

# MUSEUM COUNCIL OF GREATER PHILADELPHIA

## BY-LAWS

### ARTICLE I – NAME

The name of the Corporation is The Museum Council of Greater Philadelphia, a nonprofit corporation organized under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania.

### ARTICLE II – MISSION

Museum Council of Greater Philadelphia builds connections between and among the diverse museum and cultural community, provides opportunities for professional growth, shares best practices, and promotes accomplishments in the field.

### ARTICLE III – GEOGRAPHIC BOUNDARIES

Greater Philadelphia shall encompass the Counties of Philadelphia, Bucks, Chester, Delaware, and Montgomery in the Commonwealth of Pennsylvania; the Counties of Mercer, Burlington, Camden, Gloucester and Salem in the State of New Jersey; the Counties of New Castle, and Kent in the State of Delaware. While activities of the Corporation will primarily occur within these geographic boundaries, the Corporation may decide to hold activities outside the Greater Philadelphia region.

### ARTICLE IV – BOARD OF DIRECTORS

#### Section 1. – Duties and Powers

The Board of Directors shall manage the business of the Corporation consistent with its Mission as stated in Article II and these Bylaws. In addition to the powers and authorities outlined in these Bylaws, the Board may exercise all such powers of the Corporation and do all such lawful acts to complete directed or required actions beyond those stated in these Bylaws.

#### Section 2. – Elections and Terms

A. Any Member may apply to join the Board of Directors by submitting their qualifications to the Nominating Committee. From the candidates, the Nominating Committee will develop a slate of recommendations for board service. The slate of Directors shall be voted on and approved by majority vote of the general membership at the June Annual Meeting.

B. Directors shall serve for a term of two (2) years, with a limit of two (2) consecutive terms. After two (2) consecutive terms a Director must vacate their position for a minimum period of one year before they become eligible to rejoin the Board of Directors

C. A Director term of office shall commence on the day of his or her election and end on June 30 two (2) years following his or her election.

D. In the event of a vacancy on the Board of Directors, the Board of Directors may appoint someone by majority vote to finish the incomplete term. Any director appointed by the Board of Directors must be voted upon by the general membership at the following Annual Meeting. If such a Director is subsequently elected to a full term by the general membership, the time served finishing the incomplete term shall not be considered part of his or her full term.

E. Committee Chairs of the Standing Committees will be Directors of the Board so that they may report to the Board on the activities of their Committees and so that Committee work aligns with Board stated goals. Committee Chairs will be Directors on the Board and as such, subject to the same term limits as Directors as set forth in Article IV, Section 2: B & C.

### Section 3. – Vote

Each Director shall be entitled to one vote per motion during Board Meetings, or by proxy for the purpose of managing the Corporation, appointing Directors, and approving budgets. Any action which may be done or is required to be done in writing, under these Bylaws or the Pennsylvania Nonprofit Corporation Act of 1988 as amended, including agreement to a unanimous written consent, shall be valid if sent and received via board approved communication systems, including email or other modern, electronic communication methods.

### Section 4. – Size and Composition

A. The Board shall consist of no fewer than six (6) and no more than fifteen (15) members

B. Qualifications for board service shall be determined by the Nominating Committee of the Board and approved by the general membership.

C. The Corporation will not discriminate on the basis of race, creed, color, national origin, gender, religious belief, disability or sexual orientation.

D. The Board may appoint from time to time Advisory Members whose purpose will be to furnish advice, information, viewpoints and recommendations to the Board of Directors. Advisory Members may attend Board Meetings but shall have no vote, and no active role in the management of the Corporation.

### Section 5. – Elections

Election of Directors will take place at the Annual Meeting held in June each year from the slate prepared by the Nominating Committee. Election shall be by affirmative vote of a majority of the members present and voting.

### Section 6. – Conflicts of Interest

It is recognized that occasions may arise when a Director or an Officer of the Corporation, or a colleague, relative or friend of a Director or Officer, has a financial interest in business matters of the Corporation upon which action is to be taken by the Board. When such interest exists, it is the policy of the Corporation and the Board that:

1. Any conflict of interest be disclosed to the board prior to any vote or actions.
2. The Director or Officer having a conflict of interest refrain from voting on the matter.
3. The minutes of the meeting reflect that the personal interest of the Director or Officer exists and that the Director or Officer abstained from voting on the matter.
4. No contract or transaction will be entered into on behalf of the Corporation without affirmative votes from a majority of disinterested Directors and/or Officers at a duly convened meeting.

## ARTICLE V – OFFICERS

### Section 1. Officers

The following positions shall be held as Officers of the Corporation: President, Vice President(s) (up to 2), Secretary, and Treasurer.

### Section 2. – Election and Term of Officers

At the June Annual Meeting, following the election of new Directors, the general membership shall elect new Officers if vacancies exist. Each officer shall serve a term of two (2) years, not to exceed two (2) consecutive terms. Terms served as an Officer do not count against terms, or consecutive terms, served as a Director. The Board of Directors may create additional Officer roles as they see fit, as long as those roles are offered and available to the general membership as with all other Officer positions, and that the appointee is approved by majority vote of the general membership.

