

BY-LAWS OF THE MISSISSIPPI MUSEUMS ASSOCIATION, INC.

(First Amended February 10, 1997, Second Amended September 19, 2022)

ARTICLE I

NAME, SEAL AND OFFICES

- 1.1. Name. The name of this corporation is The Mississippi Museums Association, Inc.
- 1.2. Seal. The seal of the corporation shall be in such form and bear such inscription as determined by the Board of Directors. The Board of Directors may change the form of the seal or the inscription therein at pleasure.
- 1.3. Offices. The corporation shall have offices at such places as the purposes of the corporation may require [revised 2-10-97].

ARTICLE II

OBJECT, PURPOSES, ACTIVITIES AND DISPOSITION OF ASSETS ON DISSOLUTION

- 2.1. Object. This corporation has been organized and shall be operated exclusively for exempt, nonprofit, charitable, educational and scientific purposes. No shares of stock shall be issued.
- 2.2. Purposes. The purposes of the corporation are:
 - A. To promote professional communication between all types of museums, public and private, within the State of Mississippi for common benefit.
 - B. To promote a statewide public awareness of the value of museums as educational and research institutions at the local, county, regional, and state levels.
 - C. To establish and maintain necessary relations with other organizations, individuals or groups so as to bring optimal benefits to the people of Mississippi and of the United States of America by reason of the existence of this corporation.
 - D. To buy, sell, own, hold, lease, operate, mortgage, insure, pledge, assign, transfer, or otherwise dispose of real and personal property; provided, however, that any activity authorized by this provision shall not be engaged in any manner that would jeopardize the federal income tax exemption of this corporation granted pursuant to Section 501(c) (3) of the Internal Revenue Code of 1954, as now in force or as afterwards amended.
 - E. To sue or be sued, complain and defend in its corporate name.
 - F. To elect officers, to appoint agents, to employ such persons to accomplish aforementioned purposes and define their duties; to make and alter bylaws, not contrary to law or to its charter, governing the affairs of the corporation and the qualifications for membership.
 - G. To publish and disseminate materials and publications.
- 2.3. Notwithstanding any other provision of the articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income

tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

2.4. No part of the net earnings of the corporation shall inure to the benefit of; or be distributable to, any member, director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its exempt purposes). No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

2.5. Disposition of Assets on Dissolution. Upon the dissolution of the corporation, Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE III

MEMBERS

3.1 Voting membership shall be open to individuals, private and corporate, and to clubs and other organizations interested in the purposes of the corporation and its activities, upon payment of dues fixed by the Board of Directors. Annual membership shall begin on January 1 and expire on December 31 of each year. Members who have not paid dues by the January 31 of each year shall automatically be dropped from membership [revised 9-19-2022].

3.2 Membership shall be in the following classes [revised 9-19-2022]:

(1) Individual

(2) Institutional

3.3 Individual membership shall be open to salaried, retired, or volunteer museum professionals, museum board members, or students interested in museum work [revised 9-19-2022].

3.4 Institutional membership shall be open to museums which are defined according to the International Council of Museums (ICOM) as, "...a non-profit, permanent institution in the service of society and its development, open to the public, which acquires, conserves, researches, communicates and exhibits the tangible and intangible heritage of humanity and its environment for the purposes of education, study and enjoyment" [revised 9-19-2022].

3.5 Voting membership shall consist of the individual or institutional members and their employees who are in good standing with the corporation [revised 9-19-2022].

3.6. All classes of membership shall receive all publications of the corporation [revised 9-19-2022].

ARTICLE IV

OFFICERS

4.1. Eligibility. Any member in good standing may be eligible to hold office, however, no more than two members of the Board of Directors may be from the same museum or institution [revised 9-19-2022].

4.2. Terms of Office. The President shall be elected on odd years for one two-year term and may not be re-elected for a consecutive term. The Vice President shall be elected on odd years for a two-year term and may not be re-elected [revised 2-10-97]. The Secretary/Treasurer shall be elected on even years for a two-year term, and may be re-elected for one consecutive two-year term. Officers shall be elected at the annual meeting and will assume their duties immediately following the meeting at which they are elected. In the event that officers are appointed by the Board of Directors, they shall assume their duties immediately following the appointment [revised 9-19-2022].

