

BYLAWS FOR ST. JOSEPH MUSEUMS, INC.

Article I NAME

The name of the not-for-profit corporation shall be St. Joseph Museums, Inc.

Article II FISCAL YEAR

The fiscal year for St. Joseph Museums, Inc., shall be July 1 to June 30 inclusive.

Article III PURPOSE

St. Joseph Museums, Inc. provides the residents of St. Joseph and the Midland Empire the knowledge, understanding, appreciation and reverence for our varied natural and cultural heritage.

Article IV MISSION STATEMENT

The Mission of the St. Joseph Museums, Inc. is to collect, preserve and showcase the natural and cultural heritage of the City of St. Joseph and the surrounding area.

Article V MEMBERSHIP

Section 1 Membership in St. Joseph Museums, Inc. shall be open to any person, institution or corporation, who supports the Purpose, and Mission of St. Joseph Museums, Inc. Each individual, family, or entity is entitled to only one membership.

Section 2 It is the responsibility of the Board of Trustees to set the cost for each level of membership. On those occasions as set forth herein when membership voting is called for, each membership shall be entitled to only one (1) vote, except any student, institution, and corporation memberships shall be non-voting.

Section 3 Active membership shall be annual from date of dues payment.

Article VI BOARD OF TRUSTEES

Section 1 The Board of Trustees shall be responsible for establishing all policies governing St. Joseph Museums, Inc. The Board of Trustees shall act responsibly, ethically, and legally in the establishment and implementation of St. Joseph Museums, Inc. policies, as well as in their management of its fiscal resources, and said Board of Trustees shall review a detailed accounting of the state of the St. Joseph Museums, Inc. financial affairs at each regularly scheduled meeting and/or at other times the Board of Trustees may deem proper.

Section 2 The Board of Trustees of St. Joseph Museums, Inc., shall consist of fifteen (15) persons. Only members of St. Joseph Museums, Inc., in good standing for the preceding 30 days shall be eligible for appointment or election to the Board of Trustees.

- Section 3 A Trustee shall be nominated, selected, and elected for a three (3) year term at which time that person will be eligible for re-election for an additional three (3) year term. Following two (2) three (3) year terms, a Trustee must remain off the Board for a period of one year, after which he or she may be nominated, selected and elected for a new three (3) year term. Following the third three (3) year term with a year off between the second and third terms a Trustee will no longer be eligible for a position on the Board of Trustees. However, said person may be appointed to committees of St. Joseph Museums, Inc., by the President pursuant to Section 1 of Article VII of these bylaws.
- Section 4 A potential Trustee must stand for election by a simple majority of the membership present in person or by proxy at the Annual Membership Meeting of St. Joseph Museums, Inc., in January of each year. Such election shall take place at the Annual Membership Meeting of St. Joseph Museums, Inc., and at no other time. The Board of Trustees of St. Joseph Museums, Inc., shall be elected in staggered terms, with five (5) Trustee positions being elected annually for a three (3) year term.
- Section 5 Terms of service on the Board of Trustees shall begin immediately following either the Annual Membership Meeting, or in the case of selection following a vacancy such Trustee's term of service shall begin immediately following ratification by the Board of Trustees and shall continue to the end of the vacated term the Trustee was selected to fill. Any Trustee selected to fill an unexpired term of a former Trustee will be entitled to stand for re-election to the Board of Trustees at the end of the term that person was selected to fill, said election to take place at the Annual Membership Meeting immediately following the expiration of said Trustee's term.
- Section 6 Any vacancy among the members of the Board of Trustees shall be filled by Presidential selection, and subsequent ratification by the Board of Trustees at their next meeting following said selection shall constitute filling such vacancy.
- Section 7 Trustees shall serve without any compensation from St. Joseph Museums, Inc. Furthermore, no Trustee can be involved in any capacity whatsoever in any operation of St. Joseph Museums, Inc., for which any remuneration is expected or received. All Trustees must execute Conflict of Interest and Confidentiality forms in order to serve.
- Section 8 Trustees are expected to attend at least three-fourths (3/4) of the annual scheduled Board of Trustees meetings and significantly donate and/or raise funds for the operating budget of St. Joseph Museums, Inc.