### Section 3. – Duties of Officers

#### A. President

President shall preside at all meetings of the Board of Directors and shall see that all orders and resolutions of the Board are carried into effect. She or he shall have general oversight and direction of all the other Officers of the Corporation, and shall ensure that their duties are properly carried out. The President will also directly oversee planning efforts of the Annual Meeting.

#### B. Vice President(s)

Vice President(s) shall be vested with all powers, and required to perform all the duties of the President in her or his absence.

#### C. Secretary

Secretary shall keep full minutes of all meetings of the members of the Board of Directors, record all votes, and notify all Directors and Officers of meeting times and locations

#### D. Treasurer

Treasurer shall be responsible for the finances of the organization by overseeing accounts payable and receivable, maintenance of funds, and payment of expenses. She or he will prepare financial statements, lead the budget development efforts prepare financial reports for meetings of the Board and the general membership. She or he will ensure that all required city, state, and federal financial requirements are met as part of the Corporations 501(c)3 Nonprofit status.

### Section 4. – Resignation of Officers and Vacancies

Any Officer may resign at any time by giving notification to either the President or the Secretary. After any vacancy created by resignation, death, disqualification, or otherwise, the Board of Directors, by majority vote, may appoint an interim Officer to finish out the term of the departing Officer, after which the vacant Officer position will be added to the slate of Officers at the following Annual Meeting.

#### Section 5. – Additional Officers

The Board of Directors may also elect from time to time, at its discretion, assistant secretaries and assistant treasurers and such other officers, agents, directors as it shall deem appropriate. These Officers will hold single two (2) year terms, renewable one (1) time. These Officers will hold such power and perform such duties as may be determined by the Board of Directors.

### **ARTICLE VI – MEETINGS**

#### Section 1. – Place

Meetings of the Board and General Membership shall take place in the Geographical Boundaries outlined in Article III, unless otherwise determined by the Board of Directors, and ample time is given to meeting participants.

#### Section 2. – Regular Meetings of the Board of Directors

Regular meetings of the Board of Directors will take place quarterly or as deemed necessary by the President.

#### Section 3. – Special Meetings of the Board of Directors

Special meetings of the Board may be called at any time by the President or by a majority vote of the Board if all Directors and Officers are present at the time of the vote. If not all members are present, a Board majority cannot convene a Special Meeting.

#### Section 4. Quorum for Board of Directors Meetings

“50% plus one” of the members of the Board shall be present to constitute quorum.

#### Section 5. – General Meetings of the Corporation

A. The Corporation shall hold an Annual Meeting in June of each year on a date designated by the Board of Directors, at which the corporation will share financial and membership results of the current fiscal year. Each year, Members present at the meeting will vote to elect and/or reelect Directors and Officers to the Board of Directors. Members will also vote on any other matters as they are presented by the President of the Corporation. Costs associated with the Annual Meeting will be determined by the Board of Directors on a year-to-year basis.

B. The Corporation shall hold a Fall Membership Event each year to raise awareness of Corporation memberships, and celebrate achievements in the field. Costs associated with this event will be determined by the Membership Committee on a year-to-year basis. The Corporation may use this event to conduct general business as long as proper notice of such is given according to Section 7, subsection

C. The Corporation shall hold general programming events to engage members throughout the year. Costs associated for these events will be determined by the Programming Committee on an event-to-event basis. No general business of the Corporation will be conducted during general programming events.

#### Section 6. – Notice of Meetings

A. Notice of Board meetings shall be distributed via modern communication methods including but not limited to mail, email, phone call, to each Director or Officer’s preferred contact information that has been supplied by the Director or Officer to the Corporation.

B. Notice of General Meeting of the Membership shall be distributed via modern communication methods including mail, email, and social media through contact information supplied by each Institutional or Individual Member so as to provide a minimum of two week notice for each meeting.

## **ARTICLE VII – COMMITTEES OF THE CORPORATION**

### **Section 1. – Standing Committees**

A. The following shall be Standing Committees of the Board of Directors: Membership Committee, Programming Committee, Marketing Committee, Emerging Museum Professional Committee, Nominating Committee.

B. The Nominating Committee shall be chaired by a member of the Board of Directors who is not in an Officer position. The Nominating Committee Chair will select two individuals from the general membership to perform the function of Board nominations. The Nominating Committee will set a schedule for board nominations and develop a slate of Directors and Officers from the applicant pool leading up to the Annual Meeting.

### **Section 2. – Committee Chairs**

The Board of Directors shall appoint Chairs of Standing Committees from the Board or Membership for the following committees: Membership, Programming, Marketing, Emerging Museum Professionals and Nominating. The Board may also establish ad-hoc committees and appoint Chairs as deemed necessary to conduct the business of the Corporation.

