

ST. MICHAELS MUSEUM AT ST. MARY'S SQUARE BYLAWS

AMENDED JANUARY 2012

Article I

Name

The name of this organization shall be St. Michaels Museum at St. Mary's Square.

Article II

Mission

The mission of the Corporation is to operate and maintain a museum for the exhibition, storage and preservation of materials which have historical and educational value; to collect said materials and to place and display them in said museum so that the citizens of St. Michaels, Talbot County, the State of Maryland and visitors may be made aware of their history and culture.

Article III

Membership and Dues

Section I

There shall be three (3) classes of membership and obligation of payment of dues as follows:

- A. Individual: a person who has paid dues for the current year. Such dues shall be determined by the Board of Directors from time to time.
- B. Family: includes families living in one household, parents and their minor children.-Such dues shall be determined by the Board of Directors from time to time.
- C. Supporting/Corporate: members who wish to make a larger contribution to the Museum. Such dues shall be determined by the Board of Directors from time to time.
- D. Honorary: The Board of Directors may, by unanimous vote, elect to honorary membership a person who has performed extraordinary services for the Museum. All honorary members shall enjoy the same privileges as other classes of membership. There shall be no dues.

Article IV

Membership Meetings

Section I:

- A. Regular meetings of the General Membership of the Museum shall be held annually in March.
- B. Additional meetings of the General Membership may be called by the Board of Directors.
- C. The purpose of the meetings shall be to receive reports from officers and committees, to elect new Executive Officers and Board Members and for such other business as may arise.

Section 2.

Notice of all meetings shall be sent by the Secretary.

Section 3.

At the Annual Meeting 15 members shall constitute a quorum for the purpose of voting.

Article V:

Board of Directors

Section 1

The Board of Directors shall consist of not less than three (3) nor more than twenty (20) Directors who shall be elected by the General Membership at the Annual Meeting.

Section 2

The Board of Directors shall manage the affairs and business of the Museum.

Section 3.

Disposal of property and expenditure of funds greater than \$500 must be approved by the Board of Directors. Expenditure of funds less than \$500 may be approved by a majority vote of the Executive Committee.

Section 4

A vacancy in the Board of Directors shall be filled by a vote of the Board.

Article VI

Officers

Section 1.

- A. The executive officers of the Museum shall be a President, Vice President, Secretary, Treasurer, Curator and such other officers the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Museum.
- B. The Immediate Past President shall be an ex-officio, voting member of the Executive Committee if he/she agrees to remain on the Board following their term.
- C. These officers shall constitute the Executive Committee.
- D. The Executive Committee shall conduct such business as cannot be postponed until a regular meeting of the Board of Directors. Actions of the Executive Committee shall be submitted to the Board of Directors for approval at the earliest opportunity.

Section 2

- A. The President shall preside at all meetings of the General Membership, the Board of Directors and the Executive Committee. The President shall, with the Treasurer, sign all written contracts and financial obligations of the Museum and shall, in the absence of the Treasurer, sign and endorse checks in the name of and on behalf of the Museum.
- B. The Vice President shall perform the duties of the President in his/her absence or incapacity.
- C. The Secretary shall keep the minutes of the meetings of the Museum, the Board of Directors and the Executive Committee.
- D. The Treasurer shall receive and hold all funds of the Museum and disburse them as authorized by the Board of Directors or the Executive Committee for disbursements of less than \$500. Written reports shall be presented by the Treasurer at regular meetings of the Board of Directors. An annual written report shall be presented to members at the Annual Meeting. The Treasurer shall, with the President, sign all written contracts and financial obligations of the Museum.
- E. The Curator, with such assistance from Museum members as may be necessary, shall manage the collection, exhibition, storage and preservation of the Museum materials as set forth in the mission of this Museum. The Curator may also hold another office in the Corporation.

Section 3

When necessary, a vacancy in any Executive Office shall be filled by a vote of the Board of Directors.

ARTICLE VII

Committees

Section 1

Standing and special committees shall be created by the Board of Directors.

Section 2

A. The President shall appoint chairpersons of standing and special committees as necessary, except for the Nominating Committee, the chairpersons of standing and special committees shall choose the members of their committees.

ARTICLE VIII

Nominations

Section 1

A. Nominating Committee (of four members including a chairperson) shall be elected by the Board of Directors no later than the October meeting.

Section 2

A. The Nominating Committee shall prepare a slate of nominations for members of the Board of Directors and officers to be presented to the current Board of Directors at a meeting prior to the Annual Meeting.

B. Additional nominations for directors and officers may be made from the floor at the Annual Meeting.

C. All nominees must indicate a willingness to serve.

Section 3

The Board of Directors and Officers shall be elected by vote of the membership each year at the Annual Meeting in March. The new Board Members and Officers will assume their duties after the voting is final.

ARTICLE IX

Amendments

These bylaws may be amended at a General Membership meeting by a vote of two-thirds (2/3) of those cast, provided notice of such meeting includes a notice of the general purpose of the proposed amendment. Proposed amendments must have been approved by the Board of directors at a prior meeting. Approval of these bylaws shall repeal all previously existing bylaws.