SYNOPSIS OF NEMA BYLAWS UPDATE 2020

This update makes several adjustments to the NEMA bylaws, which were adopted in 2013 by the NEMA membership. The updates, which were vetted by legal counsel and approved by the board on 8/4/20, were coordinated by NEMA’s Governance and Ethics Committee, chaired by board member Cathy Saunders. Many thanks to the committee for their work in bringing them to the membership for approval.

- Gender-neutral language adopted throughout the bylaws (i.e., “his or her” becomes “their”).
- General clarification of language.
- Removal of the requirement that the NEMA board include a certain number of “members” of the Professional Affinity Groups (Article IV, Section 2). This recognizes the fact that the PAGs do not in fact have “members” and are now called “Professional Affinity Gatherings.”
- Addition of a provision to allow electronic voting in board decisions (Article IV, Section 17).
- Clarification of the role of the executive director (Article IV, Section 18).
- Provision to extend the board term of the president so that they may complete a second one-year term as president, per the bylaws and subject to full board approval (Article V, Section 3).

NEMA members are encouraged to attend the NEMA annual meeting, to be held virtually on November 20, 2020, at 12:30 p.m., in order to vote on these proposed bylaw changes.
BYLAWS
OF
NEW ENGLAND MUSEUM ASSOCIATION, INC.
Adopted by the Membership November 15, 2013
Amendments approved by resolution of the Board of Directors August 4, 2020

ARTICLE I
NAME, PURPOSE, LOCATION, AND FISCAL YEAR

Article I, Section 1. Name
The name of the corporation is New England Museum Association, Inc.

Article I, Section 2. Purpose
The purpose of the corporation is to support and further communication, ethical conduct, and professional development among, by and for the museums of New England and their personnel and to promote museums in the New England region. As used herein, the New England region shall mean the states of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont.

Article I, Section 3. Location
The principal office of the corporation shall be located in the metropolitan Boston area or any other location as shall be determined by the directors.

Article I, Section 4. Fiscal Year
The fiscal year shall commence on the first day of July of each year or such other date as the directors may determine.

ARTICLE II
MEMBERS

Article II, Section 1. Membership
Membership shall be open only to individuals and entities who or which support the stated purposes of the corporation, pay the prescribed dues, and meet the criteria for membership established by the directors from time to time. The directors may from time to time create, eliminate, and modify categories of membership, but shall not eliminate voting rights of any category of membership without approval of the membership.
Article II, Section 2. Resignation

Any member may resign at any time by giving notice of his or her resignation in writing to any officer or director of the corporation.

Article II, Section 3. Removal

Members may be removed from membership at any time with or without cause by a majority vote of the members, or automatically at such time as they cease to meet the criteria for membership.

ARTICLE III
MEETINGS OF THE MEMBERS

Article III, Section 1. Place

All meetings of the members shall be held at such place within the New England region as is named in the call of the meeting.

Article III, Section 2. Annual Meeting

The date of the annual meeting of the members shall be fixed by the directors.

Article III, Section 3. Special Meetings

Special meetings of the members may be called by the president or by any five (5) directors, and shall be called by the clerk, or in the case of the death, absence, incapacity or refusal of the clerk, by any other officer, upon written application of one hundred (100) members entitled to vote thereat. In case none of the officers is able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of said members, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

Article III, Section 4. Notice

All meetings of the members shall be called by giving at least seven days’ notice to each member stating the place, day and hour for the meeting and the purpose thereof. Notices shall be mailed postpaid to or delivered at the address or to the email address of the members as they appear on the books of the corporation. Whenever notice of a meeting is required to be given a member under applicable law, the Articles of Organization or these Bylaws, a written
waiver thereof, executed before or after the meeting by such member or attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to such notice. Notwithstanding the foregoing, notice of any change of the date fixed in the Bylaws for the annual meeting shall be given to all members at least twenty (20) days before the new date fixed for such meeting.