### **Section 3. – Committee Members**

Committee Chairs shall invite appropriate individuals to participate in these committees. Aside from the Committee Chair, the Committee Members are not members of the Board of Directors. Additional Members of the Board may serve on Committees of their choosing.

### **Section 4. – President**

The President or her or his designee will serve as ex-officio member of all committees of the Corporation.

### **Section 5. – Committee Reports**

Each Committee Chair will present a report on committee activities during board meetings and meetings of the general membership.

## **ARTICLE VIII – FISCAL YEAR**

The Fiscal Year of the Corporation shall be July 1 to June 30

## **ARTICLE IX – CORPORATION ACTIVITIES**

### **Section 1. – Membership Types**

#### **A. Institutional Membership**

1. Any museum, garden, historic site, or cultural organization within the Geographical Boundaries is eligible for an Institutional Membership. Additionally, the Board of Directors may decide to permit

organizations that fall outside the aforementioned types based on their direct involvement with the cultural sector or creative economy.

2. All individuals on an Institutional Membership will have voting privileges at the Annual Meeting of the Corporation, and other general assembly meetings as determined by the Board of Directors. Voting privileges do not extend to Board of Directors meetings.

#### B. Individual Membership

1. Any individual who works or volunteers with a museum, garden, historic site, cultural organization, or as a member of the cultural sector or creative economy is eligible for membership.

2. Each Individual Member will have voting privileges at the Annual Meeting of the Corporation, and other general assembly meetings as determined by the Board of Directors. Voting privileges do not extend to Board of Directors meetings.

3. Individual Members are not to use the Corporation strictly for personal gain, marketing of their services, or to solicit from other members in such manners that disrupt member enjoyment of Corporation programs and events. Violation will result in cancellation of membership.

#### C. Student Membership

Any current student of an accredited Museum Studies, Museum Leadership, Arts Administration, Public History, or similarly focused education program as recognized by the Membership Committee may apply for a Student Membership. Each Student Member will have voting privileges at the Annual Meeting of the Corporation, and other general assembly meetings as determined by the Board of Directors. Voting privileges do not extend to Board of Directors meetings.

#### D. Honorary Member

Past or retired members from an institution may be chosen by the Corporations Board of Directors as “Honorary Members.” Such individuals shall be non-voting, but shall be entitled to such privileges as the Board of Directors shall determine from time to time.

### Section 2. – Dues

All members shall pay such annual dues as determined by the Board of Directors of the Corporation. Honorary Members will be exempt from dues unless determined otherwise by the Board of Directors.

### Section 3. – Termination of Membership

A. Any institution or member may resign from the Corporation for any reason simply by notifying the Corporation of such resignation.

B. Any institution or member may be terminated from membership for failure to pay dues, fees, or assessments levied by the Corporation.

C. Upon resignation or termination of any member, all dues or fees paid for the fiscal year in which such resignation or termination occurs shall remain the property of the Corporation unless otherwise determined by the Board of Directors.

## **ARTICLE X – DISSOLUTION**

### **Section 1. – Process**

The process for dissolution of the Corporation shall be as follows: any voting member of the Corporation must make a formal motion supporting dissolution to the general membership present at any general membership meeting. The Secretary of the Corporation shall then notify all members through modern communication methods of the motion and of the time and location of the vote upon the motion not less than twenty (20) days prior to the next scheduled general membership meeting. At that meeting, a formal vote upon the motion for dissolution shall be taken.

### **Section 2. – After Dissolution**

Upon its dissolution, the Corporation shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to one or more organizations, which shall be chosen by the Board of Directors at the time of dissolution; provided, however, that any such transferee organization(s) shall have been determined by the Internal Revenue Service to be described in Section 501(c)3 of the Internal revenue codes, as amended, or any successors provision thereof.

## **ARTICLE XI – AMENDMENTS**

These Bylaws may be amended or repealed, and new Bylaws adopted, by vote of two-thirds of the Board of Directors present at any regular Board meeting. Any changes to be acted upon shall first have been submitted to each Director and Officer through modern communication methods not less than twenty (20) days prior to the vote.

## **ARTICLE XII – INDEMNIFICATION**

### **Section 1. – Liability**

Unless expressly disallowed by law, the Board of Directors of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, unless:

1. The Board Member has breached or failed to perform the duties of her or his office under Chapter 57, Subchapter B of Title 15 of Pennsylvania Consolidated Statutes Annotated (relating to fiduciary duty); and
2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

### **Section 2. – Indemnification**

A. Except for self-dealing, willful misconduct or recklessness, or unless expressly disallowed by laws, the Corporation hereby indemnifies any person who was or is a party or is threatened to be made party to any threatened, pending or completed action, suit or proceeding (including actions by or in right of the Corporation to procure judgment in its favor) by reason of the fact that the person is or was a Board member, officer, agent, employee, or any other person who is or was a representative of the Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding.