

IDAHO ASSOCIATION OF MUSEUMS
BY-LAWS

ARTICLE I

Incorporation Status

This organization shall be known as the Idaho Association of Museums, hereafter referred to as the Association. The duration of the Corporation for the Association shall be perpetual, the territory served, the State of Idaho. The Association is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of the Association are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of the Association shall ever insure to the benefit of any private individual. Should dissolution occur, or upon abandonment, the assets of the Association remaining after payment of or provisions for all debts and liabilities shall be donated as detailed in Article X of these By-laws.

ARTICLE II

Offices

Section 1. Principal address.

The principal address of the Association shall be established and maintained in the City of Boise at the business address of the Idaho State Historical Society, currently 2205 Old Penitentiary Road, Boise, ID 83712.

Section 2. Other addresses.

The Association will designate official addresses in the State of Idaho as necessary. Mailing addresses will be updated to be associated with the current address of the President and/or Treasurer.

ARTICLE III

Objectives and Purposes

The objectives of the Association shall be to promote and aid the enrichment and advancement of museums as educational centers, as agencies of 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 workers, and others interested in museums; to foster and support special training of professionals and volunteers, to sponsor forms of public and museological programs which encourage cultural involvement; and to generally further public understanding and interest in the goals of its member organizations.

ARTICLE IV
Membership

Section 1. Standing membership.

Membership in this Association shall be open to all individuals, institutions, businesses, clubs and other organizations interested in the Association, its activities and objectives.

Section 2. Categories of membership.

Individual members of the Association shall be those who are employed by museums, serve as volunteers at a museum, or are otherwise interested in furthering museum objectives. Individual members shall be entitled to one vote.

Institutional members shall be museums, historical societies, art museums, zoos, botanical gardens and kindred institutions whose official address lies within the geographical boundaries of the State of Idaho. An institutional member shall be entitled to one vote.

Corporate or business affiliates shall be those non-institutional organizations that contribute to the Association. They shall not be accorded voting privileges.

With the approval of the Board, a one-year honorary membership can be granted to an individual who has made a significant contribution of time to the organization.

Section 3. Transfer of voting privilege.

Voting privilege may be neither transferred nor assigned by individual or institutional members except as indicated by written proxy signed and delivered to the Secretary of the Association prior to any regular or special meeting.

Section 4. Dues.

Annual membership dues shall be payable on January 1 of each year. If any payment of membership is in arrears for over 60 days, that member will be removed from current status following written notification of termination. If a member has been deleted from the current list, full payment of dues will reinstate the membership for the duration of the current year.

Membership dues will be determined by the Board of Directors and submitted to the membership for approval at the annual meeting as needed. An institution's operating budget will be used to determine Association dues owed.

ARTICLE V
Meetings Quorum and Authority

Section 1. Place and time.

The general membership of the Association shall meet no less than once yearly to consider and conduct business, either at a single collective conference or two or more workshops conducted in different regions of the state. An agenda will be posted to the active membership not less than 72 hours prior to the meeting. Special meetings of the Association of Board may be called by the President of the Board, upon 30 days notice, for any purpose specified in the notice of the meeting. An annual business report will be available to members through the newsletter or on the Association's website.

Section 2. Quorum.

A simple majority of the members present shall constitute a quorum providing that the President or Vice president of the Association is present to conduct the business of the meeting.

Section 3. Parliamentary Authority.

The rules contained in Robert's Rules of Order, Newly Revised shall govern the proceedings of the Association and Board, except in such cases as are governed by statutory authority.

Section 4. Statutory Authority.

In any instance in which the By-laws of the Association conflict with the laws of the State of Idaho, the procedure prescribed by statute shall prevail.

ARTICLE VI

Financial and Banking Arrangements

Section 1. Financial Authorization.

Grants and bequests may be solicited to assist in attaining the stated objectives of the Association. The Association through its Board of Directors may authorize one or more officers or agents to enter into any contract, execute and deliver any instrument, or to hold property in the name of and on behalf of the Association. The authority thus granted may be general or may be confined to specific circumstances. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness of the Association shall be signed only by officers or agents designated by the Board of Directors. Evidence of the use of funds of the Association shall be provided in writing to the membership at the annual meeting occurring after the end of each fiscal year.

Section 2. Indebtedness.

The Board of Directors shall not obligate the Association for a greater sum in one fiscal year than the projected income for that year without an affirming written mail

ballot vote of at least two-thirds of the members in good standing. A record of such vote will be permanently deposited in the minutes of the Association and such record will contain signatures of two active Board members affirming the accuracy of the written record.

Section 3. Banking.

Funds of the Association shall be deposited to the credit of the Association in such banks or invested in such other ways as the Board of Directors of the Association may direct.

Section 4. Fiscal Year.

The fiscal year of the Association shall begin the first day of January and end on the last day of December in each year.

