



BY-LAWS

ARTICLE I. Name and Purpose

1. *Name:* The name of the Association shall be *Oregon Museums Association*; it may also be referred to as *OMA*.
2. *Purpose:* The Association shall be organized exclusively for education and charitable purposes that encourage and serve Oregon's museums and museum workers. It will provide opportunities to meet and confer with colleagues, and educational programs to enhance knowledge and skills. It will advance generally accepted standards of the profession, and provide advocacy and promotion for Oregon's museums.

ARTICLE II. Definitions

1. *Museum:* Any permanent institution that conserves and displays for purposes of study, education, and enjoyment collection of objects of cultural or scientific significance. The facility may or may not be managed by museum professionals.

ARTICLE III. Membership

1. *Classes & Qualifications:* New members may join the Association at any time by paying such membership fees and other assessments as directed by a majority vote of the Board of Directors. Members shall have privileges as directed by a majority vote of the Board of Directors.
2. *Voting:* The right to vote in Association affairs shall be vested in all members in good standing (having paid the current year's dues). Each member shall be entitled to one vote for the Board of Directors, Officers of the Association, and on any other matters referred by the Board of Directors to the Membership.
3. *Dues:* The amount of dues required for each class of membership shall be determined by a majority vote of the Board of Directors.
4. *Annual Meeting:* An Annual Meeting of Association Members shall commence yearly at a date and place determined by the Board of Directors at least two month prior to the date on which the meeting is to convene.
5. *Special Meetings:* A Special Meeting of Association Members may be called by the Board of Directors at such time and place as the Board may determine. A petition signed by at least seven Association Members shall also require the Board of Directors to convene a Special Meeting. Members shall receive notice of a Special Meeting at least one month prior to its date. The notice shall state the business to be transacted thereat.

6. *Notice of Meeting:* Notice of all meetings of the Membership shall be given to each Member by written notice at least seven days before the meeting. The notice shall state the meeting date, time, place, and agenda.
7. *Quorum:* A quorum at any meeting of the membership shall consist of seven Association Members present.
8. *Proxy Voting:* No proxies shall be made for any motion.
9. *Inspection of Records:* Provided they make a request of the Secretary or Treasurer, the membership is entitled to inspect the books and records of the Association at any time.
10. *Suspension & Termination of Membership:* The Board of Directors, by the vote of a majority of all members of the Board may suspend or expel any member for cause. Any Member of the Association who is suspended by a vote of the Board of Directors shall remain so until reinstated by the vote of a majority of all members of the Board of Directors entitled to vote thereon. During any period of suspension a member shall not be entitled to exercise the rights and privileges of membership.
11. *Transfer of Membership:* Membership in the Association is nontransferable. Members shall have no ownership rights or beneficial interests of any kind in the assets of the Association.

ARTICLE IV. Board of Directors

1. *Duties:* The affairs of the Association shall be managed by the Board of Directors as required by the laws of the United States of America, the laws of the State of Oregon, the Articles of Incorporation, and these Bylaws. The Board of Directors shall also perform the functions of the Board of Trustees, as stipulated in the Articles of Incorporation.
2. *Numbers & Qualifications:* The Board of Directors shall consist of the four Officers of the Association and six Directors. Eligibility to serve on the Board of Directors shall be open to Individual Members and representatives of Institutional and Corporate Members in good standing.
3. *Terms & Elections:* The Board of Directors shall be elected by majority vote at the Annual Meeting and shall hold office for a period of three years. Directors shall assume office following the close of the Annual Meeting at which they are elected, and shall be eligible to serve for a maximum of six consecutive years or upon the completion of the term of office during which they have served their sixth year, if fulfilling another's term.
4. *Leave of Absence:* If a Director takes a leave of absence, their term of office shall not stop, and the Board of Directors shall continue with a temporary vacancy. If the individual does not return to their position within one year, their position shall be considered permanently vacant.
5. *Vacancies:* In the event that a Director for any reason is unable to complete his or her term of office, the Board of Directors may appoint any Director or Member of the Association in good standing to complete the unexpired term of office (subject to term limits and approval of the Membership at its next meeting).

