



CONSTITUTION  
of the  
TEXAS ASSOCIATION OF MUSEUMS, Inc.

ARTICLE I  
Name

Section 1. The name of this organization shall be the Texas Association of Museums(Association), incorporated January 25, 1975, and recognized as exempt under section 501 (c)(3) of the Internal Revenue Code in an determination letter issued in August 1977.

Section 2. For the purposes of this Association, a museum is defined as an organized and permanent non-profit institution, essentially educational or aesthetic in purpose, with professional paid or unpaid staff, which owns and utilizes tangible objects, cares for them, and exhibits them to the public on some regular schedule.

Section 3. For the purposes of this Association a museum is also defined as a nature center, science-technology center, zoo, arboretum, aquarium, planetarium, historic site, or other such institutions not necessarily utilizing and exhibiting tangible objects, but defined in the professional accreditation guidelines of the American Alliance of Museums for such institutions essentially educational in nature.

ARTICLE II  
Purpose

The purpose of the Association is professional education, to wit: The enhancement of the knowledge, skills, and abilities of public and private museums as represented by their staffs, officers, and trustees, and volunteer personnel through regular meetings, workshops, seminars, and publications in all areas of museum operation, including but not limited to, museum management and finance; collection practices; exhibition design and interpretation; conservation techniques; officer and director recruitment and training; management of volunteers; the solicitation of charitable donations; and to enhance public awareness and understanding of museums.

ARTICLE III  
Membership

Membership of individuals and organizations shall be of such categories and such dues rates as shall be established by the Council.

ARTICLE IV  
Management and Governance

Section 1. The management and governance of the affairs of the Association shall be vested in a Council which shall be the Board of Trustees of the Association.

Section 2. The Council shall be composed of the following members of the Association.  
Officers of the Association, as defined in the By-Laws.  
Councilors-At-Large, as defined in the By-Laws.

The immediate Past-President.  
Certain ex-officio non-voting members as defined in the By-Laws.

Section 3. At each Annual and/or Business meeting, the Council shall report to the Association's membership concerning past actions and future plans. This report is to be filed with the Secretary.

Section 4. The day-to-day management of the Association shall be vested in the Executive Committee which shall consist of the officers and immediate Past-President of the Association. Its duties shall be as defined in the By-Laws.

#### ARTICLE V Meetings

Section 1. There shall be at least one Annual meeting and one Business meeting of the Association each calendar year. Annual meetings and Business meetings may be held in conjunction with one another.

Section 2. The time, place, number, and nature of all meetings of the Association shall be at the discretion of the Council.

Section 3. Special meetings of the Council shall be called as provided in the By-Laws. A minimum of four Council meetings shall be held annually.

#### ARTICLE VI By-Laws

Section 1. A body of By-Laws shall provide for the conduct of the affairs of the Association.

Section 2. Amendments to the By-Laws may be made as provided in the By-Laws.

#### ARTICLE VII Amendments

Amendments to this Constitution may be proposed in a written statement presented to the Council and filed with the Secretary. Amendments must be approved by a simple majority of all Council members present at a duly constituted Council meeting and at least two-thirds vote of the membership of the Association present at a duly constituted Business meeting. The membership of the Association shall be notified of any proposed amendment to this Constitution at least 30 days prior to the Business meeting. The requirement to notify membership of proposed amendments may be met by (1) submitting the notice in writing or (2) posting the notice on the Homepage of the Association website and sending electronic notices to all known e-mail addresses in the Association membership records.

#### ARTICLE VIII Dissolution

In the event of the Association's dissolution all monies and other assets shall be assigned according to the laws of the State of Texas.

#### ARTICLE IX Resident Agent

The resident agent of the Association shall be the Executive Director of the Association, 815A Brazos Street #537, Austin, TX 78701

BY-LAWS  
of the  
TEXAS ASSOCIATION OF MUSEUMS, Inc.

(Last Revised TBD, 2019)

ARTICLE I  
Members

Section 1. Membership shall be open to all individuals and institutions who are involved in museums or museum-related activities. They may or may not be residents of or incorporated in the State of Texas.

Section 2. All categories of membership shall be determined by the Council.

Section 3. Only individual members in good standing of the Association may be elected to or hold office on the Council.

