

BYLAWS OF IDAHO ASSOCIATION OF MUSEUMS
An Idaho Nonprofit Corporation
Amended and Restated June 2025

ARTICLE I

Name and Nonprofit Incorporation Status

The name of the nonprofit corporation shall be the Idaho Association of Museums, hereafter referred to as the Association. The duration of the Corporation for the Association shall be perpetual, and the territory served shall be the State of Idaho.

ARTICLE II

Offices

Section 1. Principal office.

The principal office for the transaction of the business of the corporation is located in Boise, Idaho, the Association's mailing address being PO Box _____. The Board of Directors may change the principal office from one location to another. Any change of this location will be noted by the Secretary, or this section may be amended by the Board of Directors to state the new location.

Section 2. 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

Objectives and Purposes

The corporation was formed for charitable and educational purposes and to serve constituencies working in Idaho. 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 purposes and may be revised from time to time. The objectives of the Idaho Association of Museums shall be served by its Board of Directors.

Notwithstanding any other provisions of these Bylaws, the Idaho Association of Museums, an Idaho nonprofit 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.

No part of the activities of the Association 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, no substantial part of the activities of the Association, except those allowable by Idaho law, 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 Association 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.

The Association is not organized, nor shall it be operated, for financial 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, and net income of the Association are irrevocably dedicated to charitable purposes and no part of the property, assets, or net income of the Association shall ever inure 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 distributed as detailed in Article X of these Bylaws.

Fulfillment of the corporation's objectives contemplates collaboration and affiliation with other museums and museum service organizations. Regardless of collaboration or affiliation with other museums or museum service organizations, Idaho Association of Museums shall not be responsible for the liabilities of any other organization, whether local, regional, or statewide.

ARTICLE IV Membership

Section 1. Eligibility - Full Standing Members.

Membership in the Idaho Association of Museums shall be open to all individuals and institutions (e.g., businesses, clubs, and other organizations) interested in the Idaho Association of Museums, its objectives, purposes, and activities. Full Standing Members are those individuals or organizations whose memberships are current in the Idaho Association of Museums, and are primarily a cultural, historical, or scientific institution or museum, open to the public, or who are affiliated with a museum as a paid or unpaid staff members, volunteers, or trustee, or are currently enrolled in a student degree program, or are otherwise interested in furthering museum objectives. Full Standing Members shall have the right to vote, as set forth in these Bylaws.

Any individual or organization eligible for membership may be admitted upon submission of 1) an application, in a form as the Board of Directors may prescribe from time to time; and 2) the annual dues as the Board of Directors may fix from time to time.

Section 2. Classification of membership.

The Association shall have one (1) class of voting members, designated as Full Standing Members of the Association. For purposes of convenience in administration, Idaho Association of Museums may distinguish between individual members and institutional members, and no such distinction shall affect their designation as Full Standing Members.

Section 3. Affiliate Members.

Affiliate Members are non-voting members of the Association. Affiliate Members

may be individuals or organizations not otherwise eligible for Full Standing Membership, but may be corporations or business affiliates that contribute to the Association. The Association may refer to Affiliate Members as “members,” even though those persons or entities are not Full Standing Members of the Association.

Section 3. Transferability of Membership.

Membership in the Association is exclusive to the member. Neither the membership, nor any rights in the membership, including voting privileges, may be transferred, regardless of whether in exchange for value. Any attempt to do so shall cause the membership to become null and void and shall be cause for termination of the membership of the member attempting such transfer.

The Association may deny membership for any reason including but not limited to disruptive behavior, harassment, threats, misconduct or ill will toward the Association, its Board or volunteers, or for lack of support for the direction, purpose, or objectives of the Association.

Section 4. 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 annual dues payment is in arrears, that member will be terminated and dropped from current status as a Full Standing Member. 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.

ARTICLE V

Meetings of Members Quorum and Authority

Section 1. Place and time.

Meetings of members shall be held at any place within the State of Idaho as may be designated from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof. Meetings may take place in person or via electronic means.

The members shall be invited to meet at a date and time as determined by the Board of Directors for the purpose of transacting such proper business of the Association as may come before the meeting. Notice of a meeting of members shall be given to all members not less than seven (7) days prior to the meeting. Notice of a member’s meeting shall state the place, date, and time of the meeting and those matters which the Board of Directors, at the time notice is given, intends to present for action by the Board of Directors.

