



# TEXAS ASSOCIATION OF MUSEUMS

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## 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 a determination letter issued in August 1977.

### ARTICLE II

Mission, Vision, and Core Values

**Mission:** The Texas Association of Museums strengthens Texas museums by educating on best practices, advocating for the field, and recognizing excellence among its members.

**Vision:** The Texas Association of Museums aspires to set the standard among regional associations by fostering an inclusive, professional environment for museums to develop high-quality, relevant programming, well-equipped staff, and a strong infrastructure through which they inspire and transform their audiences.

**Core Values:** TAM members

- **Lead** by example in our cultural communities.
- Continue to **grow** in understanding racism's legacies, be aware of our biases, and practice antiracist behavior.
- **Promote** professional development opportunities for all career levels.
- **Innovate** and **inspire** through member collaborations.
- Build **awareness** of the value of science, technology, art, history, and culture while striving for accuracy.
- **Support** advocacy efforts on behalf of Texas museums.

### ARTICLE III

Membership

Section 1. Membership of individuals, institutions, academic organizations, and businesses shall be of such categories and such dues rates as shall be established by the Council. Members in good standing are defined as members with annual dues current, in support of the Texas Association of Museums Core Values Statement, Texas Association of Museums Event Code of Conduct, as well as diversity, equity, accessibility, and inclusion

practices in the museum field. Members in good standing are permitted to highlight their Association affiliation on their website and physical site, using approved Texas Association of Museums graphic identity, provided by the Association staff.

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. A museum is also defined as a nature center, science-technology center, zoo, arboretum, aquarium, planetarium, historic site, business, university or college, library, archive, 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 IV Management

##### and Governance

Section 1. Governance of the affairs of the Association shall be vested in a Council comprised of duly elected volunteers 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. 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, as well as on the Association website and available on request.

Section 4. The day-to-day management of the Association shall be vested in the Executive Director and any Association staff or contractor(s) the Executive Director sees fit to support the Association, pending Council and/or budget oversight. Its duties shall be as defined in the By-Laws.

#### ARTICLE V

##### Meetings

Section 1. There shall be at least one Annual Business Meeting of the Association each calendar year, as outlined in TAM By-laws, Article V. Annual conferences and Annual 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 TAM By-laws, Article V. A minimum of four Council meetings shall be held annually. The President shall have authority to call for additional meetings with the full Council or Councilmembers to address issues of importance to the Association. Association meetings may be virtual and/or in-person. Meeting minutes shall be available to all members on the Association website, or upon request.

#### 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, 1108 Lavaca St. Ste 110 #626, Austin, TX 78701

## BY-LAWS

### of the

TEXAS ASSOCIATION OF MUSEUMS, Inc.

(Proposed Amendment Draft 2021)

## 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, as defined in the TAM Constitution, Article III, Section 1, may be elected to or hold office on the Council.

Section 4. Each individual member, individual institutional designee, individual academic designee, and individual business member of the Association is entitled to one vote on matters brought before a duly constituted meeting and in elections.

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 of Annual Conference Program Committee, Vice-President for Development, Vice-President for Special Initiatives, Vice-President of IDEA (Inclusivity, Diversity, Equity, and Accessibility), Secretary, Treasurer, and immediate Past-President.

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. Membership of the Association, as defined in the TAM By-laws, Article I, Section 4, shall elect the officers by the slate 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. In their absence at an Association meeting, the President shall designate an Officer to preside over the meeting. Should the office of the President be vacated, the Executive Committee will determine within a 90-day timeframe the Officer best suited to fill the vacancy.
- B. The Vice-President of Annual Conference Program Committee, also known as the Vice-President for Programs, working in close collaboration with the Local Host Committee, shall chair the standing committee responsible for the educational content and sessions for the Annual Conference, as well as cooperate with TAM staff in maintaining such other groups or educational content apart from the Annual Conference as the President may direct.
- 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 Initiatives shall be responsible for projects and initiatives deemed necessary by the vision of the President, and in cooperation with TAM Council to establish priorities on the said projects and initiatives. The Vice-President for Special Initiatives shall chair any ad-hoc committees created by the President in association with these projects and initiatives.
- E. During their term, the Secretary shall be responsible for keeping the minutes of all duly constituted Business meetings, and shall maintain and file all records pertaining to the Association with TAM staff. The Secretary shall work with the Treasurer for the development and presentation of the annual report of the Council to the membership.
- F. The Treasurer shall work closely with the Executive Director in overseeing weekly and monthly deposits and expenditures, and reports quarterly to the TAM Council on the financial standing of the Association and annually to the membership. On behalf of the Council, the Treasurer approves the annual audit and the Federal tax returns of the Association as arranged by the Executive Director, and submission for consideration of the annual budget.
- G. Immediately following a person's term as President, such person shall serve for a period of two years without the need to stand for re-election so that such person can serve as immediate Past-President. The

immediate Past-President shall serve as chair of the Nominating Committee and appoint and coordinate the members and meetings of the Nominating Committee as outlined in Article VII: Nominations and Elections to Council. The immediate Past-President will ensure the appropriate succession of Officers and Directors as well as continuity during governance transitions and organizational change, provide historical context for issues, provide counsel and assistance to the President, and perform special assignments and such other duties as the President or Board may authorize and determine.