4.3. Vacancies. In case of a vacancy in the office of the President, the Vice President shall become President for the unexpired term. In case of a vacancy in any of the other offices, the Board of Directors shall appoint a successor to fill the unexpired term upon recommendation from the Nominating Committee.

4.4. Duties.

A. The President shall:

1. Preside at all meetings of the Executive Committee, Board of Directors and all other meetings of the Association.
2. Represent the Association at all times unless another representative is designated by the President.
3. Prepare a brief annual report for the presentation at the Annual Meeting.
4. Appoint all committees, including a Nominating and a Finance Committee [revised 9-19-2022].
5. Prepare a written agenda for all meetings.
6. Serve as an ex-officio member of all committees except the Nominating Committee.
7. Be the principal executive officer of the corporation.
8. Have authority with the Secretary/Treasurer to sign and execute all authorized bonds, mortgagees, contracts, checks, notes or other obligations in the name of and on behalf of the corporation except in cases where the signing and execution thereof shall be expressly otherwise delegated by the Board of Directors or Bylaws.

B. The Vice President shall:

1. Preside at any meeting at which the President is unable to be present.
2. Perform such other duties as may be assigned by the Executive Committee and/or the Board of Directors.

3. Publish and distribute the Association's newsletter three times per year [revised 9-19-2022].

C. The Secretary/Treasurer shall:

1. Send notice of all meetings to appropriate members [revised 9-19-2022].
2. Record the minutes at all meetings.
3. Have a copy of the minutes to each member of the Board of Directors within two weeks after the meeting.
4. Keep a permanent file of all minutes, important correspondence and other properties of the Association.
5. Transfer the permanent file to the Secretary/Treasurer's report within two months of election.
6. File with the Mississippi Department of Archives and History copies of the association's minutes and other important organizational materials as requested by the Board of Directors.
7. Prepare a written report for presentation at the Annual Meeting.
8. Be responsible for all receipts and disbursements of the Association.
9. Maintain a checking account of Association funds in a bank accessible to the Secretary Treasurer's home city, or a bank deemed most appropriate by the Executive Committee [revised 9-19-2022].
10. Prepare financial statements for all meetings of the Executive Committee, Board of Directors, and the Association, and at other times as required by the Board of Directors.
11. Make an announcement of the annual dues deadline as determined by the Board of Directors [revised 9-19-2022].
12. Prepare and present an annual budget for Executive Committee action.
13. Provide bank statements to the Board on a monthly basis [added 9-19-2022].
14. Perform such other duties as may be required by the Executive Committee and/or the Board of Directors [revised 9-19-2022].

ARTICLE V

EXECUTIVE COMMITTEE

5.1. The Executive Committee shall consist of the Association's elected officers. Other needed for counsel may be invited to attend meetings of the Executive Committee but without voting privileges.

5.2. Meetings of the Executive Committee shall be called by the President, and may be conducted in person or through the use of, any means of communication by which all committee members participating may simultaneously hear each other during the meeting (revised 9-19-2022).

5.3. The Executive Committee shall transact the business of the Association between meetings of the Board of Directors. Action taken by the Executive Committee is subject to review by the Board.

5.4. A quorum shall consist of a majority of the Executive Committee membership.

ARTICLE VI

BOARD OF DIRECTORS

6.1. Management of the Association shall be vested in a Board of Directors consisting of the three officers of the Association, and eight Regional Representatives representing each region stipulated in Section 6.6 [revised 9-19-2022].

6.2. There shall be a minimum of one Board meeting a year, although a Board meeting may be called at any time upon the request of any two Board members. Directors may participate in Board meetings by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be deemed to be present at the meeting [revised 9-19-2022].

6.3. A minimum of two weeks' notice shall be given for any Board meeting [revised 9-19-2022].

6.4. A quorum shall consist of a majority of the Board membership.

6.5. The Regional Representatives shall be elected at the annual meeting for a two year term, with the exception of the first election year where half of the representatives shall serve a single initial one year term. Regional representatives shall be eligible for re-election after any term [revised 9-19-2022].

6.6. Eight Regional Representatives shall be elected with four representatives elected on odd years, and four representatives elected on even years. The nominating committee will give preference to insure that the makeup of the board, including the officers, reflects the following regions [revised 9-19-2022]:

Northeast

Northwest

West Central

East Central

Pine Belt

Gulf Coast

Southwest

Capital

6.7. Representatives from other organizations, as deemed necessary or advisable, may be invited to attend Board meetings but shall not be entitled to vote.