6. *Quorum*: The quorum for a meeting of the Board of Directors shall be four voting Directors.
7. *Meetings*: The Board of Directors may meet to conduct business, adjourn, and otherwise regulate its meetings as it shall determine, provided only that there shall be at least four meetings during the Association's fiscal year. Failure to hold meetings shall not work a forfeiture or dissolution of the Association or invalidate any action taken by the Board of Directors or Officers of the Association.
8. *Compensation*: Directors shall not receive salaries for their service on the Board of Directors, but may be reimbursed for expenses related to their service.

ARTICLE V. Committees

1. *Standing Committees*: The Board of Directors may organize one or more standing committees including an Executive and Program Committee. The Chair of all standing committees shall be a member of the Board of Directors; however, except for the Executive Committee, not all the members of such committees need to be a Director. Each committee shall be comprised of not fewer than two Members, one of whom shall be appointed Chair by the President.
2. *Executive Committee*: If organized, the Executive Committee shall be composed of the Officers of the Association, as outline in Article VI. The Executive Committee shall have general supervision of the affairs of the Association between the full Board of Directors meetings and perform such other duties as specified in these Bylaws or by the Board of Directors. The Executive Committee is subject to the orders of the Board of Directors, and none of its acts shall conflict with action taken by the Board of Directors. Regular minutes shall be taken of meetings of the Executive Committee, by a person designated by the Executive Committee, and furnished to the Board of Directors. A simple majority of the Executive Committee constitutes a quorum. The Secretary or his/her designee shall keep regular minutes of the meetings and report the same to the Board of Directors. The Executive Committee may be supported in its work by additional individuals who may or may not be employed by the Association.
3. *Program Committee*: If organized, shall schedule host institutions for future meetings, plan educational programs and activities, and coordinate local arrangement for all meetings of the Association.
4. *Additional Committees*: Additional committees may be established at any time as deemed necessary by a majority vote of the Board of Directors in order to carry out the objectives and purposes of the Association. Chairpersons and members of such committees shall be appointed by the Board of Directors. Such committees shall exist for the period required to accomplish their respective objectives, but in no case for longer than specified by the Board of Directors when such committees are created unless extended by the Board of Directors. At least one (1) member of each such committee must be a member of the Board of Directors.
5. *Resignation and Removal*: Any member or the chair of any committee may resign at any time by giving notice to the chair of the committee or the Board of Directors. Such

resignation need not be accepted to be effective.

ARTICLE VI. Officers

1. *Titles & Duties:* The Officers of the Association shall be President, Vice-President, Secretary, and Treasurer.
 - a. The President shall:
 - i. Preside at all meetings of the Association and the Board of Directors
 - ii. Vote in the event of a tie vote upon any resolution
 - iii. Sign all written contracts made in the name of the Association and authenticate all Association records, jointly with the Secretary and/or Treasurer.
 - b. The Vice President shall:
 - i. In the absence or demise of the President, perform the duties of the President, including the signing of contracts or checks.
 - c. The Secretary shall:
 - i. Attend all meetings of the Association and the Board of Directors and record minutes of all proceedings arising therefrom;
 - ii. Be responsible for the order and care of the organization's archives.
 - iii. Perform such other duties as the Board of Directors may from time to time require.
 - d. The Treasurer shall:
 - i. Attend all meetings of the Association and the Board of Directors, and be responsible for the proper keeping of all books of account and the conduct of such financial transactions as may be prescribed by law, or as may be required by the Board;
 - ii. Perform such other duties as the Board may from time to time require.
2. *Elections & Terms of Office:* Officers shall be elected by the Members at the Annual Meeting, and shall assume office following the close of the meeting at which they were elected. Officers shall hold office for three years, and may be eligible for re-election but may not serve more than two consecutive terms in the office to which they have been elected, for a maximum of nine consecutive years on the Board of Directors.
3. *Vacancies:* In the event that an Officer for any reason is unable to complete his or her term of office, the Board of Directors may appoint any Director or Member of the Association to complete the unexpired term (subject to approval of the Membership at its next meeting).
4. *Other Officers:* The Board of Directors shall annually appoint an Editor for the Association's publications. The Editor, along with the immediate Past President and any other officers deemed necessary by the Board of Directors, shall serve as ex-officio, non-voting members of the board. The Editor shall be the Chair of the Communications Committee, when the committee is active.

ARTICLE VII: Indemnification of Directors, Officers, Etc.

