



BYLAWS  
of the  
NEBRASKA MUSEUMS ASSOCIATION  
(amended April 4, 2017)

**Article I - Name**

Section 1 The name of the organization shall be: Nebraska Museums Association (NMA).

Section 2 For the purposes of these Bylaws, museums shall mean art museums, history museums, natural history museums, children's museums, science and technology centers, art centers and galleries, arboretums, nature centers, planetariums, aquariums, zoological parks, living history farms, and other open-air museums.

**Article II - Mission**

Section 1 The mission of the Nebraska Museums Association is to create, foster, and promote interest in, advancement of, and appreciation of, museums throughout Nebraska. Further, the Nebraska Museums Association is organized to increase and disseminate knowledge about the museum field and to encourage cooperation among museums and those interested in them.

Section 2 To fulfill these obligations, NMA dedicates itself and its members to the following goals:

- (a) To improve and maintain communication among museums throughout Nebraska.
- (b) To promote professional standards and development for museums and their staff.
- (c) To serve as an advocate to local, state, and federal governmental and other decision-making authorities on issues relating to Nebraska museums.
- (d) To promote the sharing of museum resources for the benefit of all Nebraskans.
- (e) To promote the understanding of Nebraska history, culture, natural history, and the arts through public education.
- (f) To promote joint marketing of Nebraska museums to enhance their image as family and travel attractions.
- (g) To disseminate information of current importance to museums through electronic and print communication, organizing annual conferences/meetings, and other educational activities.
- (h) To cooperate with other professional organizations and associations both within and outside of Nebraska.
- (i) To solicit and receive grants, contributions, and other funds and assets, to enter into contracts, to engage needed personnel and services, and to transfer, hold, and/or invest such funds and assets as may be required to carry out the purposes of NMA.

**Article III - Membership**

Section 1 Membership in NMA shall be open to any individual, organization, institution, or corporation actively engaged in museum work on a professional or volunteer basis that is

interested in the fundamental functioning of museums. Membership is also open to retired museum professionals.

Section 2 Each individual, institutional, organizational, or corporate member shall have one vote on all matters to come before the membership.

Section 3 Membership shall be on a calendar year basis, January 1 to December 31. Members shall be assessed annual dues as fixed by the Board of Directors, and shall be paid to the NMA Treasurer by February 15. Dues paid after September 30 shall be applied to the following year.

#### **Article IV - Meetings of Members**

Section 1 The annual meeting of members shall be held on a date set by the Board of Directors. The Board shall designate the time and location of this and any other meetings called by the Board. A written notice indicating the time and location of any such meeting shall be communicated to all members entitled to vote at such a meeting not less than thirty (30) days before the date of the meeting.

Section 2 Special meetings of the members may be called by the Board of Directors or by the President or by one-tenth of the membership. If a meeting is called by the Board of Directors or by the President, the Board of Directors or the President shall be responsible for designating the time and place of the meeting.

Section 3 Twenty (20) members present in person shall constitute a quorum sufficient to conduct business of NMA. A majority of votes shall carry a motion unless otherwise specified in the Bylaws.

#### **Article V - Revenues and Restrictions**

Section 1 No part of the net earnings of NMA shall inure to the benefit of or be distributed to members, officers, or private persons except reasonable compensation for services rendered. No substantial part of NMA's income shall be used for the carrying on of propaganda or otherwise attempting to influence legislation. NMA shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, NMA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of NMA, or necessary to carry out those purposes under the 501(c)(3) provision of the United States Internal Revenue Code.

Section 2 Membership dues are fixed by the Board of Directors. Dues are payable to NMA, and the dues shall be for the calendar year.

Section 3 The Treasurer is authorized to pay regularly accrued bills and budgeted expenses without special approval of the Board of Directors. All other expenditures must be authorized by the Board. Expenditures must be documented by receipts.

Section 4 The fiscal year for NMA shall be from January 1 through December 31 of each calendar year.

