



Western Museums Association

Transforming the museum field through collaboration

BYLAWS OF WESTERN MUSEUMS ASSOCIATION (A California Nonprofit Public Benefit Corporation) As amended 9/2005; 5/17/2011; and 10/24/15

ARTICLE I NAME

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

ARTICLE II OFFICES

Section 2.01 PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation is located in Tacoma, Washington, with the organization's mailing address being P.O. Box 7042, Tacoma, WA 98417. 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.

Section 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

Section 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 mission statement of the Western Museums Association is *"Transforming the museum field through collaboration"* with a vision statement of *"Dynamic museums connecting with thriving communities"* and a supporting statement of *"WMA believes museums must be essential to the communities they serve and that their impact contributes to why their communities thrive. By sparking the generation of ideas that continually refresh the museum field, WMA ensures museum professionals are inspired to create meaningful experiences that individual visitors value."* [October 24, 2015: Updated with new mission, as approved by full board]

Section 3.02 OBJECTIVES AND ACTIVITIES

Section 3.02.1 The objectives of Western Museums Association shall be to promote and aid the enrichment and advancement of museums as educational centers, as agencies of scientific research, as cultural centers, and as the ultimate public repositories for objects having cultural, aesthetic, scientific, and historical significance; to further cooperation and communication among museums, museum professionals and others interested in museums; to encourage and observe high standards of ethics, conduct, education, and scholarly attainments; to provide a forum for dissemination of professional research and discussion of issues through meetings and publications; to foster and support special training of professionals and attendance at meetings through financial assistance scholarship programs, inter-museum exhibitions and other forms of important public and professional museological programs; to encourage cultural involvement, and to generally further public understanding and education.

3.02.2 Notwithstanding any other provisions of these articles, 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

Western Museums Association

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.

3.02.3The objectives of the Western Museums Association shall be served by the elected officers. Regardless of associations with other museum service organizations, Western Museums Association shall not be responsible for any liabilities of any other organization whether of a national, regional, or local nature.

ARTICLE IV NONPARTISAN ACTIVITIES

Section 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

Section 5.01 DEDICATION OF ASSETS. The properties and assets of this nonprofit corporation are irrevocably dedicated to 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

Section 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 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 election of directors and officers, 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. In addition, Full Standing Members shall have all rights afforded members under the California Nonprofit Corporation Law.

Section 6.02 ELIGIBILITY FOR MEMBERSHIP. Membership in Western Museums

Western Museums Association

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.

Section 6.03 ADMISSION TO MEMBERSHIP. Any person qualified for membership under Section 6.01 and eligible for membership under Section 6.02 of these bylaws, 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.

Section 6.04 ASSOCIATE MEMBERSHIPS. The corporation may refer to persons of the Associate class or other persons or entities associated with it as "members," even though those persons or entities are not voting members as set forth in Section 6.01 of this Article, but no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code unless that person or entity shall have qualified for a voting membership under Sections 6.01 and 6.02 of this Article and shall have been admitted to membership under Sections 6.03 of this Article. Corporate and Corporate Patron memberships shall fall into this category of members.

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.

Section 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.

Section 6.06 MEMBERSHIP LIST. The corporation shall keep a record containing the name, address and telephone number of each member. The membership list shall also contain for any terminated members, an indication that the member was terminated and the date on which such membership ceased. The membership list shall be kept at the principal office of the corporation.

Section 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.

Section 6.08 TRANSFERABILITY OF MEMBERSHIP. Neither the membership in the corporation, nor any rights in the membership, may be transferred for value or otherwise and any attempt to do so shall be null and void.

ARTICLE VII MEETINGS OF MEMBERS

Section 7.01 PLACE . Meetings of members shall be held at any place within the

Western Museums Association

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.

Section 7.02 REGULAR MEETINGS . The members shall meet annually (Annual Business 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, including the election of directors and officers. If the election of directors and officers does not occur at the Annual Business Meeting, or by written ballot pursuant to Section 7.09 of these bylaws, the Board of Directors, or five percent (5%) of the members, may cause the election of directors to be held at a special meeting of members called and held as soon as it is reasonably possible.

Section 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.

Section 7.04 NOTICE OF MEETINGS .

7.04.1 Time . Notice of the Annual Business 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 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 Business 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. The notice of any meeting at which directors or officers are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

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) Removing a director without cause;
- (b) Filling vacancies on the Board of Directors by the members;
- (c) Amending the articles of incorporation;
- (d) Approving a contract or transaction in which a director has a material financial interest;
- (e) Election of the corporation to wind up and dissolve; or
- (f) 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

Western Museums Association

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.

Section 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.

Section 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.

Section 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 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.

Section 7.08 VOTING OF MEMBERSHIP .