- Section 9 Any Trustee may resign at any time by giving written notice of such resignation to the President or Secretary of St. Joseph Museums, Inc. Such resignation shall take effect when the notice is effective unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.
- Section 10 The Board of Trustees shall be responsible for selecting and hiring a Director for St. Joseph Museums, Inc. The Director shall hold that position until his or her resignation, or removal by the Board of Trustees. The Director shall be an *ex officio* member of the Board of Trustees and all other committees created by the Board of Trustees and/or appointed by the President. The Director shall not participate in the work of any committee whose function is to review the Director's performance.
- Section 11 The Board of Trustees shall be responsible for annually electing a slate of officers as presented by the Board Development Committee at the first meeting of the Board of Trustees following the January Annual Membership Meeting of St. Joseph Museums, Inc.
- Section 12 In addition to those elected Trustees set forth in Section 2 above, to the extent required by any existing contractual relationship with the City of St. Joseph, the Board of Trustees shall also consist of those additional City-appointed members of the Board of Trustees. The City-appointed members of the Board of Trustees shall be non-voting members of the Board of Trustees.

Article VII OFFICERS AND THEIR DUTIES

- Section 1 The President shall preside at all business meeting of the membership and the Board of Trustees. The President shall also preside at those meetings of the Executive Committee where he or she is present. The President shall exercise general charge of the affairs of St. Joseph Museums, Inc., and shall do and perform such other duties as these Bylaws provide or as may be assigned by the Board of Trustees. The President is empowered to assign additional duties to such Trustees as necessary to more adequately administer the affairs of St. Joseph Museums, Inc. The President shall annually appoint, and the Board of Trustees shall ratify, the chairman and members of all standing and temporary committees (except the Executive Committee) and the president shall serve as *ex officio* member of all committees except the Board Development Committee. The President's term of office shall be for one year, at which time he or she would be eligible for re-election. No Trustee may hold the office of President for more than three consecutive years. A Trustee must serve a minimum of one year on the Board of Trustees before being eligible for the office of President.
- Section 2 The Vice-President shall exercise and perform all powers of, and perform duties incumbent upon, the President during his/her absence or disability.

In the event of the President's inability to serve, for whatever reason, the Vice-President shall succeed to the President's unexpired term of office for which, when completed, he or she will become eligible to become re-elected. The Vice-President's term of office shall be for one year, at which time he or she would be eligible for re-election. A Trustee must serve a minimum of one year on the Board of Trustees before being eligible for the office of Vice President.

Section 3 The Secretary shall be responsible for recording and maintaining adequate minutes for each Annual Membership Meeting and each meeting of the Board of Trustees. All such minutes shall be submitted to the Board of Trustees for their review and approval. The Secretary's term of office shall be for one year, at which time he or she would be eligible for re-election

Section 4 The Treasurer shall be responsible for maintaining the financial records of St. Joseph Museums, Inc., and will be responsible for making a financial report at each regular meeting of the Board of Trustees. The Treasurer shall be responsible for preparing an annual budget (with the aid of the Director, staff, and any accountants hired by St. Joseph Museums, Inc.). The Treasurer shall serve as Chairman of the Finance Committee, and shall be a member of the Personnel Committee. The Treasurer's term of office shall be for one year, at which time he or she would be eligible for re-election.

Article VIII STAFF

Section 1 The St. Joseph Museums, Inc., staff shall act responsibly, ethically, and legally, in acquiring, accepting, and disposing of objects for the collections and in conducting program functions, and they shall maintain and use professionally accepted standards in the care, exhibition and interpretation of the collections as well as in the implementations of all programs of St. Joseph Museums, Inc.

Section 2 The Director shall be responsible for the routine management of the affairs of St. Joseph Museums, Inc. The Director shall be responsible for selecting the employees, their duties shall be set by the Director, and they will be subject to the direction and control of the Director, including discharge.

Section 3 With respect to any projects or contracts calling for an expenditure of \$5,000.00 or more, the Director shall first review same with the Executive Committee, and, in the event that the Executive Committee approves such expenditure, then subsequent approval must be obtained from the Board of Trustees before any action may be taken.

Section 4 The salary of the Director shall be set annually, as of July 1, by the Board of Trustees. Salary recommendation for this position shall be made

annually to the Board of Trustees by the Personnel Committee. Salaries of all other employees shall be set by the Director.

