



Nevada Museums Association

Bylaws

NRS 86.010 through 86.080

As Amended: October 7, 1999; October 18, 2003; October 8, 2014; October 13, 2022

Article I: Purpose

NEVADA MUSEUMS ASSOCIATION (“the Association”) has been organized, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Association is an organization devoted to promoting professional communication among all types of museums, public and private, within the State of Nevada, for common benefit; and promoting a statewide awareness of the value of museums as educational and research institutions at the local, county, regional, and state levels.

Mission: The Nevada Museums Association connects museums and museum workers through advocacy and professional development.

Vision: A stronger and healthier museum community in Nevada.

Article II: Definition of Museum

A museum that, using a professional staff, is organized on a permanent basis for essentially educational, cultural heritage, or aesthetic purposes; owns or uses tangible objects, either animate or inanimate; cares for these objects; and exhibits these objects to the general public on a regular basis through facilities that it owns or operates.

Must be either a unit of State, local, or tribal government or be a private, nonprofit organization that has tax-exempt status under the Internal Revenue Code. (As defined by the Institute for Museums and Library Services, 2021)

ARTICLE III: Offices

The Association may have such offices, as the Board of Directors may determine or as the affairs of the Association may require from time to time. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

Article IV: Membership

Membership in this Association shall be open to all individuals, institutions, businesses, clubs and other organizations interested in the Association, its activities and objectives.

Section 1. Categories of membership.

A. Institutional Membership

Open to any institution in Nevada conforming to the definition of a museum as set forth in Article Two. Institutional members shall be museums, historical societies, art museums, zoos, botanical gardens and kindred institutions whose official address lies within the geographical boundaries of the State of Nevada. An institutional member shall be entitled to one vote.

B. Association Membership

Open to any institution or organization which supports the aims and objectives of the association as set forth in Article Two. Corporate or business affiliates shall be those non-institutional organizations that contribute to the Association. They shall not be accorded voting privileges.

C. Individual Membership

Open to any individual who supports the aims and objectives of the association as set forth in Article Two. Individual members of the Association shall be those who are employed by museums, serve as volunteers at a museum, or are otherwise interested in furthering museum objectives. Individual members shall be entitled to one vote.

Section 2. Transfer of voting privilege.

Voting privilege may be neither transferred nor assigned by individual or institutional members except as indicated by written proxy signed and delivered to the Secretary of the Association prior to any regular or special meeting.

Section 3. Dues.

Annual membership dues shall be payable on the expiration of previous term of membership. If any payment of membership is in arrears for over 60 days, that member will be removed from active status. If a member has been deleted from the current list, full payment of dues will reinstate the membership.

Membership dues will be proposed by the Board of Directors and submitted to the membership for approval at the annual meeting.

Article V: Board of Directors

Section 1. General Powers.

The management and government of the affairs of the Nevada Museums Association shall be vested in a Board of Directors made up of no less than seven members and no greater than 15 members.

Section 2. Selection of Board Members.

Members of the Association in good standing are entitled to hold any elective office in the Association. Board members shall be elected by the membership, with regards to representation from all areas of the state, if possible.

Section 3. Election of Board Members.

A nominating committee consisting of a Chairperson and two members in good standing will be appointed by the Board of Directors, with a special effort made to include an Association member not already serving on the Board. The Committee will establish a slate of nominees for election, and will

solicit nominations from the general membership through an announcement in the Association newsletter. Election by majority vote will take place at the annual meeting.

Section 4. Term of Office.

Board members shall serve a two-year term, with terms to be established in staggered replacement such that at least two new members are elected annually. Board members shall serve no more than four consecutive terms. They shall be ineligible for re-election for a period of at least one year after eight consecutive years of service.

Section 5. Vacancy.

If any Director shall resign or otherwise terminate their office, or if for any reason a vacancy shall occur, the President of the Board of Directors shall fill this vacancy by appointment, subject to the approval of the Board of Directors, and the appointee shall serve out the remainder of the term. At the end of the original term, the position shall be filled through election by the membership of the Association.

Section 6. Annual Meetings.

Upon thirty (30) days' notice in writing, an annual meeting of the Board of Directors shall be held at the time and place designated by the Board of Directors who may fix any place within the State of Nevada.

Section 7. Regular and Special Meetings.

Regular meetings of the Board of Directors shall be held periodically. Special meetings of the Board of Directors may be called by the President of the Board or by any of the directors, and should be conducted telephonically or virtually. Meetings will be established regularly with regard to the Board of Directors schedules.

Section 8. Quorum.

A majority of the Board of Directors then serving at the time of a meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Article VI: Officers

Officers of the association shall be: President, Vice President, Secretary and Treasurer. All officers shall be elected for a term of two years by the general membership at the annual meeting during the voting of the Board of Directors. All of these positions shall be unpaid.

Section 1. President

The President shall be the chief executive officer of the association and shall preside at all Annual Meetings and Board of Directors meetings. The President shall direct the business of the association and, as required, shall establish standing and ad hoc committees, with an appointed chairperson, to focus on specific areas of concern. The President shall be an ex-officio member of all standing committees. The President shall ensure that the association's financial accounts are audited annually.

Section 2. Vice President

The Vice President is the President-elect and automatically succeeds to the President's position on the expiration of the President's term of office. The Vice President shall cooperate with and assist the President in the performance of their duties and shall perform the duties of the President in their absence. In the event of vacation of the President's office, the Vice President shall assume this office for the remainder of the unexpired term.