7.08.1 Entitlement . At any election of directors or officers, each member is entitled to one vote for each directorship or office to be elected.

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

Western Museums Association

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. Election of directors and officers shall be as described in Section 7.08.1 of these bylaws.

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 alternate, or by a written proxy executed by such person and filed with the secretary of the corporation; provided, however, that a proxy shall not be valid after the expiration of eleven (11) months from the date thereof 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 revoked by the person executing it prior to the vote pursuant thereto.

Section 7.09 ACTIONS BY WRITTEN BALLOT .

7.09.1 Ballot Requirements . Subject to the limitations specified in Section 7.09.2 of these bylaws, 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 Election of Directors and Officers . Directors and officers may be elected by written ballot.

7.09.3 Solicitation of Ballots . Ballots shall be solicited in the same manner as the notice of members' meetings set forth in Section 7.04 of these bylaws and the voting by written ballot set forth in Section 7.09.4 of these bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

7.09.4 Voting by Written Ballot . The form of written ballot distributed shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended at the time the written ballot is distributed to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the member solicited specified a choice with respect to any such matter, the vote must be cast in accordance therewith. In any election of directors or officers, any form of written ballot in which the directors or officers to be voted on are named as candidates and which is marked by a member as "withheld," or otherwise marked in a manner indicating that the authority to vote for the election of directors or officers is withheld, shall not be voted either for or against the election of a director or officer.

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

Western Museums Association

Section 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 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.

Section 7.11 NOMINATIONS, VOTING AND ELECTION .

7.11.1 The Nominating Committee shall, no less than 60 days prior to the Annual Business Meeting, submit confidential electronic ballots to all current individual and institutional members as established by current Western Museums Association listings. The names of all candidates nominated for office by the Nominating Committee, and all those submitted by petition, shall be listed according to category and be presented to the membership alphabetically on a printed ballot. *[May 17, 2011: electronic ballots replacing written ballots]*

7.11.2 To be valid, all tallies from the confidential electronic ballots must be received by the chairperson of the Nominating Committee at least 45 days in advance of the Annual Business Meeting. Results of the election will be announced to the membership 30 days prior to the Annual Business Meeting. All ballots will be retained for the period of 60 days. *[May 17, 2011: change dates and accommodate electronic ballots]*

7.11.3 All petitions for office shall be submitted to the Nominating Committee Chairperson at least 75 days in advance of the Annual Business Meeting for a placement on the Ballot. For petitions to be valid, a minimum of 10 signatures of current individual and institutional members are required.

7.11.4 The Nominating Committee shall submit a slate of at least one candidate per office at least 6 months prior to the Annual Business Meeting. The slate of candidates shall be published in the first subsequent news-letter, or be otherwise announced to the members no less than 2 months prior to that Annual Business Meeting.

ARTICLE VIII DIRECTORS

Section 8.01 POWERS AND NUMBER . The management and government 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.

Section 8.02 QUALIFICATIONS . The Western Museums Association Board shall be comprised of the elected officers, including Treasurer, Secretary, Vice President of Membership, Vice President of Programs, and the immediate Past-President, and elected at-large members. The directors of the corporation shall be members, but need not be residents of the State of California. Pursuant to Section 5227(b) 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

Western Museums Association

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.

Section 8.03 TERMS OF OFFICE . Except as provided in this Section 8.03.2, each director, may serve on the board for three consecutive terms of three years each, from the date of election; and until the director's successor is elected and qualified under Section 8.02 of these bylaws. No one may serve longer than two terms in any one elected office consecutively, except the Treasurer, who may serve a maximum of three terms in that office if deemed in the best interest of the organization. Any director that fills an unexpired term due to a vacancy shall be eligible to be nominated and elected to the next full term in that office and the service in the unexpired term shall not count against the maximum term limits. In the event a director is removed at a special meeting of the members called and held as prescribed by Section 8.09 of these bylaws, the director shall hold office only until his or her removal and his or her successor is elected and qualified.

8.03.1 Officers. Elected officers assume office at the close of next Annual Business Meeting after they have been elected or, if later, the end of the Annual Conference held concurrently with the Annual Business Meeting. Officers shall be elected to serve a term of office of two years; they may be re-elected to the same office for one additional term, except the Treasurer, who may serve a maximum of six years (3 terms) in that office. 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.

Section 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.

Section 8.05 ELECTION . All directors shall be elected at the annual meeting of members to hold office until their term of office is completed; however, if any such directors are not elected at the annual meeting, they may be elected at any special member's meeting held for that purpose or by written ballot.

Section 8.06 COMPENSATION . The directors shall serve without compensation. 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.

Section 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) the secretary and any director. Special meetings shall be

Western Museums Association

held on thirty (30) days prior written notice given by first-class mail, postage prepaid, or on twenty four (24) hours prior notice delivered personally, or by facsimile, by telephone or telegram. 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 shall constitute action by the Board.

