

# BY-LAWS OF THE HAWAII MUSEUMS ASSOCIATION

(Adopted 1978; amended 1981, 1983, 1987, 1990, 1995, 1997, 2013, 2017)

## Objects and Purposes

- a. To create a regular means of exchanging information, ideas, and assistance among the museums and related institutions and organizations in Hawai'i and their personnel;
- b. To encourage interest in and promote information about museum activities and promote mutual help through direct assistance, meetings, publications, and other means;
- c. To stimulate research within the museum field, and generally to promote professional and institutional standards for Hawaii's museums as important educational and cultural centers.

## I. Membership

1. There shall be two classes of membership: Individual and Institutional. Equality within the Association is held as a prime principle, regardless of size of parent institution, individual experience, or personal attainment.
2. The membership of the Association shall be open to individuals who, or organizations and institutions which, are interested in the purposes of the Association and in the endeavor of the Association to accomplish its purposes as set forth in its Charter of Incorporation. The Board may establish criteria for Institutional membership eligibility.
3. Institutional Members. The number of delegates for Institutional membership shall be determined by the operating budget of the institution and the institutional dues paid. Each Institutional Member shall notify the Association in writing of its delegates, who shall continue as the members for that institution until their respective renewal date, unless prior notification of a substitute is received from the institution.
4. Dues. The dues for each class of membership shall be set by the Board. Changes shall be subject to review by the members at the next scheduled Annual Meeting. Membership will be valid for twelve months from the date of dues processing. Any member not making a dues renewal payment by sixty days following the end of that twelve-month period shall be dropped from membership, and shall forfeit all rights and privileges of membership in the Association. Agencies not permitted to make such payments may be exempt upon annual application to the Board.
5. Rights. All Individual Members and all Institutional Delegates shall have the right to vote.

## II. Meetings

1. Unless otherwise ordered by the Board, the Annual Meeting of the Association shall be held in the Spring of each year.
2. Special meetings of the Association may be called by the President, by the Board, or upon request of nine members.
3. Ten members shall constitute a quorum for the transaction of business at a meeting of the Association.

## III. Elections

1. Election of the President and Directors shall take place at the Annual Meeting.

2. The Nominating Committee shall consist of three HMA members, appointed by the President, and not more than one of them a member of the Board of Directors. The Committee shall prepare a slate of candidates to be circulated to all members at least thirty days prior to the Annual Meeting.
3. Additional nominations may be made from the floor.
4. At the Annual Meeting, the President and Directors shall be nominated and elected.

#### **IV. Officers**

1. Only Individual Members may hold office.
2. The officers shall be President, Vice President, Secretary, and Treasurer. These latter three officers shall be chosen by the Board from its membership at the first Board meeting after the Annual Meeting of the Association, to serve at the pleasure of the Board.
3. President. The President shall preside at all meetings of the Association and of the Board (except as provided in Section 3 of this Article), shall appoint committees as directed by the Association or Board, and shall be an ex-officio member of all committees except the Nominating Committee. The President shall call special meetings as provided in Article II, Section 2 of the By-laws, shall look to the general welfare of the Association, and shall perform all other duties pertaining to the office.
4. Vice President. The Vice President shall at all times render assistance to the President. The Vice President shall, in the absence of the President, preside at meetings and perform the other duties of this office.
5. Secretary. The Secretary shall keep the minutes of the Association, shall keep the roll, and shall keep a list of all committees and a list of the Standing and Special Rules as well as copies of the By-laws. In the absence of the President and Vice President, the Secretary shall call the meeting to order and proceed with the election of a Chairman *pro tem*. The Secretary shall have charge of all papers and records, and at the close of her or his term of office, shall turn over the same to her or his successor. The Secretary shall conduct the correspondence of the Association, except as naturally belongs to certain committees or officers in the performance of their duties; shall keep copies of any and all contracts entered into by the Association for a period determined by the Board; shall send out all notices where previous notice is required, and all notices of meetings.
6. Treasurer. The Treasurer shall have charge of the funds of the Association, and shall expend the funds as directed by the Board of Directors. The Treasurer shall file the bills paid, keep an account of the receipts and expenditures, receive copies of any and all contracts entered into by the Association, and make a report at each regular meeting of the Association. The Treasurer shall submit a written report at the Annual Meeting.