**Article III, Section 5. Quorum**

Fifty (50) members, in person or by proxy, shall constitute a quorum, but a smaller number may adjourn from time to time without further notice until a quorum is present.

**Article III, Section 6. Voting**

At all meetings of the members every individual member shall be entitled to one vote, and each member that is an entity shall be entitled to one vote, cast through by its duly authorized representative. When a quorum is present at any meeting, the vote of a majority of the members represented thereat shall, except where a larger vote may be required by law, the Articles of Organization or these Bylaws, decide any question brought before the meeting. Members may vote by written proxy dated not more than six months before the meeting named therein, which shall be filed with the clerk of the meeting, or any adjournment thereof, before being voted.

**ARTICLE IV DIRECTORS**

**Article IV, Section 1. Powers**

The Board of Directors, subject to any action at any time taken by the members of the corporation, shall have the entire charge, control and management of the corporation and its property and may exercise all or any of its powers.

**Article IV, Section 2. Number**

Except as otherwise provided by these Bylaws or in the Articles of Organization, the number of directors shall be fixed by the Board of Directors but shall be not less than 11, nor more than 19, all of whom shall be members of the corporation. At all times, the Board of Directors shall include at least one director from each of the states in the New England region and at least three members of the Professional Affinity Groups of the corporation.
Article IV, Section 3. Election

At least 120 days prior to each annual meeting, the president shall appoint a Nominating Committee of not fewer than 3 directors. It shall be the duty of the Nominating Committee to nominate at least one member for each vacancy, including any unexpired term vacancy, for which elections are being held. The Nominating Committee shall file its nominations with the clerk at least 90 days prior to the annual meeting, which nominations are subject to approval of the Board. Nominations may also be made by petition signed by not less than 250 members. Such petitions shall be filed in the principal office of the corporation at least 60 days prior to the annual meeting. No nominations may be made from the floor. All elections shall be determined by plurality vote and shall be by ballot except where there is only one nominee for each position to be filled.

Article IV, Section 4. Terms

Regular terms of office for directors shall be for periods of 3 years and until the election and qualification of successors. Such directors shall hold office until their successor is duly elected and qualified. The regular terms shall be so fixed at the beginning, or upon any increase or decrease in the number of directors, so that approximately an equal number of regular terms shall expire at each annual meeting. Each director may serve for a maximum of three terms, provided, however, that if a member is elected to fill a vacancy on the Board, the remaining term of the vacancy shall not be considered a term for purposes of this sentence unless there are more than 18 months remaining.

Article IV, Section 5. Resignation

Any director may resign by delivering his or her written resignation to the corporation at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Article IV, Section 6. Removal

A director may be removed from office at any time with or without cause by a two-thirds vote of the directors then in office or by a majority vote of the members.

Article IV, Section 7. Vacancies

Continuing directors may act despite a vacancy or vacancies in the Board and shall for this purpose be deemed to constitute the full Board. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from the enlargement of the Board, may be filled by the directors, unless previously filled by the members in the election of the directors.
A person so elected as a director to fill a vacancy shall hold office until the expiration of the term for which he or she they were was elected.

Article IV, Section 8. Annual and Regular Meetings

The annual meeting of the Board of Directors shall be held each year immediately after and at the place of the annual meeting of the members at which the Board is elected. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. Regular meetings may be held at such times and places as the directors may fix.

Article IV, Section 9. Special Meetings

Special meetings of the Board of Directors may be called by the president, by the clerk, or by any 3 directors, and shall be held at the place designated in the notice or call thereof.

Article IV, Section 10. Notice

No notice need be given for a regular or annual meeting. Forty-eight hours' notice by mail, telegraph, telephone, electronic media, or word of mouth shall be given for a special meeting unless shorter notice is adequate under the circumstances. A notice or waiver of notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any director if a written waiver of notice, executed by him or her them before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her them.

Article IV, Section 11. Quorum

A majority of the directors then in office shall constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present.