ARTICLE VII Board of Directors

Section 1. General Powers.

The management and government of the affairs of the Idaho Association of Museums shall be vested in a Board of Directors made up of no less than six members and no greater than 15 members. Each board member shall serve on at least one committee and will not be absent for more than two consecutive meetings without cause or notice.

Section 2. Selection of Board Members.

Members of the Association in good standing are entitled to hold any elective office in the Association. Board members shall be elected by the membership, with two members elected from each of three regions, if possible. The three regions shall consist of the following counties: Northern Region 1: Boundary, Bonner, Kootenai, Benewah, Shoshone, Latah, Clearwater, Nez Perce, Lewis, and Idaho. Southwestern Region 2: Adams, Valley, Washington, Payette, Gem, Boise, Canyon, Ada, Elmore, Owyhee, Camas, Blaine, Gooding, Lincoln, Jerome, Minidoka, Twin Falls, and Cassia. Southeastern Region 3: Lemhi, Custer, Butte, Clark, Jefferson, Fremont, Madison, Teton, Bonneville, Bingham, Power, Bannock, Caribou, Oneida, Franklin, and Bear Lake. Up to nine additional, at-large board members may be elected.

Section 3. Election of Board Members.

Board members will solicit nominations from the general membership through an announcement in the Association newsletter and other outlets as necessary. Nominations may also be accepted from the floor at the annual meeting. Election by majority vote will take place at the annual meeting.

Section 4. Term of Office.

Board members shall serve a four-year term, with terms to be established in staggered replacement such that two new members are elected annually. Board members shall serve no more than two consecutive terms. They shall be ineligible for re-election for a period of at least one year after eight consecutive years of service.

Section 5. Officers of the Board.

The board of Directors shall elect their officers from individuals on the Board by majority vote following election of the Board at the Annual meeting of the Association. Officers shall be elected for terms of two years. The President, Vice President, and Secretary may serve no more than two consecutive two-year terms. The Treasurer will not be bound by a term limit in the interest of fiscal continuity. If the Treasurer has served eight years or two consecutive terms, they may still remain Treasurer but with no voting power for the space of one year. The Treasurer may come from general Association membership rather than the Board of Directors.

Section 6. Replacement of Officers and Board Members.

In the event that the President shall resign or otherwise be absent, the Vice President shall automatically succeed as President. In the event that any other officer or member should resign or otherwise be absent, the President shall appoint an individual to complete that remaining portion of the vacated office. Should any Board Officer be unable or negligent in carrying out the responsibilities of the office, the Board may declare that officer's position vacant and available for appointment. Any person appointed to the Board to fill a vacant position will stand for election upon completion of the vacated term. Regardless of the length of the initial appointment, the individual will retain rights to be elected for two consecutive four-year terms.

Section 7. Duties of Officers.

The President shall be the principal executive officer of the association. The President shall supervise all activities of the Association, Board and appoint and instruct committees for the business of the Association. He/she or the Vice President shall preside over all meetings of the Association and Board. With the Secretary or other individual authorized by the Board, he/she may sign contracts or other instruments, which the Board has authorized to be executed.

In the absence, incapacity or death of the President, the Vice President shall perform the duties of the president. When acting as the President, he/she shall have all powers of and be subject to all the restrictions upon the President. In general, the Vice President shall perform such duties as the President may assign.

The Secretary shall keep minutes of the Board and Association meetings; prepare and send notices to comply with provisions of these By-laws or as required by law; maintain records of actions by the Association and its Board.

The Treasurer shall receive all membership dues, special donations and grants payable to the Association, deposit such monies in the name of the Association in banks designated by the Board of Directors, or the President of the Board. He/she will maintain a complete financial accounting of Association funds and an annual record of all members of the Association. Annually, the Treasurer will prepare a statement of the financial condition of the Association.

Section 8. Meetings.

The Board of Directors shall meet or consult during the year as the president may request. Four members shall constitute a quorum for transaction of business by the Board of Directors. Business may be transacted by consultation, providing that the President prepares and submits a formal written report of actions to be deposited in the minutes of the Board. Formal meetings will be conducted under Parliamentary procedure.

ARTICLE VIII

Waiver of Notice

When notice is required to be given to any member in the Association or Board under the provisions of these By-laws, the provisions of the Articles of Incorporation, or the provisions of the business corporation Act of the State of Idaho, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time of the meeting, will be deemed equivalent to giving such notice.

ARTICLE X

Dissolution

The Idaho Association of Museums shall use its funds only to accomplish the objectives and purposes specified in these By-laws and no part of said funds shall inure, or be distributed to the individuals after payment of all debts and liabilities shall be liquidated and the proceeds distributed equally to organizations operating a museum in Idaho which have been members of the Association during the five most recent years proceeding dissolution, provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes.

Revised and adopted by the Association at their meeting: September 9, 2023.

President

Secretary