

BY-LAWS

Coalition of State Museum Associations Foundation 501(c)(3)

ARTICLE I. Name and Offices

Section 1. Name of the Organization. The Corporation shall be known as the Coalition of State Museum Associations Foundation (“the Foundation”).

Section 2. Address of the Organization. The Foundation may have offices either within or without the District of Columbia, as the Board of Directors ("Board") may designate or as the affairs of the Corporation may require from time to time.

ARTICLE II. Mission

The Corporation is formed exclusively to further and promote charitable, scientific and educational purposes, and the business and objects to be carried on and promoted by it are to:

1. Build the capacity of state museum associations to improve the ability of museums to serve the public;
2. Build the capacity of state museum associations to advance the excellence of museums and better serve their communities;
3. Build partnerships, communications, and services to provide resources, influence, and access for state museum associations to enable museums to more effectively carry out their missions; and
4. Perform any activities which are permitted to be performed by corporations that are: (i) formed under the District of Columbia Nonprofit Corporation Act; and (ii) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the “Code”), and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code (such organizations are referred to herein as “Section 501(c)(3) Organizations”), including the making of distributions to other Section 501(c)(3) Organizations and states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable, scientific or educational purposes, as those terms are defined in Section 501 (c)(3) of the Code.

ARTICLE III. Membership

The Foundation shall have no members.

ARTICLE IV. Board of Directors

Section 1. Authority of the Board of Directors. The Corporation shall be managed by its Board of Directors. All Directors have voting rights. The responsibilities of the Board of Directors include:

- a. Creating a mission statement and ensuring implementation;
- b. Setting policy in order to oversee the overall goals and activities of the organization; and

- c. Coordinating with Coalition of State Museum Associations to hire, evaluate, and direct the activities of the Executive Director.

Section 2. Number of Directors. The Board shall consist of at least five (5) and no more than seven (7) directors. Two directors shall be Officers and three or more shall be At-Large representatives. The Board shall seek directors with an interest in the mission of the Foundation.

Section 3. Requirements. Individuals serving as Directors are required to attend Board meetings, to serve on committees, to make appropriate recommendations or take such actions as required to provide individual financial support to the Foundation, and to fulfill any responsibility or tasks assigned in a timely manner.

Section 4. Officers. The Board will have two Officers: the Chair and the Director Secretary/Treasurer. The Chair will be elected in odd even years; the Secretary/Treasurer will be elected in even years. Officers may be re-elected for one additional consecutive two-year term.

Section 5. Secretary. The Secretary of the Council of State Museum Associations Board of Directors (COSMA) shall be a non-voting *ex-officio* member of the Foundation Board committees and may attend all functions of the Board. The COSMA Secretary shall cause to be prepared notices, agendas, and minutes of the meetings of the Foundation Board.

Section 6. Term of Office. Directors shall be elected to terms of two (2) years. No Director shall be eligible to serve more than two consecutive terms. Two At-Large Board positions will rotate on odd years; one At-Large Board position will rotate on even years. If a sixth Director is elected, their term must rotate in even years. If a seventh Director is elected, their term must rotate in odd years.

Section 7. Election of Board Candidates. The Nominating Committee shall present a single slate of Board member candidates for consideration and approval by the Board during the third-quarter Board meeting. Board terms begin on the first day of the new fiscal year (January 1).

Section 8. Nominating Committee. The Nominating Committee will be comprised of at least three persons.

- The immediate Past Chair will serve as the chair of the Nominating Committee.
- Retiring Board members are eligible to serve on the Nominating Committee.
- Members of the Coalition of State Museum Associations are eligible to serve on the Nominating Committee.

The Nominating Committee will contact both current and potential members to determine their interest and ability to serve. The entire Board will support the Nominating Committee by actively identifying potential new members for outreach and development. The Nominating Committee will make a good-faith effort to seat Board

members who demonstrate interest in the state museum association community, as well as an ability to develop donors and sources of financial support for the organization.

Section 9. Attendance. A Director who is absent, without permission from the Board Chair, from three board meetings during a calendar year may be considered to have tendered his/her resignation.

Section 10. Removal. A Director may be removed by a 75% vote of the Board when, in the Board's judgment, it would be in the best interest of the Foundation.

Section 11-Resignation. A Director may resign at any time by giving written notice of resignation to the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

Section 12. Vacancies. If a Board member must resign or be replaced before his or her term is completed, another person will be appointed by the Chair to serve the remainder of that term.

Section 13. Indemnification of Directors. The Foundation shall indemnify any director, officer, or former director or officer of the Foundation or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an officer or director of the corporation, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the Foundation.

ARTICLE V. Meetings of the Board

Section 1. Annual Meeting. An annual meeting of the Board may be held on such date and at such place and time as the Board may determine.

Section 2. Regular Meetings. The Board will meet at least four times each year. Virtual meetings are acceptable. Written notice will be provided to each member of the board at least 30 days in advance of a regular meeting, and may be delivered by mail or by electronic mail or fax.

Section 3. Special Meetings. Special meetings may be held upon call of the Board Chair or a majority of Directors, with no less than seven days' notice to each member of the Board. Notice shall be provided in writing by mail, or by electronic mail or fax.

Section 4. Quorum and Voting. A quorum of 40 percent of Board members, including one Officer, shall constitute a quorum for the transaction of business at any meeting of the Directors. Each Director shall be entitled to one vote. There shall be no voting by proxies.

Section 5. Action by Board. A majority vote of the Directors present and voting at the meeting at which a quorum is established shall be the act of the Foundation. An

exception is when a greater number of votes is required by law, by these By-Laws, or by contracts entered into by the Board.

Section 6. Compensation. Directors shall not receive any stated salaries or compensation for their services, but, by resolution of the Board, expenses may be allowed for attendance at any meeting of, or for, the Board.

Section 7. Rules of Order. The Chair or officer presiding at any meeting of the Board will determine the rules of order to govern the meeting. The rules of order shall govern the organization in all cases in which they are applicable and do not conflict with the By-Laws or applicable law.

ARTICLE VI. Committees

Section 1. Standing Committees. The Nominating Committee shall be a standing committee.

Section 2. Ad Hoc Committees. The Directors may, by resolution duly adopted under a quorum, establish such committees as they may deem necessary to assist them in their work. The resolution establishing such committees shall state the purpose, timeline, and authority of each committee. The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the Directors of any responsibility imposed by law.

Section 3. Committee Chairs. The Board Chair will appoint committee chairs and/or co-chairs. Committee chairs and/or co-chairs will appoint committee members.

ARTICLE VII. Management

Section 1. Executive Director. The Executive Director shall be the manager of all Foundation activities, and shall be responsible to the Board for the application and implementation of policies established by the Board in the operation of the Foundation. The Executive Director shall be a non-voting *ex-officio* member of all Board committees and may attend all functions of the Board with the exception of executive sessions to discuss matters relating to the Executive Director's performance or contract. The Executive Director shall cause to be prepared an Annual Report, which includes full disclosure of Foundation control, fiscal information, major programs, and a summary of activities.

Section 2. Annual Budget. The Executive Director and Treasurer shall cause an annual budget to be prepared and submitted to the Board at the time designated by the Board for the purpose of discussion, modification, and approval.

Section 3. 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.

Section 4. Insurance Coverage. The Executive Director shall cause to be submitted to the Board for approval, a program of appropriate insurance coverage for the protection of the Board and staff.

ARTICLE VIII. Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article IX. 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 X. Amendments

The Board shall have the power to amend these By-Laws at any regular or special meeting of the Board by a two-thirds vote of the Board members attending the meeting. Written notice of the proposed amendment is to be given to each member of the Board by mail, or by electronic mail or fax, no less than ten days prior to the meeting where action is to be taken. These By-Laws shall be reviewed for necessary revisions and amendments at least every two years.

Board Member Job Descriptions

Chair of the Foundation Board. The Chair shall serve as the chief elected officer of the COSMA Foundation and shall preside in partnership with the President of the COSMA Board at all meetings of the membership, Board of Directors and Executive Committee. The Chair shall, with the advice and counsel of the Treasurer, Members-At-Large, and Executive Director, determine all committees and select all committee chairpersons, subject to the approval of the Board of Directors. The Chair of the Foundation Board shall be an ex-officio member of such committees.

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 and for working with the Executive Director to ensure the proper annual IRS filings are done.

At-Large Board Members. One At-Large Board Members will be elected on even years and two At-Large Board Member will be elected on odd years for a total of three At-Large Board Members. At-Large Board Members will support the mission of the COSMA Foundation, provide oversight, govern and set policies, serve on committees, and perform duties as may be assigned by the Chair or Board of Directors.

Date of Approval: 7-17-19

Secretary: Sara Wilson

Date of Amendment Approval: 6-19-19

Secretary: Linda Endersby