Article IV, Section 12. Action at Meeting

At any meeting of the directors at which a quorum is present, the action of the directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these Bylaws.

Article IV, Section 13. Action by Consent

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents
are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

**Article IV, Section 14. Telephone Conference Meetings**

Members of the Board of Directors of the corporation or any committee designated thereby may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

**Article IV, Section 15. Committees**

The directors may, by vote of a majority of the number of directors then in office, elect from their number an executive or other committees and may, by like vote, delegate thereto some or all of their powers except those which by law, the Articles of Organization or these Bylaws they are prohibited from delegating. Except as the directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these Bylaws for the directors. The directors shall have the power to fill vacancies in, change the membership of, or disband, any such committee. The president of the corporation shall serve as an ex-officio member of all committees, with vote, and shall preside at meetings of the Executive Committee. The president shall nominate directors to serve on each committee and designate a chair of each, subject to approval of the Board.

The following shall be the Standing Committees of the corporation:

a. **Executive Committee**, whose members shall consist of the president, the first vice president, the vice presidents, the treasurer, and the clerk, may meet between meetings of the Board and shall possess and may exercise all authority of the Board.

b. **Governance and Ethics Committee** shall be responsible for ensuring effective engagement of the Board through a continuous process of board cultivation, recruitment, development, education, and assessment. The Governance Committee is responsible for periodic review of governing documents.

c. **Audit and Finance Committee** shall review fiscal policy and its implementation and shall develop and monitor the annual operating budget of the corporation. The Finance Committee shall provide oversight to the audit process through activities which will include review of the financial information presented in the annual audit as well as the system of internal controls. The Audit and Finance Committee will develop and implement an investment policy and guidelines, oversee the portfolio’s performance,
and make recommendations to the Board concerning any changes in investment policies or guidelines and the engagement of investment managers.

d. Nominating Committee shall perform the functions described in these Bylaws with regard to the election of directors and officers.

**Article IV, Section 16. Vote of Interested Directors**

A director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other directors acting upon or in reference to such contract or transaction. No director so interested shall vote on such contract or transaction, but they may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested directors shall be required before the corporation may enter into such contract or transaction.

In case the corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein that are or might be adverse to the interests of the corporation. No director or directors having disclosed such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits to be realized thereon.

**Article IV, Section 17. Electronic Voting**

Electronic voting shall be permitted in circumstances where the full body of the Board needs to cast a vote in absence of a meeting. Any vote by a Director, serving in their capacity as a member of the Board or on any committee designated by the Board or these bylaws, and transmitted electronically, shall be considered given in writing.

The date on which the electronic transmission is sent and received shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the corporation if it has been sent to any address specified by the corporation for the purpose or, if no address has been specified, to the principal office of the corporation, addressed to the Clerk or other officer or agent having custody of the records of proceedings of the Board or any such designated committee.

**Article IV, Section 18. Role of the Executive Director**
The Board of Directors shall employ an Executive Director who, under general supervision of the Board, shall be responsible for day-to-day operations of the corporation, implementing policies, managing programs and the strategic plan, being a principal spokesperson, employing and supervising staff, proposing and managing annual budgets, and assuming other responsibilities as may be determined by the Board. The Executive Director serves at the pleasure of the Board of Directors and attends Board and committee meetings in an Ex-Officio, non-voting capacity to provide information, support strategic planning, bring questions to the Board for discussion, to debate and make motions.

ARTICLE V
OFFICERS

Article V, Section 1. Enumeration

The officers of the corporation shall be a president, a treasurer, a clerk, and such vice presidents, and other officers as may from time to time be determined by the directors.

Article V, Section 2. Election

At such time, and in such manner, as the Nominating Committee referred to in Section 3 of Article IV nominates directors of the corporation, it shall also nominate at least one member for each vacancy, including any unexpired term vacancy, in the offices of the corporation described in this Article V. Nominations for officers of the corporation may also be made by petition signed by not less than 250 members. Such petitions shall be filed in the principal office of the corporation at least 40 days prior to the annual meetings. No nominations may be made from the floor. All elections shall be determined by plurality vote and shall be by ballot except where there is only one nominee for each position to be filled. All officers must be directors.