Article IX COMMITTEES

- Section 1 The Board of Trustees of St. Joseph Museums, Inc. shall have Standing Committees whose functions are ongoing, and there may be Ad Hoc Committees which shall serve to meet a specific purpose and then dissolve.
- Section 2 Pursuant to Section 1 of Article VII, the President shall make all committee appointments, which the Board of Trustees shall ratify, and shall be an *ex officio* member of all committees except the Board Development Committee. All presidential committee appointments shall be made immediately following the January meeting of the Board of Trustees and shall coincide with the President's term of office.
- Section 3 Each Standing Committee shall consist of no less than four (4) members, two of whom must be Trustees, unless otherwise indicated in these Bylaws. The makeup of Ad Hoc Committees shall be at the discretion of the President, but each such committee must consist of at least one Trustee.
- Section 4 Like Trustees (see Section 7 of Article VI), all committee members must execute Conflict of Interest and Confidentiality forms in order to serve.
- Section 5 Selected Standing Committees:
- a. Executive Committee
 - (1) The Executive Committee shall be composed of the officers of St. Joseph Museums, Inc. The President shall have the option annually of appointing a fifth member to the Executive Committee, who shall be a Trustee, subject to Board of Trustees ratification.
 - (2) The Executive Committee shall have the power and authority to act for the Board of Trustees in the interval between Board of Trustees meetings for all matters pertaining to St. Joseph Museums, Inc. Any such actions shall be ratified by the Board of Trustees at their next scheduled meeting.
 - (3) In addition to those members of the Executive Committee set forth in subsection (a) (1) above, to the extent required by any existing contractual relationship with the City of St. Joseph, the Executive Committee may also include any City-appointed member of the Board of Trustees who shall be a non-voting member of the Executive Committee.

The following committees are under the auspices of the Executive Committee

- (4) Fund Development Committee deals with development of major donors and assisting the Executive Director with major fund development strategies.
 - (5) Internal Audit Committee will assist in the communications between the auditor and the organization and other duties as may be asked of this committee.
 - (6) Operations Advisory Committee deals with insuring the organization conforms to best business practices in the day-to-day operations.
- b. Board Development Committee
- (1) The Board Development Committee shall be responsible for preparing a slate of candidates for election to the Board of Trustees at the Annual Membership Meeting. That slate shall be presented to the membership by the chairperson of the Board Development Committee.
 - (2) The Board Development Committee shall be responsible for preparing a slate of candidates for election as officers of the Board of Trustees of St. Joseph Museums, Inc. That slate of candidates shall be presented to the Board of Trustees by the chairperson of the Board Development Committee.
- c. Finance Committee
- (1) The Finance Committee shall be responsible for making recommendations to the Board of Trustees for the proper oversight and management of the fiscal resources of St. Joseph Museums, Inc.
 - (2) The Finance Committee shall be composed of four Trustees, one of whom shall be the Treasurer, and the Treasurer shall serve as the chairperson of this committee.
- d. Personnel Committee
- (1) It shall be the duty of the Personnel Committee to annually review the performance of the Director and report the results of that review to the Board of Trustees at their January meeting.
- e. Membership Committee
- (1) It shall be the responsibility of the Membership Committee to set levels and cost of membership, and to work with the staff in coordinating membership programs so as the maintain and increase membership.
- f. Buildings and Grounds Committee
- (1) The Buildings and Grounds Committee shall be responsible for the management of all physical structures and grounds, and for making recommendations to the Board of Trustees

for any major improvements or needed repairs, including the cost of same.

- g. Collections Committee
 - (1) The Collections Committee shall be responsible for the oversight of the Collections of St. Joseph Museums, Inc., including the acceptance of new artifact donations, approval of any outgoing artifact loans to other institutions, approval of any incoming loans from other institutions, and for making recommendations to the Board of Trustees for same.
- h. Exhibits Committee deals with planning and implementing exhibit areas in the museums.
- i. Programming Committee deals with educational programming throughout the area.
- j. Marketing Committee deals with the promotion of the museums.

Article X BOARD OF TRUSTEES MEETINGS

Section 1 There shall be six regularly scheduled meetings of the Board of Trustees during the St. Joseph Museums, Inc., fiscal year (July 1 to June 30). These meetings should be scheduled in January, March, May, July, September, and November. The January meeting shall be held as soon as practicable following the Annual Membership Meeting, but may be scheduled in the early part of February if necessary.

Section 2 The quorum at a Board of Trustees meeting shall be not less than eight (8) Trustees.

Section 3 A simple majority of those Trustees voting at any meeting of the Board of Trustees where a quorum exists shall be required for the passage of any matter put to a vote at said meeting.