6.8. Vacancies. Any vacancy among the Directors by reason of death, resignation or inability to act, or any other circumstances, shall be filled for the unexpired portion of the term, upon nomination of candidates by the Nominating Committee, by the Board of Directors at any meeting of the Board. Or if

any vacancy among the Directors shall occur for any reason between meetings of the Board of Directors, upon nomination of candidates by the Executive Committee, a majority of all members entitled to vote may, without meeting as a group, fill such vacancy by written ballots signed by them and delivered by mail or otherwise to the Secretary. Such nominees who shall receive the written votes of at least a majority of the members who cast ballots, shall be elected for the unexpired portion of the term of the vacancy. No person shall be chosen to fill a vacancy on the Board of Directors who is at that time ineligible for election as a Director.

ARTICLE VII

COMMITTEES

7.1. Standing Committees. In addition to such other committees as the President, Board of Directors or the Executive Committee may from time to time authorize or appoint, there shall be the following standing committees:

Executive Committee

Finance Committee

Nominating Committee

The President shall be ex-officio a member of all standing committees, except the Nominating Committee, and of all other committees created by the President, Board of Directors or the Executive Committee. The President, Board of Directors or the Executive Committee from time to time may create such other committees, with such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the Chapter, and may elect the members thereof. Members of such committees may be but need not be Directors, members or officers of the Corporation.

7.2. Terms of Office and Procedures of Committees. All Committee members shall hold office from the date of their election or appointment until the next President is elected, and until their successors are elected and qualified.

A majority of the members of each committee shall constitute a quorum and the act of a majority of a quorum present at the meeting shall constitute the act of such committee, except that in the case of the Nominating Committee only the act of a majority of the entire committee shall constitute the act of such committee. Meetings of each committee may be called by its Chairman or by the President on five days' notice. Any two members of any committee may call a meeting of such committee upon fourteen days' notice. Committee members may participate in Committee meetings by, or conduct the meeting through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means shall be deemed to be present at the meeting. The Executive Committee shall cause minutes to be kept of its meetings, which minutes shall be submitted to the Board of Directors at its next succeeding meeting.

The Nominating Committee shall distribute to all members a list of the candidates for offices at least a month prior to the annual meeting. For the Representatives, the regional location shall be noted.

Nominations may be made from the floor by members at the annual meeting, providing the nominee is a member and has consented to serve if elected [revised 9-19-2022].

ARTICLE VIII

MEETING

8.1. Annual Meeting. There shall be an Annual Meeting of the Corporation to be held at a time and place decided upon by the Board of Directors or Executive Committee.

8.2. Notice of the Annual Meeting and all other meetings of the members shall be distributed at least 20 days prior to the date of such meetings [9-19-2022]

8.3. Twelve members in good standing of the Association shall constitute a quorum at any meeting of the members of the Association.

8.4. At all meetings votes shall be cast by the members only of the Association in attendance. There shall be no voting by proxy.

8.5. Authority. Robert's Rules of Order (Latest Revision) shall govern the meetings of the Members, the Directors, and the Committees of this corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

8.6. Amendments. At any meeting of the members of the corporation, these Bylaws may be altered, amended or repealed by two-thirds (2/3) majority vote of the members present and voting at the meeting, provided the notice of the meeting sets forth the proposed alteration, amendment, or repeal. Notice of such meeting shall be distributed to all members entitled to vote not less than fifteen days before such meeting. Changes in the Bylaws may be proposed by recommendation of the Board of Directors or the Executive Committee, or upon recommendation in writing of any three members [revised 9-19-2022].

8.7. Indemnification. The corporation shall indemnify each present and future director and officer against all expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be guilty of bad faith, gross negligence or reckless disregard of his duties as such officer or director.

(SEAL)

CERTIFICATE

I, the undersigned Secretary of the Mississippi Museums Association, Inc., hereby do certify that the above and foregoing is a true and correct copy of the

Bylaws of the Mississippi Museums Association, Inc., Jackson, Mississippi.

Dated at Jackson, Mississippi, the _____ day of _____ 1978.