#### **Article VI - Board of Directors**

- Section 1 The Board of Directors (Board) of NMA shall consist of elected officers and appointed members. Each has one vote.
- Section 2 Elected officers of NMA shall be a President, Vice-President, Secretary, and nine (9) Area Representatives. The officers shall be elected at the annual business meeting by a majority of the membership present and voting.
- Section 3 The appointed members shall be a Treasurer, Communications Editor, Membership Chair, Annual Conference Program Chair, and the Immediate Past President.
- Section 4 A quorum of the Board shall consist of 50% of the voting Board members.
- Section 5 The President and Vice-President shall serve one-year terms but may be re-elected to succeed themselves once without an intervening year.
- Section 6 The Secretary shall be elected to a two-year term and may serve for successive terms.
- Section 7 The newly elected officers shall take office at the conclusion of the annual business meeting at which they were elected.
- Section 8 Board members must be individual NMA members in good standing.
- Section 9 Nominations for President, Vice-President, and Secretary shall be by the Nominating Committee. At least three (3) months before the annual election of officers, the President shall appoint a Nominating Committee to prepare a slate of nominees for submission at the annual business meeting. The Nominating Committee shall consist of two (2) members from the Board and three (3) members selected at large. The Nominating Committee should strive for geographic and discipline diversity of the nominees to ensure representation of all interests in NMA. The Nominating Committee shall obtain the consent of the nominees before submitting their names for election. Other nominations may be made from the floor by voting members at the annual business meeting. Persons nominating from the floor a candidate who is not present must submit the written consent of the candidate to serve if elected.
- Section 10 The Nebraska representative to the Mountain Plains Museums Association shall be the current President or a person designated by the President.
- Section 11 Three (3) Area Representatives from each of Nebraska's Congressional Districts shall be elected at the annual business meeting to represent their specific geographic areas. Nominations shall be made by the Nominating Committee.
- Section 12 Area Representatives shall be elected for a term of three (3) years, staggered so that only three (3) representatives, one (1) from each District, are elected at each annual meeting. Area Representatives shall not be re-elected to office for more than two (2) consecutive terms and not eligible for re-election to that office for a period of two (2) years. An Area Representative may concurrently fill an appointed position.
- Section 13 A Treasurer, a Communications Editor, a Membership Chair, and an Annual Meeting Chair shall be appointed by the President with the approval of the Board for a period of one (1) year. Each may serve successive terms.
- Section 14 The Immediate Past President of NMA shall serve as an appointed member of the Board following his/her term of office. S/he serves in an advisory capacity to the incumbent President.

Section 15 In the event the Board determines an officer or appointed member cannot fulfill his/her term, the President will appoint an individual member to complete that term.

Section 16 The Board meetings may be held as conference or video calls.

### **Article VII - Duties of Officers and Appointed Board Members**

Section 1 The PRESIDENT shall be the chief executive officer of NMA and shall preside at all meetings of the Association. The President shall appoint all standing committees and shall be an ex-officio member of all committees. S/he may call Board or special meetings of the membership. S/he is required to call such meetings upon the written request of the majority of the Board or membership. S/he shall perform any and all duties incident to the office.

Section 2 The VICE-PRESIDENT shall perform the duties of the President in the President's absence. S/he shall perform specified duties as assigned. In case of death or resignation of the President, or if the President is unable to perform his/her duties as judged by the Board, the Vice-President shall become President for the unexpired term.

Section 3 The SECRETARY shall keep the minutes of all meetings of NMA. S/he shall assist the President and the Board in any way practicable and shall perform such duties as are assigned to him/her by the Board.

Section 4 The TREASURER shall be responsible for all funds of NMA and shall make reports of all receipts and disbursements at all meetings upon request. S/he must submit the financial records of NMA to an auditor for review at the end of each fiscal year.

Section 5 The AREA REPRESENTATIVES shall represent NMA in their geographic area and on the Board. Each Area Representative may organize and conduct meetings in his/her area as convenient throughout the year.

Section 6 The COMMUNICATIONS EDITOR shall be responsible for overseeing all forms of communication and promotion as determined by the Board. One written piece must be distributed at least thirty (30) days prior to the annual business meeting.

Section 7 The MEMBERSHIP CHAIR shall be responsible for recruiting new members, renewing current NMA members, and maintaining a current membership list. Refer to Article III - Membership.

Section 8 The ANNUAL CONFERENCE PROGRAM CHAIR shall be responsible for planning NMA's annual conference.

### **Article VIII - Annual Business Meeting**

Section 1 The annual business meeting of the members of NMA shall be held each year. The location and date of the meeting shall be decided by the Board. The annual business meeting may take place during the annual conference. As far as is practicable, the location shall rotate among Nebraska's Congressional Districts.

Section 2 A written notice indicating the time and location of the annual meeting shall be communicated to all members at least thirty (30) days prior to the annual business meeting.

Section 3 Except where contradicted by these Bylaws, Robert's Rules of Order, revised, shall govern the meetings.

### **Article IX – Amendment of Bylaws**

- Section 1 These Bylaws may be altered or amended by the affirmative vote of two-thirds (2/3) of the membership present at any annual meeting or special meeting of the membership.
- Section 2 Written notice of proposed alteration or amendment must be distributed to the membership at least fourteen (14) days prior to the annual or special meeting.
- Section 3 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board at any regular or special meeting of the Board. Bylaws adopted by the Board shall be effective until the next annual business meeting of the membership at which time they are to be submitted for approval or rejection. The Board must submit proposed amendments to every member of the organization in writing before the annual business meeting at which time a two-thirds (2/3) vote in favor of the amendment shall be required.

### **Article X - Dissolution**

In the event that NMA, whether it be in corporate form or some other, shall at some time in the future either find it necessary or deem it advisable by the vote of two-thirds (2/3) of the membership to cease operations and otherwise terminate its existence, any remaining property, whether in the form of real property or personal property except monies and credits, etc., that remains over and above the obligations and liabilities of NMA shall be donated to the Mountain Plains Museums Association. In the case of monies and credits, etc., such shall be donated to the Mountain Plains Museum Association and upon so doing this corporation shall be considered as having been dissolved and its corporate status terminated. In the event the Mountain Plains Museums Association is no longer exempt under Section 501(c)(3) of the United States Internal Revenue Code, the assets will be distributed to the American Alliance of Museums.