

By-laws

Coalition of State Museum Associations 501(c)(6)

Article I - General

Section 1: Name. This organization is incorporated under the laws of the District of Columbia and shall be known as the Coalition of State Museum Associations (COSMA).

Section 2: Purpose. COSMA is organized to strengthen the national network of state museum associations and enhance their capacity to serve museums and museum professionals.

Section 3: Limitation of Methods. COSMA shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

Section 4: Location. The principal office shall be within or outside the District of Columbia, as determined by the Board of Directors.

Article II - Membership

Section 1: Eligibility. Any state museum association shall be eligible for membership.

Section 2: Election. Applications for membership shall be in writing or submitted electronically, on forms provided for that purpose, and signed by the applicant. Any eligible applicant shall become a member upon payment of the regularly scheduled membership fee.

Section 3: Fees. Membership fees shall be at such a rate or rates, schedule or formula as may from time to time be prescribed by the Board of Directors, payable in advance.

Section 4: Representation. Any state museum association, upon becoming a member of COSMA, may then designate an individual of said association to represent the association in all matters concerning COSMA.

Section 5: Termination of Membership. (a) Any member may resign from COSMA upon written request to the Board of Directors; (b) Any member shall be terminated by the Board of Directors by a majority vote for non-payment of dues after 90 days from the due date, unless otherwise extended for good cause; (c) Any member may be terminated by a majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of COSMA. If the Board of Directors by majority vote determines that termination is warranted, the member to be terminated shall be given 15 days notice of the intended termination by first class mail, postage prepaid, addressed to the member at his/her last address shown on the records of COSMA. The notice shall state the reason for termination and also state that the member has an opportunity to submit a written statement why the termination should not take place, which statement must be received in the COSMA office not less than five (5) days before effective date of termination. The Board of Directors shall

consider the member's statement, if any, and may order that the termination shall not take place, or that it shall take place as stated in the notice to the member.

Article III - Meeting of Members

Section 1: Place of Meetings. Meetings of members shall be held at any place designated by the Board of Directors. Virtual meetings shall be acceptable if held in compliance with all applicable laws, rules and regulations.

Section 2: Annual Meeting. An annual, regular membership meeting of COSMA may be held at a place, date and hour to be designated by the Board of Directors.

Section 3: Special Meetings. Special meetings of members may be called by the Board of Directors, the President of the Board, or by 25 percent or more of the members, by written request (except when called by the Board) delivered in person, or by e-mail, or mailed by first class mail, addressed to the President or the Executive Director at the COSMA office. The request shall specify the time desired for the meeting, not less than 30 or more than 90 days after the receipt of the request, and shall also state the general nature of the business proposed to be transacted at the meeting.

A special meeting called by request shall be set by the Board of Directors on a date not less than 35 or more than 90 days after the receipt of the request. Within 20 days after receipt of the request, the officer who receives it shall cause notice to be given to all members entitled to vote at the meeting of the place, date and time of the meeting, and the general nature of the business to be transacted at the meeting.

Section 4: Notices of Meetings. All notices of meetings of members shall be mailed or delivered by e-mail, not less than 30 or more than 90 days before the date of the meeting. The notice shall specify the place, date and time of the meeting, and (a) in case of a special meeting, the general nature of the business to be transacted, or (b) in the case of the regular annual meeting, those matters (if any) that the Board of Directors, at the time of giving the notice, intends to present for action by the members.

If action is proposed to be taken at any meeting or approval of (a) removal of directors from office, (b) filling vacancies on the Board of Directors, (c) approval of contracts between COSMA and a Director or a corporation, firm, or association in which a Director is also a director, or (d) amendment of the Articles of Incorporation, the notice shall also state the general nature of the proposal.

Notice shall be given by delivery in person, by e-mail, or by mail addressed to the member at the address of the member appearing on the books of COSMA or given by the member to COSMA for the purpose of the notice. If there is not any such address, the notice shall be held for the member in the COSMA office.

Section 5: Record Date for Notice. Members at the close of business on the business date preceding the day on which notice is given, and who are entitled to vote at the meeting, are entitled to notice of a meeting of members, subject to the power of the Board of Directors to fix a different record date.

Section 6: Quorum. The presence of 40 percent of members, including two Officers, constitutes a quorum for the transaction of business at the meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least of majority of the members required to constitute a quorum.