Section 4 A special meeting of the Board of Trustees may be called by the President, or may be called at the request of any five (5) Trustees.

Article XI MEMBERSHIP MEETINGS

Section 1 There shall be one (1) meeting of the membership of St. Joseph Museums, Inc., each year, in January, which shall be called the Annual Membership Meeting.

Section 2 A special meeting of the membership of St. Joseph Museums, Inc., may be called by the President, or may be called upon written request to the President by ten percent (10%) of the membership.

- Section 3 Notice of the Annual Membership Meeting, and any other membership meeting, shall be given fourteen (14) days in advance by publishing such notice in any St. Joseph daily newspaper, or by fourteen (14) days prior written notice to the membership from St. Joseph Museums, Inc.
- Section 4 A quorum at any membership meeting shall be not less than ten percent (10%) of the membership attending said meeting in person or by proxy.

Article XII VOTING PRIVILEGES OF THE MEMBERSHIP

- Section 1 The voting rights of the membership shall be restricted to electing Trustees and amending Bylaws.
- Section 2 The membership shall be entitled to vote at each Annual Membership Meeting for only five persons to be elected to serve upon the Board of Trustees of St. Joseph Museums, Inc. A slate of five (5) candidates shall be presented to the membership for election by the chairperson of the Board Development Committee.
- Section 3 Only those persons who are members in good standing of St. Joseph Museums, Inc., as of December 31 of the year preceding the January Annual Membership Meeting will be entitled to vote at said Annual Membership Meeting.
- Section 4 Pursuant to Section 2 of Article V above, each voting membership shall be entitled to only one (1) vote at the Annual Membership Meeting.
- Section 5 Proxy voting will be allowed. Each voting membership shall be entitled to only one (1) proxy. Proxies will be mailed to the membership no less than fourteen (14) days in advance of the Annual Membership Meeting, and will also be available to the membership at the regular business office of the St. Joseph Museums, Inc., fourteen (14) days in advance of the Annual Membership Meeting. Only the proxy form given to the membership by St. Joseph Museums, Inc., may be used during the election process at the Annual Membership Meeting. All proxies must be received at the regular business offices of the St. Joseph Museums, Inc., five (5) days, or 120 hours, prior to the start of the Annual Membership Meeting. No proxy shall be valid after the day the Annual Membership Meeting occurs. Any proxy attempted to be voted by someone other than the legal proxy holder shall be deemed void. Those persons in charge of the election process at the Annual Membership Meeting shall have the power to make the final decision on the validity of any proxy that may be called into question.

Section 6 The election for Trustees at the Annual Membership Meeting shall be by ballot.

Section 7 In order to be elected to the office of Trustee at the Annual Membership Meeting a candidate must receive a simple majority of the votes cast, either in person or by proxy. The five (5) candidates receiving the highest number of votes in excess of the simple majority voting in person or by proxy at the Annual Membership Meeting shall be deemed to be elected as a Trustee of St. Joseph Museums, Inc., to serve a three year term.

Article XIII AMENDMENTS TO BYLAWS

Section 1 The Bylaws of St. Joseph Museums, Inc., may be amended by two-thirds of the votes cast by members present or by proxy at any membership meeting with a quorum, or a majority of the voting power, whichever is less, said meeting having been called for the specific purpose of amending Bylaws.

Section 2 Any proposed amendments to Bylaws shall first be approved by the Board of Trustees before being submitted to the membership for a vote.

Section 3 Notice of a membership meeting to consider amendment of Bylaws shall be sent to the membership no less than fourteen (14) days in advance of said meeting, accompanied by a copy or summary of any proposed amendments.

Section 4 Only those persons who are members in good standing of St. Joseph Museums, Inc., thirty (30) days prior to the date of the membership meeting to consider amending Bylaws will be entitled to vote at such a meeting.

Section 5 An election to amend Bylaws shall be by ballot. Each voting membership shall be entitled to only one (1) vote at a membership meeting called for the specific purpose of amending Bylaws.

Section 6 Proxy voting will be allowed at a membership meeting called for the specific purpose of amending Bylaws, and all requirements concerning proxy voting at an Annual Membership Meeting as set forth in Section 5 of Article XII of these Bylaws shall apply to the proxy voting process at said membership meeting called for the specific purpose of amending Bylaws.

BYLAWS
Adopted 1/29/2009

Amended 1/20/2011