Section 2. Quorum.

A simple majority of those members present at the member meeting 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 Revised shall govern the proceedings of the Association except when they are in direct conflict with the established Bylaws of the Idaho Association of Museums.

Section 4. Statutory Authority.

In any instance in which the Bylaws 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.

Except as may be otherwise expressly provided in these Bylaws, no bond, mortgage, deed, contract, or instrument 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 directed or delegated by the Board of Directors.

Section 2. Obligations

The Board of Directors shall not obligate the Association in one fiscal year for a sum greater than the projected income for that year without the unanimous vote of the Board of Directors. The Association will not obligate the Association by taking out a loan to the Idaho Association of Museums without the unanimous vote of the Board of Directors.

Section 3. Banking.

Funds of the Association shall be deposited to the credit of the Idaho Association of Museums in such financial institutions, or invested in such other ways, as determined by the Board of Directors.

Section 4. Fiscal Year.

The Fiscal year of the corporation shall be such as shall be determined, from time to time, by the Board of Directors.

ARTICLE VII

Board of Directors

Section 1. General Powers and Number.

The management and governance of the affairs of the Idaho Association of Museums shall be vested in the Board of Directors. The Board of Directors shall be 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 is expected to attend at least 75% of the meetings of the Board of Directors. The Board of Directors shall have the power to take action on all matters not reserved for the members by these Bylaws. For the transaction of business 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, and notwithstanding any other conditions as stated in these Bylaws required to approve a business or financial matter.

Section 2. Selection of Board Members.

The Board of Directors shall follow the process and timeline detailed in the Idaho Association of Museums Administrative Procedures Manual to call for and include nominations for directors from the members for the Board appointment process.

Full Standing Members in good standing are eligible to hold any elective or appointive office of the Idaho Association of Museums. Affiliate members are not eligible to be elected or appointed to Idaho Association of Museum offices.

Section 3. Nomination and Appointment of Board Members.

Any person eligible to be a director under the terms of these Bylaws may be nominated by the method of nomination authorized by the Board. The Board of Directors may facilitate an open call for nominations with clear requirements and job descriptions based on the skillsets needed on the Board for current strategic initiatives.

The Board of Directors shall constitute itself by annually appointing individuals to serve as directors, consistent with the provisions of these Bylaws, as needed. In making its appointments, the Board of Directors shall consider the benefits of geographic regional representation within the State of Idaho as outlined in the Idaho Association of Museums Administrative Procedures Manual.

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 4. Terms of Office.

Each director may serve on the Board of Directors for two consecutive terms of four years each from the date of appointment and until the director's successor is appointed. Any director who fills an unexpired term due to a vacancy shall be eligible to be nominated for the next full term in that office and the service in the unexpired term shall not count against the maximum term limits. Directors who have served for the maximum term limit of eight consecutive years may be considered again for nomination to the Board of Directors only after a one-year time period has passed during which the Director has not served on the Board.

Section 5. Officers of the Board.

The Idaho Association of Museum Board of Directors shall be comprised of the officers, including Treasurer, Secretary, Vice President, and President, as well as appointed at-large directors. The directors shall be members of the Association, either individual or institutional, and shall be residents of the state of Idaho.

The board of Directors shall elect their officers from individuals on the Board by majority vote following appointment of the Board of Directors. Officers shall be appointed to serve a two-year term with a maximum term in office of four years, except the Treasurer, who may serve a maximum of six years (3 terms) in that office if deemed by the Board of Directors to be in the best interests of the Association.

Section 6. Replacement of Officers and Board Members.

Any director may resign effective on giving written notice to the President of the Board. If the resignation is effective at a future time, a successor may be appointed to take office when the resignation becomes effective.

Any director may be removed for cause by a simple majority vote of the Executive Committee 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 the Bylaws;
- (d) The director ceases to be an individual or institutional member of the Association.

Any director may be removed without cause by unanimous vote of the Executive Committee.

The Executive Committee of the Board shall fill vacancies in any office by appointment because of death, resignation, removal, disqualification, or any other cause. Any director who fills an unexpired term due to a vacancy shall be eligible to be nominated for the next full term in that office and the service in the unexpired term shall not count against the maximum term limits.

Section 7. Responsibilities of Officers.