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.

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

Section 8.09 REMOVAL OF DIRECTORS.

8.09.1 Removal for Cause . The board may declare vacant the office of director on the occurrence of any of the following events:

- (a) The director has been declared of unsound mind by a final order of court;

Western Museums Association

- (b) The director has been convicted of a felony;
- (c) The director has failed to attend at least two meetings over a consecutive two year period .
- (d) The director ceases to be a member of the corporation.

8.09.2 Removal Without Cause . Any or all of the directors may be removed without cause if such removal is approved by the members within the meanings of Section 5033 or 5034, whichever is applicable, of the California Corporations Code. A director may only be removed by a vote of the majority of the voting power held by the members.

Section 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.

Section 8.11 VACANCIES ON THE BOARD.

8.11.1 Causes . Vacancies on the board shall exist (i) upon the death, resignation or removal of any director; (ii) whenever the number of directors authorized is increased; and (iii) on the failure of the members in any election to elect the full number of directors authorized.

8.11.2 Filling Vacancies . Except for vacancies created by removal of a director by the members, vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the directors. Such replacement director will serve for the unexpired term of his or her predecessor in office.

ARTICLE IX COMMITTEES

Section 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. Members and alternate members of committees 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 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;
- (f) the expenditure of corporate funds to support a nominee for director after there are more persons nominated for director than can be elected;
- (g) with respect to any assets held in a charitable trust, the approval of any self-dealing transaction, except as provided in California Corporations Code §5233(d)(3).

9.01.1 Executive Committee. There shall be an Executive Committee

Western Museums Association

which shall be constituted of the officers, and the chairs of each of the standing committee, and which shall meet upon call by the president, or by any four (4) members of the Executive Committee. All of the Executive Committee 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 Trustees 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 by-laws, 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.
- Set dates and registration fees of any conference or organized educational service, *e.g.*, workshop, sponsored by Western Museums Association at least 120 days in advance of the meeting.

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:

Board Governance Committee. There shall be a Board Governance Committee consisting of a chairperson, who shall be the Immediate Past President, and two others 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 business of the Board Governance Committee shall be to establish a slate of nominees, including those which may be submitted by petition, to be voted upon prior to the Annual Business Meeting in accordance with Article X.
- The Board Governance Committee shall also provide board orientation, education and compliance.

Finance Committee. - The elected Treasurer serves as the chair of the finance committee. The purpose of the finance committee is to:

- 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.
- Review periodically employee-benefit plans, insurance coverage, and office procedures as they relate to finances.

Development & Membership Committee. The purpose of the Development & Membership committee is to:

- Set the annual goals for fundraising, orchestrate the Board of

Western Museums Association

Director's leadership and participation in the fundraising program, and oversee all fundraising activities by the staff.

- Develop, coordinate, monitor, and establish leadership for periodic endowment or other fund raising campaigns.
- Coordinate planned-giving.
- Ensure that accurate and secure giving records are maintained by the staff and that appropriate acknowledgment and recognition for gifts are offered.

•
Program Committee. The purpose of the Program Committee is to"

- Oversee all scheduled annual meetings and to select future sites.
- Appoint program and host chairs for each meeting 18 months in advance of each meeting, and select committee members.

•
Communications and Marketing Committee. The purpose of the Communications and Marketing Committee is to:

- To create the communications structure that supports the mission of the board and the association.
- To ensure timely and clear communication.
- To identify and facilitate use of strategic and sustainable communication tools.
- Select newsletter themes at least a year in advance.
- Appoint a Guest Editor for each issue at least 6 months in advance.
- Oversee other publications of the association whether in print or electronic form in conjunction with the Communications Committee [May 17, 2011: Communications and Publications committees combined and renamed]

•
Awards Committee. The purpose of the Awards Committee is to

- 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.
- Oversee the annual auction and solicit items for donation.

•
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 advisable.

Section 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

Western Museums Association

the call of the president, at the call of the committee chairperson. Unless otherwise provided by these bylaws, a simple majority vote is required for the conduct of committee business.

ARTICLE X OFFICERS

Section 10.01 OFFICERS. The officers of Western Museums Association shall be the President, Immediate Past-President, Vice-President of Membership, Vice-President of Programs, Secretary, Treasurer. 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.

Section 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.

Section 10.03 APPOINTMENT AND ELECTION OF OFFICERS. The officers of the corporation shall be elected by the members at the Annual Business Meeting. Before the Annual Business Meeting, the chairperson of the Nominating Committee shall prepare and mail to each voting member a ballot which shall be returned to the chairperson of the Nominating Committee at least fifteen (15) days before the Annual Business 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. *[May 17, 2011: replaced former section]*

10.03.2 Consecutive Terms. No officer may be elected for more than two consecutive terms to the same office, except the Treasurer as prescribed in section 8.03 and except 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.

