

THE MEMBER BYLAWS OF THE ARKANSAS MUSEUMS ASSOCIATION, INCORPORATED

Proposed 2016

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**BYLAWS OF
THE ARKANSAS MUSEUMS ASSOCIATION, INCORPORATED**

**ARTICLE 1
OFFICES**

SECTION 1 PRINCIPAL OFFICE

The principal office of the corporation is located at 503 East 9th Street, Little Rock, Pulaski County, Arkansas.

SECTION 2 CHANGE OF ADDRESS

The Board of Directors [“the Board”] may change the principal office, mailing address, or archives location from one location to another within Arkansas by noting the changed address and effective date at Appendix B. Such changes of address shall not be deemed, nor require, an amendment of the Bylaws.

**ARTICLE 2
NONPROFIT PURPOSES**

SECTION 1 IRS SECTION 501 (c) (3) PURPOSES

This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code. See Article 10 for the provisions of Section 501(c)(3).

SECTION 2 SPECIFIC OBJECTIVES AND PURPOSES

- a. To promote professional standards in Arkansas museums.
- b. To encourage interaction and cooperation among museums, related institutions, and persons affiliated with them.
- c. To develop public support for and interest in Arkansas museums.

**ARTICLE 3
MEMBER ELIGIBILITY, CLASSES OF MEMBERSHIP, VOTING PRIVILEGES, AND ELIGIBILITY
FOR AWARDS AND SCHOLARSHIPS**

SECTION 1 DETERMINATION AND RIGHTS OF MEMBERS

- a. For the purposes of these bylaws, a museum must meet the definition contained in the United States Code as interpreted by the Institute of Museum and Library Services (see Appendix C).
- b. The corporation shall have the following classes of membership.
 - (1) Individual members. Open to individuals employed by a museum located in Arkansas or to volunteers or board members serving such a museum.
 - (2) Institutional members. Open to Arkansas museums.
 - (3) Associate members. Open to out-of-state individuals and museums, individuals not associated with a museum, and other corporations/institutions that are not museums. Associate memberships shall be subject to approval of the Board.
- c. Individual members shall be entitled to one vote in all matters that come before the membership at a regular or special meeting of the members. Members must be present to vote and may not give their proxy. Individual members shall be entitled to such scholarships as may be awarded by the corporation and may compete for any awards presented by the corporation.

d. Institutional members shall be entitled to representation by a number of individuals depending on the level of their membership as set by the Board. Each of these individuals shall be entitled to one vote in all matters that come before the membership at a regular or special meeting of the members. Members must be present to vote and may not give their proxy. These individuals shall be entitled to such scholarships as may be awarded by the corporation and may compete for any awards presented by the corporation. The institutions may compete for any institutional awards presented by the corporation.

e. Associate members shall be entitled to one vote per individual/institution/corporation in all matters that come before the membership at a regular or special meeting of the members. Members must be present to vote and may not give their proxy. Associate members shall not be entitled to such scholarships as may be awarded by the corporation and shall not compete for any awards presented by the corporation.

f. See Article 9, Section 3 for members' right to inspect corporation records.

SECTION 2 DUES STRUCTURE

Annual dues and the membership year shall be proposed by the Board and approved by a majority of the members present at any regular or special meeting of the members. The dues shall be effective for the next membership year.

SECTION 3 MEMBERSHIP MANAGEMENT

a. The Membership Director of the corporation shall be responsible for collection of dues. Records maintained at the principal office shall establish the record of each member as to current status.

b. The membership of any member shall terminate upon failure to pay annual dues to the corporation. All rights of a member in the corporation shall cease upon termination of membership.

SECTION 4 NONTRANSFERABILITY OF MEMBERSHIP

No individual member may transfer a membership or any right arising therefrom. All rights of membership shall cease upon a member's death. However, institutions may change their designated representatives.