There shall be an Executive Committee which shall be constituted of the officers of the Board of Directors, and shall meet upon call by the President. The Executive Committee serves by reason of election to the office. The President may, without authorization of the Board, appoint such other Ad Hoc or Advisory Committees or task forces as are deemed necessary or advisable from time to time.

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 or to conduct urgent business between full Board Meetings. All actions of the Executive Committee are reported to the Board of Directors.

All its actions are subject to ratification by the Idaho Association of Museums Board of Directors at its next meeting and will be supported by the Board when actions have been taken in good faith.

The President shall be the principal executive officer of the Association. The President shall preside at all meetings of the Association, the Board of Directors and the Executive Committee, and shall perform such other duties over the supervision and management of activities of the Association and the Board. The President shall appoint and instruct committees for the business of the Association and shall serve as a member of all committees, as needed. The President may sign contracts, checks, or other instruments.. The President will review and verify the financial transactions in a monthly report prepared by the Treasurer. The President shall perform such other duties and have such other powers as the Board of Director may determine from time to time. The President shall represent the Idaho Association of Museums at all times.

The Vice President 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. The Secretary shall assume all duties of the President during absences of both the President and the Vice President.

The Secretary shall keep or shall cause to be kept records of the proceedings of all Executive Committee meetings, Board meetings, Member Meetings, and special meetings, and shall maintain the permanent files of the Idaho Association of Museums. The Secretary will give, or cause to be given, notice of all meetings of the members and 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 the Idaho Association of Museums Board of Directors.

The Treasurer shall receive all membership dues, donations, and grant funds payable to the Association and deposit such monies in the name of the Association in financial institutions designated by the President or the Board of Directors. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the financial transactions of the corporation. The books of account shall be open to inspection by a director at all reasonable times. The Treasurer shall render to the President whenever they request it and at least monthly, an account of all the transactions of the Treasurer and of the financial condition of the corporation. The Treasurer shall have oversight of all monies and shall report thereon at each regular meeting of the Board of Directors. The Treasurer shall present current financial statements to the Idaho Association of Museums Board, as required, and shall present an annual statement of financial condition for the Association membership. To ensure proper financial controls that minimize risk through separation of duties, the Treasurer shall prepare checks or payments that will be executed or signed by the President or another officer as assigned by the President or Executive Committee.

Section 8. Meetings.

Meetings of the Board of Directors may be called by 1) the President, or 2) the Secretary and any director. All meetings shall be held as specified in the notice of meeting. Notice of any regular meeting of the Board of Directors shall be given at least

seven (7) days in advance by first-class mail, postage prepaid, personal delivery, facsimile, telegram, Telex, cable, or email. Meetings may be held in person or via conference telephone or similar communications system, so long as all directors participating in such meetings can hear one another. Such participation shall constitute personal appearance and attendance at the meeting. Attendance by 50% of the current directors shall constitute a quorum for transaction of business by the Board of Directors. Directors are expected to attend each meeting of the Board of Directors. Members who miss more than 25% of the regularly scheduled Board meetings in a year may be subject to removal upon the recommendation of the Executive Committee. 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, either by mail or email, shall have the same force and effect as the unanimous vote of such directors.

ARTICLE VIII

Amendments

Except as otherwise provided by law, 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 at least seven (7) days prior to the meeting in which the vote to approve the Bylaws will occur. The Bylaws may be restated incorporating all additions, revisions, and deletions to date. When the Idaho Association of Museums Bylaws are amended or restated, the amended or restated version will be published on the website within sixty (60) days.

ARTICLE X

Distribution of Assets

The Idaho Association of Museums shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure or be distributed to any private person or any individual member, officer, or director of the corporation. On liquidation or dissolution, after payment of all debts and liabilities, 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 501(c)(3) of the Code so prescribed under the laws of the State of Idaho. Otherwise, all properties and assets shall be distributed and paid over as determined by the Board of Directors to one or more organizations dedicated to charitable purposes, provided that such organizations are then recognized as exempt from federal income taxes under 501(c)(3) of the Code.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND AGENTS

The corporation, Idaho Association of Museums, indemnifies and agrees to defend its directors, officers, and agents, 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 Idaho's laws related to corporations.

ARTICLE XII PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order Revised shall govern Idaho Association of Museums in all cases where they are applicable, including meetings of the Board of Directors, except when they are in direct conflict with the established Bylaws of the Idaho Association of Museums.