Section 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, malfeasance, unethical professional behavior which clearly discredits the Western Museums Association 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.

Section 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.

Section 10.06 VACANCIES IN OFFICES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by appointment from the executive committee of the Board." *[May 17, 2011: replacing former language]*

Western Museums Association

Section 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, subject to the control of the board of directors, generally supervise, direct, and control the business and the officers of the corporation. The president shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

The President shall be the chief executive officer of Western Museums Association who shall preside at all meetings of the Executive Committee, the Western Museums Association Board and membership.

With the concurrence of the Executive Committee, the President shall fill vacated offices, appoint all standing committee members and serve as an ex-officio member of all committees except for the Nominating Committee. The President shall also submit a report to the membership at the Annual Business 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 Board Governance 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. *[May 17, 2011: sentence providing for succession to presidency deleted].*

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. *[May 17, 2011: sentence providing for succession to presidency deleted].*

10.07.5 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 Business 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

Western Museums Association

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 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

Section 11.01 DEFINITIONS. For the purpose of this Article:

11.01.1 "Agent" means any person who is or was a director, officer, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

11.01.2 "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

11.01.3 "Expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of the agent's position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 11.02 PERSONAL LIABILITY OF DIRECTORS, OFFICERS AND

AGENTS. There shall be no personal liability to a third party for monetary damages on the part of a volunteer director or volunteer officer or volunteer agent caused by the director's, officer's or agent's negligent act or omission in the performance of that person's duties as a director, officer or agent if all of the following conditions are met:

(a) The act or omission was within the scope of the director's, officer's or agent's duties;

Western Museums Association

- (b) The act or omission was performed in good faith;
- (c) The act or omission was not reckless, wanton, intentional, or grossly negligent; and
- (d) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the corporation, either in the form of a general liability policy or a director's, officer's or agent's liability policy, or personally to the director, officer or agent. In the event that the damages are not covered by a liability insurance policy, the volunteer director or officer or agent shall not be personally liable for the damages if the board of directors of the corporation and the person had made all reasonable efforts in good faith to obtain available liability insurance.

Section 11.03 SUCCESSFUL DEFENSE BY AGENT. To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against the agent, then the provisions of Sections 11.04 and 11.05 shall determine whether the agent is entitled to indemnification.

Section 11.04 CLAIMS SETTLED OUT OF COURT. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition. However, the agent may receive indemnification for any expenses incurred in defending against the proceeding provided that it is settled with the approval of the Attorney General.

Section 11.05 CLAIMS AND SUITS AWARDED AGAINST AGENT. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- (a) The determination of good faith conduct required by Section 11.06, below, must be made in the manner provided for in that Section; and
- (b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 11.06 DETERMINATION OF AGENT'S GOOD FAITH CONDUCT. The indemnification granted to an agent, officer or director in the above Section 11.05 is conditioned on the following:

- (a) **Required standard of conduct.** An agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner the agent believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the agent did not act in good faith or in a manner which the agent reasonably believed to be in the best interest of this corporation or that the agent had reasonable cause to believe that the agent's conduct was

Western Museums Association

unlawful. In the case of a criminal proceeding, the agent must have had no reasonable cause to believe that the agent's conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with paragraph (a) above shall be made by:

- (i)** the board of directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- (ii)** the court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 11.07 LIMITATIONS. No indemnification or advance shall be made under this Article, except as otherwise provided for in the bylaws, in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the articles of incorporation or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 11.08 ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article XI.

Section 11.09 CONTRACTUAL RIGHTS OF NONDIRECTORS AND NONOFFICERS. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 11.10 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, 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, officer or agent in such capacity or arising out of the director's, officer's or agent's status as such, whether or not this corporation would have the power to indemnify the 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

Western Museums Association

Section 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. 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.

ARTICLE XIII CONSTRUCTION AND DEFINITIONS

Section 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

Section 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.

Section 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.

Section 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

Section 15.01 POWERS OF DIRECTORS. Except as otherwise provided by law or by the articles of incorporation, new bylaws may be adopted or these bylaws may be amended or repealed 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.

Section 15.02 RECORD OF AMENDMENTS. Whenever an amendment or new bylaw is adopted, it shall be inserted in the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date of the meeting at which the repeal was enacted or the date the written consent was effective shall be stated in the original bylaw.

Section 15.03 IMPLEMENTATION OF AMENDMENTS. When Western Museums Association Bylaws are amended the amended version will be published on the

Western Museums Association

website within 60 days.

ARTICLE XVI

PARLIAMENTARY AUTHORITY

Section 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.