SECTION 5 NONLIABILITY OF MEMBERS

A member of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE 4

MEETINGS OF MEMBERS

SECTION 1 REGULAR MEETINGS

a. An annual business meeting shall be held each year at a time and place of the Board's choosing. In no case shall the meeting be fewer than nine months nor more than fifteen months from the last annual business meeting.

b. The business of the corporation which has come before the membership and Board shall be conducted at regular annual business meetings. The membership shall, in even-numbered years, elect members of the Board pursuant to Article 5, Section 2, and shall, in odd-numbered years, elect officers in accordance with Article 6, Section 3.

c. Announcement of the time, date, and location shall be made at least sixty (60) days prior to the annual meeting.

d. The President, Secretary, and Communications Director coordinate to distribute meetings notices.

SECTION 2 SPECIAL MEETINGS

- a. Special meetings of the membership may be called by the President with concurrence of at least one-half ($1/2$) of the members of the Board, or by a petition signed by at least one-half ($1/2$) of the current members of the corporation.
- b. Announcement of the time date, place and agenda items to be acted upon shall be made at least two (2) weeks prior to the special meeting. No other items shall be acted on at a special meeting.
- c. The President, Secretary, and Communications Director coordinate to distribute meetings notices.

SECTION 3 QUORUM FOR MEETINGS

A quorum shall be deemed present if 10% of votes entitled are present at the annual corporation business meeting or at any special meeting.

SECTION 4 MAJORITY ACTION AS MEMBERSHIP ACTION

- a. Every action taken or decision made by a majority of voting members present at a duly held meeting of the members shall be the action or decision of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.
- b. Each member entitled to vote may cast one vote on each matter submitted to a vote by members. Voting at meetings shall be by voice vote, unless the President shall direct a show of hands or a written ballot or unless otherwise outlined in these Bylaws.

SECTION 5 CONDUCT OF MEETINGS

- a. Meetings of members shall be presided over by the President. In absence of the President, the succession pursuant to Article 5, Section 12(a), shall apply. If no officers are present, the members present shall select a president pro tem to conduct the meeting. The president pro tem shall appoint a secretary pro tem to take and publish minutes of the meeting.
- b. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or provisions of law.
- c. Should at least 75% of the Board determine that extraordinary circumstances warrant a vote on an issue by the membership outside the context of the annual meeting and deem a special meeting not feasible, the issue may be submitted to the membership by electronic mail with the response submitted by electronic mail to all board members. The results of the vote shall be tabulated based on the majority of the votes received, provided at least one-third of the membership at the time of the vote responds.

ARTICLE 5 **DIRECTORS**

SECTION 1 QUALIFICATION AND SELECTION

- a. Directors of this corporation shall be selected from current members of the corporation.
- b. The composition of the Board is listed in Appendix A. The Board may change Appendix A to conform to future needs and requirements of the corporation, and such changes shall not be deemed, nor require, an amendment of these Bylaws.

SECTION 2 ELECTION OF DIRECTORS

a. Directors, other than the officers of the corporation, Presidential appointees, and the immediate Past-President, as listed in Appendix A, shall be elected for a term of two (2) years in an election held at the annual business meeting in even-numbered years.

b. A call for nominations for the position of Director shall be made by the chair of the nominating committee at least 90 days before the annual meeting.

c. The nominating committee is charged with creating a slate of nominees. The chair of the nominating committee shall publish the slate of nominees as approved by the board and make it available to the general membership at the annual meeting. Additional nominations shall be called for and accepted from the floor at the annual meeting. During the annual meeting of the corporation, in even-numbered years, this slate of Directors shall be elected by the members in attendance. If nominations are made from the floor, an election by those present shall be conducted for each position where there are multiple nominees. Elections shall be conducted by the following process:

(1) If there are more than two nominees for any position, a preliminary election shall be held, with the deciding election held between the top two finishers.

(2) The vote shall be conducted by paper ballot.

(3) All members of the nominating committee shall be responsible for counting the votes. If a member cannot attend the annual meeting they must inform the Vice-president of their delegated substitute prior to the annual meeting.