Section 3. Secretary

The Secretary shall keep a written record of minutes and of all annual and Executive Committee meetings. The Secretary shall also deposit the association's records periodically with the Nevada Historical Society in Reno, Nevada, as stipulated in Article Eight of the Articles of Incorporation.

Section 4. Treasurer

The Treasurer shall manage the finances of the association; receive member's dues; disburse payments on bills, administer rents; upon request, submit progress reports and quarterly financial statements to the Board of Directors, and submit an annual financial report to the membership at the Annual Meeting. The Treasurer shall also be responsible for filing any federal or state reports or returns required by law.

Section 5. Officer Resignation/Removal

Should any officer position become vacant, the Board of Directors, at the next regular meeting following said vacancy or at the Board meeting wherein an Officer position is declared vacant, elect a replacement to serve the remainder of the original Officer's current term of office.

Article VII: Committees

There shall be an Executive Committee, Annual Conference and Programs Committee, Nominating Committee, and ad-hoc committees approved by the Board of Directors.

Section 1. Executive Committee

Executive Committee will consist of the association President, Vice President, Secretary and Treasurer.

Section 2. Annual Conference and Programs Committee

The Annual Conference and Programs Committee shall consist of at least three persons, one of whom shall be a representative of the Annual Conference host location. The Annual Conference and Programs Committee Chairperson shall be appointed to a one-year term by committee, approved by the Board of Directors and expected to attend Board of Directors meetings, where appropriate, to report on committee work. The committee will be responsible for planning one Annual Conference and other programs throughout the year which may include workshops, presentations, and summits.

Section 3. Nominating Committee

A Nominating Committee will be established by the Board of Directors, consisting of at least three members who shall be appointed from the membership at large by the President, with the approval of the Board of Directors. The Nominating Committee shall verify that nominees have accepted the nomination. The committee will present their nominations via ballot prior to the Annual Meeting.

Section 4. Additional Ad-hoc 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.

Article VIII: Nominations and Elections

Section 1. Nominations

Nomination procedures shall be as follows:

1. The Nominating Committee shall nominate at least one candidate for Vice President, Secretary, Treasurer, and at least four or up to eleven at large positions. Only individual members in good standing shall be eligible for nominations as officers of the association.
2. By communication addressed to the Secretary, received no less than sixty (60) days prior to the annual meeting, any voting member may nominate their self or any other member for office in the association provided that the individual is a member in good standing of the association.

Section 2. Ballot

Balloting procedures shall be as follows:

1. Those individuals nominated and who have accepted the nomination shall constitute the ballot which shall be emailed only to members in good standing at least thirty (30) days in advance of the annual business meeting.
2. Ballots shall list the names of those who have accepted the nomination. If possible, a brief biography and statement of purpose for each nominee shall be provided.
3. All members in good standing are entitled to one vote. The Secretary may receive ballots up to twenty four (24) hours prior to the annual business meeting.

Section 3. Elections

Election procedures shall be as follows:

1. Election ballots shall be tabulated by the Secretary. Those nominees receiving the highest number of votes for each office shall be elected. The Secretary shall announce the election results to the membership before the conclusion of the annual business meeting.
2. Election ballots shall be preserved by the Secretary for six (6) months after the annual meeting. Any voting member of the association shall have the right to inspect the ballots and tabulations during that period.
3. Those nominees elected shall serve a term of approximately two years, depending on the variability of the dates of the annual meeting. Elected nominees shall take office at the conclusion of the annual meeting. If for any reason elections cannot be conducted or if the

results of the voting are not complete, the current officer shall continue in office until a successor has been elected.

Article IX: Finances

Section 1. Fiscal Year and Disbursements

The fiscal year of the association shall correspond to the calendar year. Funds accruing from membership and other sources shall be disbursed and accounted for by the Treasurer. No officer of the association shall obligate the organization for a greater expenditure in one year than the total amount of anticipated income for the current year. Any encumbrance of expenditures in excess of \$100 shall require the prior authorization of the Board of Directors.

Section 2. Grants

Grants may be solicited to assist in meeting the aims and objectives of the association. Any grant application must receive the written approval of the President prior to submission. Without this written permission, no application for grants shall carry the name of the association.

Section 3. Audit

The associations' accounts shall be audited internally annually by two at least members of the Board of Directors, the Treasurer excluded.

Article X: Books and Records

All records accumulated by the association, its Committees, and Sub-Committees which are more than two calendar years old at the time of the annual business meeting shall be deposited at the Nevada Historical Society in Reno, Nevada, under the terms and conditions of the agreement between the association and the Nevada Historical Society. It shall be the responsibility of the officers of the association and all committee chairpersons to pass such records to the Secretary at the time and place of the annual business meeting. It shall be the responsibility of the Secretary to deposit such records annually.

Article XI: Amendments

These Bylaws may be amended by a two-thirds affirmative vote of all Members present and voting at the annual meeting. All proposed amendments shall be submitted to the membership at least thirty (30) days prior to the annual meeting.

Article XII: Termination

Should the association at any time terminate or cease to exist and function, the title to all assets of whatsoever kind shall be transferred to the state museum known as the Nevada Historical Society in Reno.