#### **V. Board of Directors**

1. The Board of Directors shall consist of twelve Directors, of which the President shall be one. At each Annual Meeting of the Association, the members shall elect new term, or replacement Directors to serve two-year terms. Any member may be elected or re-elected President if such member shall not have completed six consecutive years as a Director before the expiration of his or her term as President. A person may serve as a Director for no more than six years, and may not

stand for re-election as President of the Board of Directors until one year shall have elapsed. At least one Director shall be from each of the counties of Hawai'i, Kaua'i, Maui, and O'ahu.

2. Delegate, Western Museums conference. An officer shall represent HMA at the Western Museums Association annual conference as finances allow.
3. The Board shall attend to the affairs and interests of the Association between its meetings, fix when necessary the time and place of meetings, and perform other such duties as are or may be specified in the rules or by order of the Association.
4. The Board, within sixty days of taking office, shall adopt a budget for operating expenditures during the year, with planned expenditures not to exceed anticipated income. No additional financial obligations shall be incurred by officers, members, or committees unless authorized by the Board and noted in the minutes. Separate budgets shall be presented for membership meetings giving proposed expenditures and the source of the funding for those expenditures.
5. The acts and rules of the Board shall not conflict with those of the Association.
6. Unless otherwise ordered by the Association or by the Board, regular meetings of the Board shall be held at least quarterly, at such time as the Board shall determine or authorize.
7. A majority of members shall constitute a quorum of the Board.

#### **VI. Vacancies**

1. Should a vacancy occur in any office except that of President, a successor thereto shall immediately be appointed by a majority vote of the Board to complete the unexpired term. Should the office of President become vacant, the Vice President shall immediately become President, and a successor to complete the unexpired term of Vice President shall be appointed by a majority vote of the Board.
2. Should a Board vacancy occur through resignation or other circumstances, a replacement thereof shall be appointed by the Board on an interim (*pro tem*) basis until the individual may be elected on a permanent basis by the members of the Association at its next Annual Meeting.

#### **VII. Committees**

1. The Board of Directors may determine the names, functions, and powers of such committees as it wishes to create, and may change or abolish the same at any time. The President shall appoint the chairs of committees and may remove any chair or member at any time.
2. The Executive Committee shall be composed of the Officers of the Corporation. The majority of members to which the Executive Committee is entitled will constitute a quorum.
3. During intervals between meetings of the Board, the Executive Committee shall possess and may exercise such powers as are delegated to it. It shall meet at the call of the President or any two members of the committee. The President shall report all actions taken by the Executive Committee to the Board for ratification at the next regular Board meeting.

#### **VIII. Policies and Procedures**

1. Execution of Contracts. All contracts on behalf of the Association shall be signed by the President or Vice President, and by the Treasurer, except as otherwise authorized by the Board.
2. Conflict of Interest. No employee or member of the Board of Directors shall take any official action directly affecting (a) a business or other undertaking in which the person has a substantial financial interest, or (b) a private undertaking in which the person is engaged as legal counsel, advisor, consultant, or representative, or who has any other agency capacity.
3. Nepotism. Employees of the Corporation shall be hired on the basis of merit and not on the basis of their relationship to members of the Board of Directors.
4. Smoking. Smoking will be prohibited at all times in all interior spaces controlled by the Association.
5. Substance Abuse. The unlawful manufacture, distribution, dispensation, possession, or use of a controlled substance is prohibited at all times in any spaces controlled by the Association.
6. Directors. Directors serve without compensation, but may be reimbursed for travel expenses to attend Board and Executive Committee meetings.
7. Rules of Procedure. *Robert's Rules of Order* shall govern the proceedings of the Association, except in cases as covered by the By-laws and Special Rules adopted by the Association.

**IX. Amendments**

1. These By-laws may be amended by a two-thirds vote of the voting members present at any regular or regular-adjoined meeting of the Association, provided the proposed amendment has been circulated to the members at least thirty days prior to the date of that meeting.