Article V, Section 3. Terms

Regular terms of office for officers shall be for 1 year and until the election and qualification of successors. Each officer shall hold office until their successor is duly elected and qualified. Each officer other than the president may serve for a maximum of four terms in such office, provided, however, that any partial term resulting from the filling of a vacancy shall not be considered a term for purposes of this sentence. The president may serve for a maximum of 2 terms, provided, however, that any partial term resulting from the filling of a vacancy shall not be considered a term for purposes of this sentence.

A director serving as president at the time of completion of their Board term limit of nine (9) years as a director, may be re-elected as president and as a director for one (1) additional year allowing the president to complete a second 1-year term, fulfilling the requirement that a
president be a director. This extension of one year is subject to review and approval by majority vote of the Board of Directors at a regular or specially called Board meeting.

Article V, Section 4. Resignation

Any officer may resign by delivering his or her written resignation to the corporation at its principal office or to the president or clerk of the corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Article V, Section 5. Removal

An officer may be removed from office at any time with or without cause by a majority vote of the directors then in office or by a majority vote of the members.

Article V, Section 6. Vacancies

Any vacancy at any time existing in any office may be filled by the directors at any meeting and such successor in office shall hold office for the unexpired term of his or her predecessor.

Article V, Section 7. President

The president shall preside at all meetings of the directors, except as the directors otherwise determine. The president shall also have such other powers and duties as customarily belong to the office of president or as may be designated from time to time by the Board of Directors.

Article V, Section 8. First Vice President

In the absence or disability of the president, his or her powers and duties shall be performed by the first vice president. The first vice president shall have such other powers and perform such other duties as the directors shall from time to time designate.

Article V, Section 9. Vice Presidents

Each vice president shall have such other powers and perform such other duties as the directors shall from time to time designate.

Article V, Section 10. Treasurer

The treasurer shall have general responsibility for the financial affairs of the corporation and shall oversee the formulation and development of overall fiscal policy for the corporation. The treasurer, who shall be a member of the Audit and Finance Committee, shall review the periodic financial reports prepared by the Executive Director or other designated employee of the corporation and shall report them with comment to the Board. The treasurer shall also have such
powers and duties as customarily belong to the office of treasurer or as may be designated from
time to time by the president or the Board of Directors.

**Article V, Section 11. Clerk**

The clerk shall record in books kept for the purpose all votes and proceedings of the members
and of the directors at their meetings. The clerk shall perform such duties and have such
powers additional to the foregoing as the directors shall designate. If the clerk is absent from
any meeting of directors or the members, a temporary clerk chosen at the meeting shall
exercise the duties of the clerk at the meeting.

**Article V, Section 12. Other Officers**

Other officers shall have such duties and powers as may be designated from time to time by the
directors.

**ARTICLE VI**

**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or
who has served at any time as a director or officer of the corporation or of any of its subsidiaries,
or who at the request of the corporation may serve or at any time has served as a director, officer
or director of, or in a similar capacity with, another organization, against all
expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and
amounts payable in settlements) reasonably incurred by or imposed upon such person in
connection with any threatened, pending or completed action, suit or other proceeding,
whether civil, criminal, administrative or investigative, in which he or she may become
involved by reason of his or her serving or having served in such capacity (other than a
proceeding voluntarily initiated by such person unless he or she is successful on the
merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory
judgment regarding his or her own conduct); provided that no indemnification shall be
provided for any such person with respect to any matter as to which he or she shall have
been finally adjudicated in any proceeding not to have acted in good faith in the reasonable
belief that his or her action was in the best interests of the corporation; and provided,
further, that as to any matter disposed of by a compromise payment by such person, pursuant
to a consent decree or otherwise, the payment and indemnification thereof have been
approved by the corporation, which approval shall not unreasonably be withheld, or by a court
of competent jurisdiction. Such indemnification shall include payment by the corporation of
expenses incurred in defending a civil or criminal action or proceeding in advance of the final
disposition of such action or proceeding, upon receipt of an undertaking by the person
indemnified to repay such payment if he or she shall be adjudicated to be not entitled to
indemnification under this article, which undertaking may be accepted without regard to the
financial ability of such person to make repayment.
A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the corporation approves the payment of indemnification, such director shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection directors who are parties may participate), or (3) by the members of the corporation if disinterested; or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or

(iii) the payment is approved by a court of competent jurisdiction; or

(iv) the directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly, and in any event within 30 days, after the receipt by the corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

If both the corporation and any person to be indemnified are parties to an action, suit, or proceeding (other than an action or suit by or in the right of the corporation to procure a judgment in its favor), counsel representing the corporation therein may also represent such indemnified person (unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principles of professional ethics), and the corporation shall
pay all fees and expenses of such counsel incurred during the period of dual representation
other than those, if any, as would not have been incurred if counsel were representing only the
corporation; and any allocation made in good faith by such counsel of fees and disbursements
payable under this paragraph by the corporation versus fees and disbursements payable by any
such indemnified person shall be final and binding upon the corporation and such indemnified
person.

The right of indemnification under this article shall be a contract right inuring to the benefit of
the directors, officers and other persons entitled to be indemnified hereunder and no
amendment or repeal of this article shall adversely affect any right of such director, officer or
other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and
administrators of a director, officer or other person entitled to indemnification hereunder. The
indemnification provided hereunder may, to the extent authorized by the corporation, apply to
the directors, officers and other persons associated with constituent corporations that have
been merged into or consolidated with the corporation who would have been entitled to
indemnification hereunder had they served in such capacity with or at the request of the
corporation.

The right of indemnification under this article shall be in addition to and not exclusive of all
other rights to which such director or officer or other persons may be entitled. Nothing
contained in this article shall affect any rights to indemnification to which corporation
employees or agents other than directors and officers and other persons entitled to
indemnification hereunder may be entitled by contract or otherwise under law.

ARTICLE VII
INSPECTION OF RECORDS

Books, accounts, documents, and records of the corporation shall be open to inspection by any
director at all times during the usual hours of business. The original, or attested copies, of the
Articles of Organization, Bylaws and records of all meetings of the incorporators and members,
and membership records which shall contain the names of all members and their record
addresses, shall be kept at the principal office of the corporation, or at an office of the clerk or
the resident agent, if any, of the corporation. Said copies and records need not all be kept in
the same office. They shall be available at all reasonable times for inspection by any member
for any proper purpose but not to secure a list of members or other information for the
purpose of selling said list or information or copies thereof or of using the same for a purpose
other than in the interest of the applicant, as a member, relative to the affairs of the
corporation.

ARTICLE VIII
PROHIBITED ACTIVITIES
No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any director or officer of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code of 1986, as now in force or hereafter amended (the Internal Revenue Code”); and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

ARTICLE IX
DISSOLUTION

Upon the dissolution, final liquidation or winding-up of the corporation, the directors (or those persons having the powers of directors) shall, subject to any requisite approval of the Supreme Judicial Court or Superior Court, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation exclusively for the charitable or educational non-profit purposes of the corporation, or to such other exempt charitable or educational non-profit organization or organizations organized exclusively for charitable or educational non-profit purposes under Section 501(c)(3) of the Internal Revenue Code, in such manner as the directors shall determine. In no event shall any of such assets be distributed to an incorporator, director, donor or employee.

ARTICLE X
AMENDMENT

These bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present and voting at any meeting, the notice of which contains a statement of the proposed alteration or amendment, provided that the proposed amendment has been submitted to the clerk, in writing, at least 75 days in advance of the meeting, either by resolution of the Board of Directors or signed by at least 200 members of the corporation.