1. *Authority to Indemnify Directors; Third Party Actions:* To the fullest extent permitted by Oregon law, the Association shall provide indemnification to directors, officers and others pursuant to this Article VII. The Association shall indemnify any Director of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact he or she is or was an authorized representative of the Association (which, for the purposes of this Article shall mean a Director, Officer, employee or agent of another corporation, person, partnership, joint venture, trust or other enterprise) against judgments, fines, amounts paid in settlement and reasonable expenses (including attorneys' fees), incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be made in connection with any proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that the he or she derived an improper personal benefit. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
2. *Authority to Indemnify Directors; Derivative Actions:* The Association shall indemnify any Director of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was an authorized representative of the Association, against expenses (including attorneys' fees but not amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association or in connection with any other proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that the he or she derived an improper personal benefit.
3. *Employees and Agents:* To the extent that an authorized representative of the Association who neither was nor is a Director or Officer of the Association has been

successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified by the Association against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith. Such an authorized representative may, at the discretion of the Board of Directors, be indemnified by the Association in any other circumstances to any extent if the Association would be required by Sections 1 and 2 of this Article to indemnify such person in such circumstances to such extent if he or she were or had been a Director or Officer of the Association.

4. *Procedure for Effecting Indemnification:* Indemnification under Sections 1, 2, or 3 of this Article shall be made when ordered by a court or shall be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or any other manner allowed under the laws of the State of Oregon. If a claim under this Article is not paid in full by the Association within ninety (90) days after a written claim has been received by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any action, suit or proceeding in advance of its final disposition where the undertaking and determinations necessary for advancing expenses have been made) that the claimant has not met the standards of conduct which make it permissible for the Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Association. Neither the failure of the Association (including its Board of Directors or its independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct, nor an actual determination by the Association (including its Board of Directors or its independent legal counsel) that the claimant has not met such applicable standard of conduct shall be a defense to the action or create a presumption that the claimant had not met the applicable standard of conduct.
5. *Advancing Expenses:* Expenses (including attorneys' fees) incurred by a person that may be indemnified under the provisions of this Article, in defending a civil or criminal action, suit or proceeding, may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of:
 - a. An undertaking by that person or on that person's behalf by an authorized representative to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as required in this Article or

- authorized by law;
 - b. The person furnishes to the Association a written affirmation of his or her good faith belief that he or she has met the standard conduct set forth in Section 1 and 2 of this Article, and;
 - c. A determination is made that the facts then known to those making the determination under Section 4 of this Article would not preclude indemnification as provided by this Article.
6. *Scope of Article:* Each person who shall act as an authorized representative of the Association, shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Article. The indemnification and advancement of expenses provided by the Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Association and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII: Insurance

1. *Insurance Against Liability Asserted Against Directors, Officers, Etc:* The Association, whenever so authorized by the Board of Directors, may purchase and maintain insurance on behalf of any authorized representative (which, for the purposes of this Article shall mean a director, officer, employee or agent of the Corporation, or a person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, person, partnership, joint venture, trust or other enterprise) against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation would be authorized or required to indemnify him or her by law or Article VII of these Bylaws.

ARTICLE IX. Bylaws Amendments

1. The Bylaws of the Association may be amended or repealed, and new Bylaws adopted by the Board of Directors by a majority vote of all Directors present. Directors shall receive prior notice of any meeting at which a proposed Bylaw amendment is to be considered. The notice shall state that a Bylaw amendment is to be considered, and shall contain a copy of the proposed amendment.
2. Membership must be given written notice of any changes to the Bylaws.
3. The Bylaws of the Association shall be reviewed by the Board of Directors in April of every odd-numbered year.

ARTICLE X. General Provisions

1. *Fiscal Year:* The fiscal year of the Association shall be September 1 until August 31 of the following year.
2. *Majority Rule:* Resolutions at all meetings of the Association shall be passed by a simple majority.
3. *Rules of Order:* The rules contained in Robert's Rules of Order shall govern the proceedings of the Association, except where inconsistent with these Bylaws, in which case, these Bylaws rule.
4. *Headquarters:* The headquarters of the Association shall be determined by the Board of Directors but must be within the state of Oregon.

February 2000

Updated October 2015

Updated June 2017