H. The Vice-President of IDEA shall work with Council and Standing Committees to help promote and advocate for matters related to inclusion, diversity, equity, and access within TAM.

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. Should the position of any Officer become vacant, the Executive Committee will determine within a 90-day timeframe the Officer, Councilor-at-Large, or TAM member best suited to fill the vacancy.

## ARTICLE IV

### Council

Section 1. The Council shall be composed of eight officers and eight members-at-large. These sixteen 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 having served one full term 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 and Section 4 of this Article.

Section 5. A Councilor-at-Large may be elected to an office and continue their 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, as defined in the TAM Constitution, Article III, Section 1.

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 the Council.

Section 8. A quorum of the Council shall consist of any eight elected voting members of the 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 Request for Proposals by interested entities, jurisdictions, and members to host the Annual Conference in their city.

Section 3. A quorum at a Business meeting shall consist of five percent of the voting membership, and must consist of any eight elected voting members of the Council, at least three of whom must be an officer.

## 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, Vice-President of IDEA, 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 with a quorum of Councilmembers present as defined in the TAM By-laws, Article IV, Section 8, 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. Five 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 immediate Past-President as chair, at least one outgoing Councilmember not eligible for re-election, and representatives from the general membership of the Association. The general membership representatives shall be recommended by the Council at the first Council meeting following the Annual meeting. The Nominating Committee shall present the slate of candidates for Officers and Councilors-at-Large to the Council at the 3rd Quarter Council meeting, or no later than three months prior to the start date of the terms to be filled by nominees (e.g., if the nominees are standing for election for terms that begin on March 1, then the Nominating Committee shall report the slate no later than December 1 of the previous year).

Section 2. The Nominating Committee's slate shall develop a slate of nominees for Officers and Councilors-at-Large which represents the diversity of its member institutions, disciplines, identities, and regions.

Section 3. The Nominating Committee shall provide four candidates for the four vacant Councilor-at-Large positions to be voted on as a slate by TAM membership. Members in good standing will have the opportunity to vote in favor or against the slate as a whole.

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

Section 5. Election of Officers and Councilors-at-Large shall be by digital ballot. Announcements of the Slate to be voted upon will be made no later than two months prior to the start date of the terms to be filled by nominees (e.g., if the nominees are standing for election for terms to begin on March 1, then the announcement of the Slate shall be made available no later than January 1 of the same year). Ballots and the portal for digital voting for the Slate will be sent to members and open for receiving votes no later than 30 days prior to March 1. 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. Each individual member will have one vote; each institutional member will have one vote. 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 digitally through the TAM website, newsletters, and social media posts. New Officers and Councilors-at-Large shall take office on March 1.

## ARTICLE VIII

### Standing Committees

Section 1. There shall be the following standing committees of the Association: Nominating, Long Range Initiatives, Membership, Development, Annual Meeting Program, and IDEA (Inclusivity, Diversity, Equity, and Accessibility).

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, and those committees as defined in the TAM By-laws, Article III, Section 3, and Article VII, Sections 2, 3, and 4. The President shall charge each committee with its specific duties.

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 members in good standing of the Association, as defined in the TAM Constitution, Article III, Section 1.

## ARTICLE IX

### Affinity Groups, Regional Associations, and Special Task Force Appointments

#### 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 chairperson and additional officers as needed to lead its activities. Representatives of each Affinity Group may be asked by the Council to give input from its membership on policy considerations. Affinity Group representatives shall be ex-officio and non-voting members of the Council, and report on activities to the Council at quarterly meetings.

Section 7. Affinity Groups may have their own social media accounts, which will adhere to the same professional considerations that govern the Association.

#### 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 Task Force Appointment

Section 1. The President may appoint such special Task Force Appointments as necessary.

Section 2. The Chair of a special Task Force need not be members of the Council, but must be individual members in good standing of the Association. The Chair of a special Task Force may appoint any number of committee members. The Chair of a special Task Force shall be a member of the Council serving ex-officio. Their term 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, programming, 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 the Council will activate a Search and Selection Task Force 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.

Section 5. The Executive Director, with the Council's approval, may hire staff and consultants to develop, coordinate, and implement the initiatives of the Council.

## 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 and subject to comment 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.

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April, 2014

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April, 2021

February, 2022