Section 7: Voting. Each member shall have one vote on each matter submitted to a vote of the members, and for each directorship to be filled at an election. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter (other than the election of Directors) shall be the act of the members, unless the vote of a greater number is required by law.

Section 8: Action by Written Ballot. Any action that may be taken at any annual regular meeting or special meeting of members may be taken without a meeting and without notice, if a written ballot is distributed to every member entitled to vote on the matter on the day that the first written ballot is mailed or solicited. Such distribution of written ballots shall be in the manner provided for giving notice of a meeting of members. The written ballot shall

- (i) set forth the proposed action;
- (ii) provide an opportunity to specify approval or disapproval of any proposal;
- (iii) provide a reasonable time within which to return the ballot to COSMA;
- (iv) indicate the number of responses needed to meet the quorum requirement;
- (v) state the percentage of approvals necessary to pass the measure submitted; and
- (vi) specify the time by which the ballot must be received by COSMA to be counted.

A matter shall be approved by written ballot if the number of votes by written ballot received within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the proposed action and the number of approvals received equals or exceeds the number of votes which is required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot. Any written ballot received by COSMA may not be revoked. All written ballots shall be filed with the President of COSMA and maintained in the records of COSMA. The results of the written ballot shall be stated in COSMA's next mailing to members.

Article IV - Board of Directors

Section 1: Authority. The governance of COSMA, direction of its work, the control of its finances and property, and the control and direction of its Executive Director shall be vested in a

Board of Directors consisting of ten (10) members, including five (5) officers, Past President, four (4) At-Large representatives.

Section 2: Term of Office. Three (3) members of the Board of Directors shall be elected annually between October 1 and December 31 of each year. Each member will be elected for a period of two (2) years and may be re-elected to serve one additional consecutive two-year term. Two At-Large Board members will rotate on odd years; two At-Large Board members will rotate on even years.

Section 3: Selection and Election of Directors. At the regular third-quarter Board meeting and at least thirty-five (35) days prior to the election, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of at least three (3) members. The immediate Past President may serve as committee chair; the other committee members may be Board members who are ending their terms and members of COSMA who have not served on the Board.

No later than twenty days (20) before the election, the Nominating Committee shall present to the Executive Director a slate of candidates to serve two-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship.

Upon receipt of the report of the Nominating Committee, the Executive Director shall immediately notify the membership by mail or e-mail of the names of persons nominated as candidates for directors and the right of petition.

Section 4: Ballot. The names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the number of candidates for which there are vacancies. The Executive Director shall post this ballot on the COSMA website or mail, or e-mail this ballot to all active members at least 15 days before the regular (month) Board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to COSMA office by a stated due date or votes accepted on-line at the COSMA website until a stated due date. The Board of Directors shall at its regular (month) Board meeting declare the candidates with the greatest number of votes elected.

Section 5: Re-election. No Officer of the Board of Directors shall be eligible for re-election to more than one additional consecutive term, except as follows:

(a) This shall not apply to the outgoing President of the Board who automatically becomes a Board member for the following year. He/she shall serve his term as a Director until the end of the term for which he/she was originally elected, and until his/her successor shall have been elected and taken office.

(b) This shall not apply to a Director who is elected President of the Board for the coming year, even though he/she is a previously elected and retiring Director.

(c) This shall not apply to an outgoing Director who has been nominated by the President of the Board and confirmed by a majority vote of the Board of Directors to fill a vacancy of eighteen (18) months or less.

(d) This shall not apply to an outgoing Director who has been nominated by the President of the Board and confirmed by a majority vote of the Board of Directors to fill a vacancy.

Section 6: Seating. All newly-elected Directors shall be seated at the regular first meeting of the Board of Directors in January and shall be participating members thereafter.

Section 7: Absences. A member of the Board of Directors who shall be absent from two (2) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting of the Board. A member of the Board of Directors who shall be absent from more than three (3) regular meetings of the Board during one year shall be automatically dropped from membership on the Board.

Section 8: Meeting Place and Procedures. Meetings of the Board of Directors shall be held in COSMA office or at any other place that is designated from time to time by the Board. Any meeting, regular or special, may be held without the physical presence of some or all Directors, by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another.

Section 9: Regular Meetings. Regular meetings of the Board of Directors for any purpose or purposes may be called at any time by the President of the Board, the Vice-President or Second Vice-President, or any two directors.

Section 10: Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President of the Board, the Vice-President or Second Vice-President, or any two directors.

Notice of the time and place of any special meetings of the Board of Directors shall be given to each Director by four days notice by e-mail or first class mail or 48 hours notice delivered in person or by telephone or telegraph at the Director's address shown on the records of COSMA. The notice need not specify the purpose of the meeting.

Section 11: Quorum. Forty (40) percent of the authorized number of Directors, including two Officers, is a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, except as a greater or lesser number required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for the meeting.

Section 12: Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly

held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a written consent to holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed duly given to any Director who attends the meeting without protesting, before or at the commencement of the meeting, the lack of notice to that Director.

Section 13: Adjournment. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 14: Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the Board.

Section 15: Resignation. Any Director may resign, effective immediately or at a later time specified by the Director, by a written notice to the President, or the Board of Directors. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

Section 16: Vacancies. Persons to fill vacancies on the Board of Directors, or among the officers, shall be nominated by the President of the Board and confirmed by a majority vote of the Board of Directors, except that a vacancy created by the removal of a Director by the members may be filled only by the members, in the manner provided for election of a Director. A Director elected in either manner to fill a vacancy on the Board shall complete the balance of the term to which elected.

Section 17: Fees and Compensation. Directors and members of committees shall serve without compensation for their services, but COSMA may reimburse Directors and members of committees for attending regular, special or other meetings or for handling other business of COSMA. This shall not preclude any Director from serving COSMA in any other capacity, as an officer, agent, employee, or otherwise, and receiving compensation for that service.

Article V – Officers

Section 1: Determination of Officers. Within ten (10) days after the annual election of the new directors, the Nominating Committee for Directors shall nominate a slate of officers for the next year. Officers to be nominated are: a President of the Board, Vice-President, Second Vice-President, Secretary, and the Treasurer. Within twenty (20) days thereafter, the new, the continuing and the retiring directors shall meet and elect the above officers. All officers must be

members of the Board of Directors; however, an outgoing Director who would otherwise be ineligible for re-election, may be elected President of the Board and serve on the Board during his/her term of office. The immediate Past President shall also serve on the Board during his/her term of office. All officers shall serve for a term of two (2) years or until a successor assumes the duties of office and they shall be voting members of the Board.

Section 2: Duties of Officers.

(a) **President of the Board.** The President shall serve as the chief elected officer of COSMA and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall, with the advice and counsel of the Vice-President, Second Vice-President, and Executive Director, determine all committees and select all committee chairpersons, subject to the approval of the Board of Directors. The President of the Board shall ex-officio be a member of such committees.

(b) **Immediate Past President.** The Immediate Past President shall serve as the chair of the Nominating Committee and shall perform such duties as may be assigned to him/her by the President of the Board or the Board of Directors.

(c) **Vice-President.** The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or inability of the President of the Board, and shall perform such other duties as may be assigned to him/her by the President or the Board of Directors.

(d) **Second Vice-President.** The Second Vice-President shall serve as the chair of the Membership Committee and shall perform such duties as may be assigned to him/her by the President of the Board or the Board of Directors.

(e) **Secretary.** The Secretary shall cause to be prepared notices, agendas, and minutes of meetings of the Board and the Executive Committee and shall maintain all records of the Board of Directors.

(f) **Treasurer.** The Treasurer shall be responsible for the safeguarding of all funds received by COSMA and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer is responsible for assisting in preparing the budget for the year with the Executive Director and the Executive Committee.

(f) **Executive Director.** The Board of Directors shall employ an Executive Director who shall be the chief administrative and executive officer of COSMA.

The Executive Director shall serve as advisor to the President of the Board, and shall assemble information and data and cause to be prepared special reports as required by the program of COSMA.

The Executive Director shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

The Executive Director shall be responsible for the business plan in accordance with the policies and direction of the Board of Directors.

The Executive Director shall be responsible for hiring, discharging, directing and supervising all employment activities.

The Executive Director shall be responsible for the preparation of an operating budget, in conjunction with the Treasurer, covering all activities of COSMA. He/she shall submit it to the Executive Committee for its adoption, which in turn shall forward it to the Board of Directors for approval. The Executive Director shall also be responsible for all expenditures with approved budget allocation.

Section 3: Executive Committee. The Executive Committee shall be composed of the President of the Board, immediate Past President, Vice-President, Second Vice-President, Secretary, Treasurer, and Executive Director. The Executive Committee shall be available on the call of the President to assist and advise the President and it shall be vested with the powers of authority as are delegated to it by the Board of Directors. The Executive Committee may act for the Board of Directors when the Board is not in session, but it shall be accountable to the Board of any action taken. A majority of the voting members of the Executive Committee shall constitute a quorum.

Article VI - Committees

Section 1: Appointment and Authority. The President of the Board, with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. The President may appoint such ad hoc committees and their chairpersons as are deemed necessary to carry out the programs of COSMA. Committee appointments shall be at the will and pleasure of the term of the appointing President and shall serve concurrently with the term of the appointing President unless a different term is approved by the Board of Directors.

It shall be the function of committees to conduct investigations and studies, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2: Limitation of Authority. No action by any member, committee, Director, or Officer shall be binding upon, or constitute an expression of the policy of, COSMA until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the President of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3. Committee Funds. Money-raising or self-funding events planned during the year by committees must have prior approval of the Board of Directors. All funds collected and expended for such events must be deposited/paid by COSMA. Committee fund balances are

treated as restricted or unrestricted assets of COSMA and are not the property of individual committees.

Article VII - Finances

Section 1: Funds. All money paid to COSMA shall be placed in a general operating fund except that money subscribed or contributed for a special purpose shall be placed in a separate account for such purpose.

Section 2: Disbursements. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval. Disbursements shall be by check that shall be signed by the Executive Director for payments in the amount of \$500 or less. All checks over \$500 must be pre-approved in writing by an officer who has been authorized by the Board of Directors.

Section 3: Fiscal Year. The fiscal year of COSMA shall end December 31.

Section 4: Budget. The Finance Committee shall propose a budget for the coming fiscal year and submit it to the Board of Directors for approval at its regular meeting in September.

Section 5: Bonding. The Executive Committee and such other officers and staff as the Board of Directors may designate may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by COSMA.

Section 6: Maintenance and Inspection of Articles, Bylaws and Other Chamber Records. A copy of COSMA's Articles of Incorporation and Bylaws, as amended to date, shall be maintained in the office of COSMA and shall be open to inspection by any member at all reasonable times during office hours.

COSMA's books and records of accounts and minutes of the proceedings of its members, Board of Directors, and committees of the Board shall be kept in the office of COSMA. The minutes shall be kept in written form and the books and records of accounts shall be kept either in written form or in any other form capable of being converted to written form. The minutes and books and records of account shall be open to inspection upon written demand of any member at any reasonable time during office hours, for a purpose reasonably related to the member's interest as a member.

Section 7: Insurance. COSMA shall procure and maintain in force policies of insurance for the benefit of the corporation and its officers and directors and for the purposes of indemnification of the corporation's officers and directors from liability and related legal costs, to the extent such insurance is deemed necessary or desirable in the sole discretion of the Board of Directors.

Section 8. Audit. At the end of each fiscal year, the Executive Director shall determine whether an audit is appropriate or necessary for the Foundation. The Board shall receive a report on the financial management of the Foundation on an annual basis.

Article VIII – Dissolution

COSMA 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 the members of COSMA. On dissolution of COSMA, any funds remaining shall be distributed to one or more regularly organized or qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Section 501 (c)(3) of the Internal Revenue Code.

Article IX - Parliamentary Authority

The current edition of Robert’s Rules of Order shall be final authority for all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of COSMA.

Article X – Indemnification Clause

No member, officer or director of this Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

Article XI – Conflict of Interest

A Director shall inform the Board of Directors of any direct or indirect conflict of interest which the Director has with regard to any transaction contemplated by the Board of Directors (a “Conflict of Interest”). A Conflict of Interest shall exist in Board actions including, but not be limited to, actions concerning a transaction:

- (i) in which the Director has a material financial interest, or
- (ii) in which the Director is presently serving as a director, trustee, officer or general partner of another party.

Pursuant to the relevant provisions of the District of Columbia Nonprofit Corporations Act, the Director may participate in the discussion, but should not vote on the transaction and when a Director does not vote because of a Conflict of Interest, the act of the majority of the Directors voting shall be the act of the Board of Directors if a quorum is present at the meeting.

Article XII – Amendments

These Bylaws may be amended or altered by two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or alterations and they shall be submitted to the

Board or the members in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

Date of Approval: 7/17/2017

Signature of Secretary: Sara Wilson