(4) Any member of the nominating committee that becomes a nominee will be excused from the committee and replaced.

d. There shall be no limit to the total number of terms a Director may serve, however, Directors may serve no more than three terms in succession. Terms served in other board positions do not count against this limitation, nor does a partial term served after filling a vacancy.

SECTION 3 SUCCESSION AND RESIGNATION OF DIRECTORS

a. Directors may resign at any time for personal or business reasons.

b. When a vacancy occurs in an elected Director position, the President, at the next Board meeting, shall announce the resignation and ask the Board to nominate individuals from the membership of the corporation to serve as a replacement. The nominated individual or individuals shall be elected to serve the unexpired term by a majority vote of the Board.

SECTION 4 POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the membership of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

SECTION 5 DUTIES AND RESPONSIBILITIES

a. Directors shall:

(1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.

(2) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of all agents and employees of the corporation.

(3) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed in accordance with established policy and procedure which has or may be announced.

(4) Meet at such times and places as required by these Bylaws.

(5) Register their email address with the Secretary of the corporation; notices of meetings e-mailed to them at this address shall be valid notices thereof.

b. The Membership Director shall maintain a membership record containing the name, mailing address, and email address of all current members. The Membership Director shall provide a list of all members at the end of each fiscal year for inclusion in the corporate records.

c. The Communications Director shall prepare the newsletter for electronic publication from time to time.

SECTION 6 COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to Directors for unusual expenses incurred in the line of the performance of their duties as directed by the President and approved by a majority of the Board.

SECTION 7 PLACE OF MEETINGS

Meetings shall be held at a place as may be designated from time to time at the discretion of the President.

SECTION 8 MEETINGS OF THE BOARD OF DIRECTORS

a. Regular meetings of the Board shall be held at the call of the President.

b. Special meetings of the Board may be called by the President or by one-third ($\frac{1}{3}$) of the Board. Special meetings shall have a limited agenda, announced with the call of the meeting, and additional items shall not be acted on at the special meeting.

c. Board members are allowed to attend meetings via telecommunications and are deemed to be present provided all participants may simultaneously hear each other during the meeting.

SECTION 9 NOTICE OF MEETINGS

a. One month's notice shall be given prior to all regularly scheduled meetings of the Board.

b. No less than two days' notice of each special meeting of the Board shall be given to each Director. The notice shall state the place, date, and time of the proposed meeting, and the agenda items to be acted upon.

c. The President and Communications Director coordinate to distribute meetings notices.

SECTION 10 BOARD OF DIRECTORS MEETING QUORUM

a. A quorum for regular or special meetings of the Board shall consist of a more than half of the members of the Board, provided at least one officer of the corporation is present and more than half of the districts are represented.

b. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present. The only motion which the Chair may entertain at such a meeting shall be a motion to adjourn.

SECTION 11 MAJORITY ACTION AS BOARD ACTION

Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present, shall be the action or decision of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law specify different voting margins.

SECTION 12 CONDUCT OF MEETINGS

a. Meetings of the Board shall be presided over by the President of the corporation. In the absence of the President, the order of succession shall be as follows to preside: Vice President, Past President, Secretary, Treasurer. If all officers are absent, a quorum does not exist (see Section 10 of this article).

b. The Secretary of the corporation shall act as secretary of all meetings of the Board. In absence of this officer, the presiding officer shall appoint another person to act as secretary of the meeting.

c. Attendance: Directors missing three (3) consecutive meetings, without providing reasonable cause such as illness, shall be considered to have tendered their resignation.

d. Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or provisions of law.

SECTION 13 NONLIABILITY FOR DIRECTORS

Directors shall not be personally liable for the debts, liabilities, or other obligations of this corporation.

SECTION 14 INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Officers and Directors of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

ARTICLE 6 **OFFICERS**

SECTION 1 DESIGNATION OF OFFICERS

a. The Officers of this corporation shall consist of a President, Vice President, Past President, Secretary, and Treasurer.

b. The Vice President shall also be the President-Elect, unless the Vice President took office under the provisions of Section 4(c) of this Article.

SECTION 2 QUALIFICATIONS TO SERVE AS AN OFFICER

All current individual members of the corporation and individuals who have a membership through an institutional membership are eligible to serve in an officer position, provided they have been a member of the corporation for a period of at least twelve (12) months immediately preceding the election.

SECTION 3 ELECTION AND TERM OF OFFICE

a. Officers of the corporation shall be elected for a term of two (2) years in an election held at the annual business meeting in odd-numbered years. The Vice President shall automatically assume the office of President, unless the Vice President took office under the provisions of Section 4(c) of this Article.

b. A call for nominations for the positions of Vice President, Secretary, and Treasurer shall be made by the chair of the nominating committee at least ninety (90) days before the annual meeting. If the Vice President took office under the provisions of Section 4(c) of this Article, the call for nominations shall include a call for nominations for the office of President. The sitting Vice President shall be eligible for nomination.

c. The nominating committee is charged with creating a slate of nominees. The chair of the nominating committee shall publish the slate of nominees as approved by the board and make it available to the general membership at the annual meeting. Additional nominations shall be called for and accepted from the floor at the annual meeting. During the annual meeting of the corporation, in odd-numbered years, this slate of officers shall be elected by the members in attendance. If nominations are made from the floor, an election by those present shall be

conducted for each position where there are multiple nominees. Elections shall be conducted by the following process:

- (1) If there are more than two nominees for any position, a preliminary election shall be held, with the deciding election held between the top two finishers.
- (2) The vote shall be conducted by paper ballot.
- (3) All members of the nominating committee shall be responsible for counting the votes. If a member cannot attend the annual meeting they must inform the Vice-president of their delegated substitute prior to the annual meeting.
- (4) Any member of the nominating committee that becomes a nominee will be excused from the committee and replaced.

d. If a sitting Director is elected as an officer of the corporation, their position shall be filled as stated in Article 5, Section 3.

e. The President and Vice President are limited to two two-year terms. The Secretary and Treasurer are limited to three two-year terms in succession. Terms served in other board positions do not count against this limitation, nor does a partial term served after filling a vacancy.

SECTION 4 RESIGNATION OF OFFICERS

a. Officers may resign at any time for personal or business reasons.

b. Should the President resign, the Vice President shall become the President and serve the remainder of the term, as well as the term following.

c. For other officer resignations, including the Vice President becoming the President, the President of the corporation, at the next Board meeting, shall announce the resignation and ask for the Board to nominate individuals from the membership of the corporation to serve as a replacement. The nominated individual or individuals shall be elected to serve the unexpired term by a majority vote of the Board at the next scheduled Board meeting. Should a sitting director be elected to fill an unexpired term as an officer of the corporation, that vacancy shall be filled as described in Article 5, Section 3. The Vice President elected in this manner shall not be the President-elect.

SECTION 5 DUTIES OF OFFICERS

a. The President shall preside at all meetings of the Board and the general membership. He or she shall perform all duties incident with the office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be prescribed from time to time by the Board.

b. In absence of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions on the President. The Vice President shall have other powers and perform other duties as may be required by law, the Articles of Incorporation, these bylaws, or the Board.

c. In absence of the President and the Vice President, the Past President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions on the President. The Past President shall have other powers and perform other duties as may be required by law, the Articles of Incorporation, these Bylaws, or the Board.

d. In absence of the President, the Vice President, and the Past President, the Secretary shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions on the President. The Secretary shall have other powers and perform other duties as may be required by law, the Articles of Incorporation, these Bylaws, or the Board. As Secretary, the incumbent shall:

(1) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

(2) Keep at the principal office of the corporation the minutes of all meetings of the Directors, committees, and the general membership. The record should include the date and place of such meeting, identity of participants, and an account of the proceedings.

(3) Coordinates with the President and Communications Director to see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(4) Be custodian of the records and, as authorized by law or the provisions of these Bylaws, execute documents of the corporation.

(5) Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership roster, and the minutes of the proceedings of the Directors and membership of the corporation.

(6) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned to him or her from time to time by the Board.

e. In absence of the President, the Vice President, Past President, and the Secretary, the Treasurer shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Treasurer shall have other powers and perform other duties as may be required by law, the Articles of Incorporation, these Bylaws, or the Board. As Treasurer, the incumbent shall:

(1) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board.

(2) Receive and give receipt for moneys due and payable to the corporation from any source whatsoever.

(3) Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board.

(4) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(5) Exhibit at all reasonable times the books or account and financial records to any Director of the corporation, or to his or her agent or attorney on request thereof.

(6) Render to the President and Directors a comprehensive account of all transactions and of the financial condition of the corporation each board meeting.

(7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(8) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned from time to time by the Board.

f. All officers shall:

(1) Meet at such times and places as required by these Bylaws.

(2) Register their email address with the Secretary of the corporation; notices of meetings e-mailed to them at this address shall be valid notices thereof.

SECTION 6 COMPENSATION

The officers of this corporation may be entitled to compensation as a Director of the corporation as defined in Article 5, Section 6, of these Bylaws when such compensation is deemed to be conducive to effective management and direction of the corporation's business. This decision is reserved to the Board.

ARTICLE 7 **COMMITTEES**

SECTION 1 STANDING COMMITTEES

The Association shall have the following standing committees:

- a. Membership. This committee shall be chaired by the Membership Director.
- b. Nominations. This committee shall be chaired by the Vice President.
- c. Awards. This committee chair shall be appointed by the President.
- d. Scholarships. This committee shall be chaired by the Treasurer.
- e. Governance. This committee chair shall be appointed by the President.
- f. Endowment. This committee chair shall be appointed by the President.

SECTION 2 OTHER COMMITTEES

The Board shall have such other committees as from time to time may be required. These committees may consist of persons who are not members of the Board and who shall act in an advisory role to the Board. The President shall appoint chairs of these committees.

SECTION 3 COMMITTEE MEETINGS

Committees are allowed to meet via telecommunications and members are deemed to be present provided all participants may simultaneously hear each other during the meeting.

ARTICLE 8 **EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

SECTION 1 EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific purposes. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer. The Board may from time to time issue rules and regulations on the need for countersigning of documents.

SECTION 3 DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE 9 **CORPORATE RECORDS AND REPORTS**

SECTION 1 MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- a. Minutes of all meetings of Directors, committees of the Board, and meetings of members. These minutes shall specify the time and place of such meetings, identity of those present, and proceedings thereof.
- b. Adequate and accurate books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- c. A record of its members, indicating their names and addresses.
- d. A copy of the corporation's Articles of Incorporation and Bylaws as amended, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

SECTION 2 DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 3 MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights for any purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names and voting rights, at reasonable times, upon written demand to the Secretary of the corporation, which demand shall state the purpose for which inspection rights are requested.
- b. To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge to the Secretary of the corporation, a list of the names and voting rights of those members entitled to vote for the election of Officers and Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member, subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- c. Upon delivery of such a list as described in a. and b. above, the recipient member shall be required to certify that the information provided shall not be given to any unauthorized third party and shall not be used for any political or commercial exploitation.
- d. To inspect at any reasonable time, the books, records, minutes, or proceedings of the members or of the Board or committees of the Board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.
- e. Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 5 PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to the principal office or to the members of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 10
PROVISIONS OF IRC 501(c)(3)

SECTION 1 LIMITATIONS ON MEMBERSHIP

Membership in the corporation shall be limited to Arkansas museums and their employees, volunteers, and board members and such other interested corporations, institutions, and persons who shall apply to and be approved for membership by the Board of the corporation.

SECTION 2 PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, the members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3 DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a successor corporation, or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the state or a local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4 OTHER

In any taxable year the corporation:

- a. Shall distribute its income for said period at such time and manner as to not subject it to tax under Section 4942 of the Internal Revenue Code.
- b. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
- c. Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
- d. Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code.
- e. Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 11
ELECTRONIC MAIL AS PRIMARY MEANS OF COMMUNICATION

The primary means of communication with members shall be by electronic mail, sent to the address on file with the Membership Director.

ARTICLE 12
CONSTRUCTION AND TERMS

a. If there shall be any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

b. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

c. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with the Secretary of State's office of this state and used to establish the legal existence of this corporation.

d. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 13
AMENDMENT OF BYLAWS

Subject to the power of the membership of this corporation to adopt, amend, or repeal the Bylaws of the corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any one or more of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board.

APPENDIX A - REPRESENTATION ON THE BOARD OF DIRECTORS.

- a. The Board of Directors shall consist of the following:
 - (1) President
 - (2) Vice President
 - (3) Corporation Secretary
 - (4) Corporation Treasurer
 - (5) Immediate Past President
 - (6) Membership Director
 - (7) Communications Director
 - (8) Eight District Representatives, two per district.

- b. The Board may modify the makeup of the Board to conform with the needs of the corporation as deemed necessary.

- c. The President shall appoint the Membership Director and the Communications Director.

APPENDIX B – ASSOCIATION ADDRESSES

- a. Principal - 503 East 9th Street, Little Rock, AR 72202
- b. Mailing address – PO Box 3292 Little Rock, AR 72203-3292
- c. Archives - UALR Center for Arkansas History and Culture, 401 President Clinton Avenue, Suite 202, Little Rock, AR 72201

APPENDIX C – MUSEUM DEFINED

United States Code - Title 20, Chapter 72, Sub-chapter III, paragraph 9172(1) - https://www.ims.gov/sites/default/files/mlsa_2010_asamended.pdf

“The term “museum” means a public or private nonprofit agency or institution organized on a permanent basis for essentially educational or aesthetic purposes, that utilizes a professional staff, owns or utilizes tangible objects, cares for the tangible objects, and exhibits the tangible objects to the public on a regular basis. Such term includes museums that have tangible and digital collections and includes aquariums, arboretums, botanical gardens, art museums, children’s museums, general museums, historic houses and sites, history museums, nature centers, natural history and anthropology museums, planetariums, science and technology centers, specialized museums, and zoological parks.”

IMLS goes on to clarify some of the terms (<https://www.ims.gov/grants/apply-grant/eligibility-criteria>):

“An institution uses a professional staff if it employs at least one professional staff member, or the fulltime equivalent, whether paid or unpaid, primarily engaged in the acquisition, care, or exhibition to the public of objects owned or used by the institution.

An institution exhibits objects to the general public if such exhibition is a primary purpose of the institution. An institution which exhibits objects to the general public for at least 120 days a year shall be deemed to exhibit objects to the general public on a regular basis.

An organization which exhibits objects by appointment may meet the requirement to exhibit objects to the general public on a regular basis, if it can establish, in light of the facts under all the relevant circumstances, that this method of exhibition does not unreasonably restrict the accessibility of the institution's exhibits to the general public.

An institution that does not have as a primary purpose the exhibition of objects to the general public but that can demonstrate that it exhibits objects to the general public on a regular basis as a significant, separate, distinct, and continuing portion of its activities, and that it otherwise meets the museum eligibility requirements, may be determined to be eligible as a museum under these guidelines.

A museum located within a parent organization that is a state or local government or multipurpose non-profit entity, such as a municipality, university, historical society, foundation, or cultural center, may apply on its own behalf, if the museum: (1) is able to independently fulfill all the eligibility requirements listed above; (2) functions as a discrete unit within the parent organization; (3) has its own fully segregated and itemized operating budget; and (4) has the authority to make the application on its own. When any of the last three conditions cannot be met, a museum may apply through its parent organization.”