Section 4. Each individual member of the Association is entitled to one vote on matters brought before a duly constituted meeting and in elections. Each institutional member is entitled to one vote on matters brought before a duly constituted Business meeting and in elections. An institutional member may designate any individual to cast its vote on its behalf.

Section 5. The membership may, upon recommendation of the Council and by vote at a duly constituted Business meeting, designate certain persons as honorary members. Such persons shall be exempt from paying dues, but shall enjoy all the privileges and benefits of membership except the right to hold office.

ARTICLE II  
Dues

Section 1. All dues structures and terms of membership shall be determined by the Council at a duly constituted Council meeting.

ARTICLE III  
Officers

Section 1. The officers of the Association shall be a President, Vice-President, Vice-President for Development, Vice-President for Special Projects, Secretary, and Treasurer.

Section 2. Officers of the Association shall be elected in the following manner: a slate of officers shall be presented to the membership by the Nominating Committee as outlined in Article VII. Individual members and institutional representatives shall elect the officers from the candidates so presented.

Section 3. The duties of the officers shall be as follows:

A. The President shall be the chief executive officer of the Association and shall preside at all Association and Council meetings. The President, or President's designee, shall also represent the Association in contacts with other museum and professional groups. Should the office of the President be vacated, the Executive Committee will determine the Officer best suited to fill the vacancy.

B. The Vice-President shall cooperate with the President in maintaining an active program of communication with the membership and such other groups as the President may direct. The Vice-President shall preside in the absence of the President. The Vice-President shall chair the standing committee for the Annual Meeting.

C. The Vice-President for Development shall chair the standing committee on Development. The Vice-President for Development shall work with the Executive Director, Council members, and members of the Development Committee in furtherance of the Association's fundraising efforts.

D. The Vice-President for Special Projects shall be responsible for projects and initiatives deemed necessary by the President. The Vice-President for Special Projects shall chair any ad-hoc committees created by the President in association with these projects and initiatives.

E. The Secretary shall be responsible for keeping the minutes of all duly constituted Business meetings and shall keep and file all records pertaining to the Association. The Secretary shall be responsible with the Treasurer for the development and presentation of the annual report of the Council to the membership.

F. The Treasurer shall care for all funds of the Association and shall be responsible, with the Secretary, for the development and the presentation of the annual report of the Council to the membership. The Treasurer shall keep the books of the Association, arrange for an annual audit, and assist in the preparation of the annual budget.

Section 4. Each officer shall serve in that office for a term of two years, or until a successor is appointed or elected. The successor shall take office immediately upon election. No officer may serve more than two consecutive terms in the same office.

#### ARTICLE IV Council

Section 1. The Council shall be composed of six officers, eight members-at-large, and the immediate Past President. These fifteen members shall be the only voting members of the Council. They must be residents of or work in the State of Texas.

Section 2. At-Large members shall each serve two years, and shall be nominated by the Nominating Committee as prescribed in Article VIII. They shall be known as Councilors-at-Large.

Section 3. Councilors-at-Large positions 1, 2, 3, and 4 shall be elected, as outlined in Article VII, on even-numbered years. Officers and Councilors-at-Large positions 5, 6, 7, and 8 shall be elected, as outlined in Article VII, on odd-numbered years. Councilors-at-Large will hold their elected position number for the entirety of their term(s) served.

Section 4. A Councilor-at-Large may be re-elected for no more than one additional consecutive term. If a Councilor-at-Large has been appointed by the President to fill a vacant position that person may be elected, as outlined in Article VII, to that position for one full term at the expiration of the appointed term in accordance with Section 3 of this article.

Section 5. A Councilor-at-Large may be elected to an office and continue his membership on the Council for the term of that office. Outgoing officers may stand for election as Councilors-at-Large.

Section 6. All voting members of the Council must be individual members in good standing of the Association.

Section 7. Voting members of the Council shall be required to attend all regularly scheduled Council meetings. Failure to attend two consecutive regularly scheduled Council meetings may result in the removal of that member from the Council and that position may be declared vacant by action of Council.

Section 8. A quorum of the Council shall consist of any five elected voting members of Council, at least one of whom must be an officer.

Section 9. Vacancies in Councilor-at-Large positions and elected offices, other than the Presidency, shall be filled by appointment by the President, subject to the Council's approval.

Section 10. Due to the involvement in the establishment of the Association, the following members of the Council shall serve ex-officio and without vote: The Executive Directors, or their designated representative as communicated to the President, of the Texas Commission on the Arts, Humanities Texas, and the Texas Historical Commission.

#### ARTICLE V Meetings

Section 1. Due notice of all Annual and Business meetings shall be given to the membership and publicized to all members at least three months prior to each meeting. The requirement to notify membership of all Annual and Business meetings may be met by (1) submitting the notice in writing or (2) posting the notice on the Home Page of the Association website and sending electronic notices to all known e-mail addresses in the membership records.

Section 2. The Council shall entertain invitations by members to host the Annual meeting in their city.

Section 3. A quorum at a Business meeting shall consist of five percent of the voting membership, two officers, and two Councilors-at-Large.

#### ARTICLE VI Executive Committee

Section 1. The Executive Committee shall be composed of the President, who shall serve as chair, Vice-President, Vice-President for Development, Vice-President for Special Projects, Secretary, Treasurer, and immediate Past President.

Section 2. The Executive Committee shall have general supervision of the affairs of the Association between Council meetings. It shall make recommendations to the Council. All actions taken by the Executive Committee shall be reported to the Council at the Council's next scheduled meeting. By action of the Council in a duly constituted meeting any action of the Executive Committee may be nullified or reversed.

Section 3. The Executive Committee may be called into session at any time by the President.

Section 4. Three members of the Executive Committee shall constitute a quorum

#### ARTICLE VII Nominations and Elections to Council

Section 1. The Nominating Committee, not to exceed five members, shall consist of the outgoing Council members not eligible for re-election and representatives from the general membership of the Association. The chair of the Nominating Committee and the general membership representative shall be appointed by the Council at the first Council meeting following the Annual meeting. The Nominating Committee shall report a slate of recommended nominees for Councilors-at-Large and Officers to the Council no later than three months prior to the start date of the terms to be filled by the nominees (e.g., if the nominees are standing for election for terms to begin on March 1, 2012, then the Nominating Committee shall report the slate no later than December 1, 2011).

Section 2. The Nominating Committee's slate shall make every attempt to develop a slate of nominees for Officers and Councilors-at-Large which represents various institutions, disciplines and geographic diversity.

Section 3. The Nominating Committee's slate shall provide at least six candidates for the four vacant Councilor-at-Large positions.

Section 4. The Nominating Committee's slate shall provide at least one candidate for each vacant Officer's position.

Section 5. Election of Officers and Councilors-at-Large shall be by printed or electronic ballot distributed or made available to the membership no later than two months prior to the start date of the terms to be filled by the nominees (e.g., if the nominees are standing for election for terms to begin on March 1, 2012, then ballots shall be distributed or made available no later than January 1, 2012). The requirement to distribute ballots or make ballots available to membership may be met by (1) mailing printed ballots or (2) posting the ballots on the Association website and sending electronic notices to all known e-mail addresses in the Association membership records. The President shall appoint a Teller Committee of no less than three individual members in good standing of the Association, none of whom is a candidate for election. The Teller Committee shall compute the results. The results shall be reported to the membership either by mail or electronically. The Officers and Councilors-at-Large shall take office on March 1.

Section 6. Nominations for any office or for Councilor-at-Large may be made by write-in ballot by any individual member or institutional representative. The nominee must consent to the nomination either orally or in writing. The printed or electronic ballot shall include space for the name of candidates nominated by write-in ballot.

## ARTICLE VIII Standing Committees

Section 1. There shall be the following standing committees of the Association: Nominating, Long Range Planning, Membership, Development, and Annual Meeting Committee.

Section 2. The chair of each standing committee shall be voting members of the Council and shall be appointed to the chair by the President, except for the Officers of affinity, regional organizations, the chair of the Development Committee which shall be the Vice-President for Development, and the chair of the Annual Meeting Committee which shall be the Vice-President. The President shall charge each committee with its specific duties. The duties of the Nominating Committee shall be as defined by Article VII, Sections 2, 3, and 4.

Section 3. The chair of each standing committee, excluding the Nominating Committee, may appoint as many members of the committee as desired, but in no event fewer than three. Committee members need not be members of the Council but must be individual members in good standing of the Association.

## ARTICLE IX Affinity Groups, Regional Associations, and Special Committees

### Affinity Groups

Section 1. The Council may, by majority vote, establish various Affinity Groups. Affinity Groups enable individual members who share a common interest or need related to the museum profession to come together in a structure which gives them identity and a vehicle to meet common needs or interests.

Section 2. Parameters and procedures for the creation and operation of Affinity Groups shall be established by the Council. These may be amended by the Council to better serve its membership.

Section 3. The Council can at any time review the purpose and activities of each Affinity Groups and may, by majority vote, withdraw the status previously accorded to any group as an Affinity Group.

Section 4. Affinity Groups are a creation of the Council and a subset of the Association and as such are governed in their organization, structure, and programs by the Council. Membership is limited to individuals or institutional members of the Association.

Section 5. The financial management of each Affinity Group is the responsibility of the Association. Participation in an Affinity Group may require an additional fee as determined by the Council. Funds generated from Affinity Group memberships, programs, contributions, or other revenue sources are managed and distributed by the Executive Director. Expenses incurred by an Affinity Group must be approved by the Association and paid or reimbursed by the Association. Affinity Groups are not allowed to create financial accounts.

Section 6. Each Affinity Group shall elect from its membership a chairman and additional officers as needed to lead its activities. Representatives of each Affinity Group may be asked by the Council to report on its activities or give input from its membership on policy considerations. Affinity Group representatives shall be ex-officio and non-voting members of the Council.

### Regional Associations

Section 1. To assist the Association in fulfilling its purpose the Council may, by majority vote, recognize groups of organized museums working in a commonly-shared geographic region of the State of Texas.

Section 2. Regional Associations may be recognized by the Council if it determines that they represent a geographic constituency and have a purpose that is compatible with those of the Association.

Section 3. Regional Associations are independent from the Association. To the fullest extent allowed by law, the Association shall not be responsible for the actions or liabilities of any Regional Association or their affiliates.

Section 4. Additional parameters and procedures for the recognition of and partnership with Regional Associations shall be established by the Council. These parameters and procedures may be amended by the Council to better serve its membership.

Section 5. Representatives of each recognized Regional Association may be asked to report to the Council about its activities or give input from its membership on policy considerations. Regional Association representatives are guests at Council meetings. They may participate in discussion when recognized by the President but are not allowed to vote.

Section 6. The Council shall regularly review the purpose and activities of recognized Regional Associations and can by majority vote, withdraw the status previously accorded to any Regional Association.

### Special Committees

Section 1. The President may appoint such special and ad-hoc committees as necessary.

Section 2. The chairs of special committees need not be members of the Council, but must be individual members in good standing of the Association. The chair of a special committee may appoint any number of committee members. Chairs of special committees shall be members of the Council serving ex-officio. Their terms shall expire with that of the President who appoints them.

## ARTICLE X Executive Director

Section 1. The Council may at its discretion employ or dismiss any Executive Director to manage the affairs and

headquarters of the Association on a day-to-day basis. The Executive Director shall report and be accountable to the Council as a body; but the President is the Executive Director's immediate supervisor and shall, as necessary, articulate the policy of Council.

Section 2. It shall be the express function of the Executive Director to implement Association policy as established by the Council.

Section 3. The Executive Director shall serve ex-officio, without vote, on all committees of the Association.

Section 4: Upon resignation or dismissal of the Executive Director, the Council will activate a Search and Selection Committee made up of no more than seven currently serving Council members in good standing. If a currently serving Officer or Council member wishes to apply for the position of Executive Director, that Councilor must resign from their position on Council upon application in order to ensure a fair and ethical selection process.

#### ARTICLE XI Parliamentary Authority

The rules contained in the most recent edition of Robert's Rules of Order Newly Revised, as interpreted by the President, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.

#### ARTICLE XII Amendment of By-Laws

These By-Laws can be amended at any regular Business meeting of the Association by a two-thirds vote of the voting members present, provided that the amendment has been submitted to the membership at least 30 days prior to the Business meeting. The requirement to notify membership of proposed amendments may be met by (1) submitting the notice in writing or (2) posting the notice on the Home Page of the Association website and sending electronic notices to all known e-mail addresses in the Association membership records.

Revised  
March, 1984  
April, 1989  
April, 1992  
March, 2004  
September, 2006  
April, 2007  
March, 2009  
August, 2011  
April, 2014  
TBD, 2019