president and directors, whenever they request it, an account of all of the transactions of the treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(c) Bond. If required by the board of directors, the treasurer and any assistant treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or control of the treasurer on the death, resignation, retirement, or removal from office of the treasurer. The corporation shall pay the cost of any such bond.

(d) Other duties. The Treasurer shall have oversight of all monies and shall report thereon at each regular meeting. The Treasurer shall present current financial statements to the Western Museums Association Board as required, and shall present an annual financial statement to the membership. The books shall be duly balanced at the end of each fiscal year, and submitted to the Western Museums Association Board and reported at the Annual Business Meeting. The Treasurer shall cause to be completed a biennial review by an outside certified public accounting firm, and shall present the results of that review to the Board of Directors at the annual meeting during the year the review is completed. The review as accepted by the Board of Directors shall be made available to the membership on the association website or other regular publication of the Association mailed to all its Membership. At any time, a majority of

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the Board of Directors may cause to be completed an audit of the corporation by an outside certified public accounting firm. The audit as accepted by the Board of Directors shall be made available to the membership on the association website or other regular publication of the Association mailed to all its Membership.

ARTICLE XI INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

- 11.01 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS.** The corporation, Western Museums Association, indemnifies and agrees to defend its directors, officers, employees and agents (as the same are described within the definition of “agent” in California Corporations Code sections 5238(a)) to the full extent that the corporation is permitted to do so, and only as the corporation is permitted to do so, pursuant to the provisions of California Corporations Code sections 5238 and 5239, as such sections may hereafter be amended.
- 11.02 CONTRACTUAL RIGHTS OF NON-AGENTS.** Nothing contained in this Article XI shall affect any right to indemnification to which persons other than agents of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.
- 11.03 INSURANCE.** The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.
- The board of directors shall make all reasonable efforts on at least an annual basis to purchase and maintain insurance on behalf of the corporation to protect any director, employee, officer, or agent against any liability other than for self-dealing or other intentional or wanton or reckless actions asserted against or incurred by the director, employee, officer, or agent in such capacity or arising out of the director's, officer's, employee's, or agent's status as such, whether or not this corporation would have the power to indemnify the director, employee, officer, or agent against the liability under the provisions of this Section. If the corporation's annual budget is less than fifty thousand dollars (\$50,000), the corporation shall attempt to secure a general liability insurance policy in the amount of five hundred thousand dollars (\$500,000). When the annual budget exceeds fifty thousand dollars (\$50,000), the corporation shall attempt to secure such a policy in the amount of one million dollars (\$1,000,000).

ARTICLE XII CORPORATE RECORDS

- 12.01 CORPORATE RECORDS.** The corporation shall keep:
- (a) Adequate and correct books and records of account;
 - (b) Minutes in written form of the proceedings of its board and committees of the board; and
 - (c) A copy of the articles and bylaws as amended to date.

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All such records shall be kept at the corporation's principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state. The corporation shall keep all records in accordance with its document retention policy.

ARTICLE XIII CONSTRUCTION AND DEFINITIONS

13.01 CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

ARTICLE XIV MISCELLANEOUS

14.01 CONTRACTS, BONDS AND NEGOTIABLE INSTRUMENTS. Except as may be otherwise expressly provided in these bylaws, no bond, mortgage, deed or other written instrument usually under seal, made by any person or persons on behalf of the corporation or in its name, shall be binding upon it unless the same, in each instance, shall have been made under authority of the board of directors or shall have been made pursuant to power especially delegated by the board.

14.02 REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The president, and, subject to the approval of the president, the secretary, of this corporation are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted to such officers to vote or represent on behalf of this corporation any and all shares held by this corporation may be exercised either by such officers in person or by any person authorized so to do by proxy or by power of attorney duly executed by such officers.

14.03 FISCAL YEAR. The fiscal year of the corporation shall be such as shall be determined, from time to time, by resolution of the board of directors.

ARTICLE XV AMENDMENTS

15.01 POWERS OF DIRECTORS. Except as otherwise provided by law or by the articles of incorporation, these bylaws may be amended or restated by a simple majority vote of the board of directors present at any regular meeting of the board of directors. Any proposed changes to the bylaws must be recommended by the Executive Committee and notification sent to the full board 45 days in advance of the vote.

15.02 RECORD OF AMENDMENTS. Whenever a bylaw provision is revised or a new provision is adopted, it shall be inserted in the original bylaws in the appropriate place. If a bylaw provision is repealed, the fact of repeal and the date of the meeting at which the repeal

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was enacted or the date the written consent was effective shall be stated in the original bylaws. The original bylaws may be restated incorporating all additions, revisions, and deletions to date.

15.03 IMPLEMENTATION OF AMENDMENTS. When Western Museums Association Bylaws are amended or restated, the amended or restated version will be published on the website within 60 days.

ARTICLE XVI PARLIAMENTARY AUTHORITY

16.01 PARLIAMENTARY AUTHORITY. The rules contained in Roberts Rules of Order Revised shall govern Western Museums Association in all cases where they are applicable, except when they are in direct conflict with the established Bylaws of Western Museums Association.