

Bylaws of The Association for Living History, Farm and Agricultural Museums

**As amended by the ALHFAM membership,
August 21, 2010**

ARTICLE 1: NAME

The name of the organization is the Association for Living History, Farm and Agricultural Museums hereafter referred to as ALHFAM.

ARTICLE 2: INCORPORATION AND OFFICES

ALHFAM is incorporated in the State of Maryland. The principal office for ALHFAM is in the City of Towson, County of Baltimore. The ALHFAM Board of Directors may establish branch offices in such place or places deemed necessary or appropriate for the conduct of business. The Board may from time to time change the address of the principal office or the registered agent within the State of Maryland

ARTICLE 3: MISSION AND PURPOSE

Section 1: Mission Statement

The Association for Living History, Farm and Agricultural Museums (ALHFAM) shares practical knowledge and skills among those who make history relevant to contemporary lives. We draw strength from our diverse network of members, sharing experience, research and passion for participatory learning.

ARTICLE 4: MEMBERSHIP

Section 1: Eligibility

Membership shall be open to any individual or organization interested in supporting ALHFAM's mission and purpose, under the conditions prescribed by the ALHFAM Board.

Section 2: Membership Categories

There are two classes of membership: individual and institutional. The Board will determine more specific memberships, benefits and dues within each category.

Section 3: Membership Dues

Members shall pay dues as determined by the Board. Dues are payable annually on the member's membership anniversary date. Failure to pay dues within 60 days of renewal date may result in the termination of membership.

Section 4: Voting Privileges

Each member shall be entitled to one vote on all matters submitted to a vote. Institutional members must designate an individual who is entitled to vote on behalf of the institutional member. A member is entitled to vote in person, by written ballot, or by written proxy signed by the member. All questions of the validity of votes and proxies shall be decided by the chair of the meeting, and all questions of the validity of returned ballots shall be decided by the Secretary/Treasurer.

Section 5: Termination of Membership

The Board, by a 2/3 vote of all its members, may suspend or expel a member for cause. Members may resign at any time by filing a written resignation with the Secretary/Treasurer but membership dues are non-refundable and non-transferable.

ARTICLE 5: MEETINGS

Section 1: Annual Meeting

An Annual Meeting of the members to conduct ALHFAM business shall be held no later than June 30 of each year. Members shall be notified at least 30 days in advance. A quorum at an annual meeting consists of 50 members.

Section 2: Regional Meetings

Each Region may hold its own meetings.

Section 3: Special Meetings

Special meetings may be called by the Board with at least thirty days' written notice to members. No business may be transacted at a special meeting which is not specified in the call for the meeting.

Section 4: Board Meetings

The Board will hold a minimum of two meetings per year. One Board meeting shall be held in conjunction with the Annual Meeting. The second meeting will occur at a time and place determined by the Board. Quorum at a Board meeting consists of a majority of current Board members.

Section 5: Meeting Procedures

The proceedings and business of ALHFAM shall be governed by the latest edition of Robert's Rules of Parliamentary Procedure. The Annual Meeting minutes and Board Meeting minutes shall be approved and made available in a timely fashion to all members.

ARTICLE 6: BOARD OF DIRECTORS

Section 1: Responsibilities of the Board of Directors

The affairs of ALHFAM shall be under the direction of a Board of Directors. Directors are individually and collectively responsible for the management and direction of ALHFAM including sound fiscal management of ALHFAM's resources, the development and implementation of the organization's policies and plans, implementation of approved policies, and active participation in assigned tasks. The Board will maintain additional guidelines, procedures and resources to support efficient and effective operation of the organization.

Section 2: Board Structure

The Board of Directors is comprised of thirteen elected Directors, each with voting privileges. Four of these members also serve as Officers: the President, Vice-President, Past President, Secretary/Treasurer. The other nine Directors are members-at-large. The Board may invite others to meetings in response to particular needs.

Section 3: Eligibility and Compensation

Only members in good standing shall be eligible to be elected to the Board of Directors. During their term, Directors are to be individual members of ALHFAM, regardless of their institutional role. No compensation shall be paid to Directors for their services, with two exceptions:

- i) Directors will receive a stipend to attend the second Board meeting each year; and,
- ii) Directors may be reimbursed for actual expenses incurred by them performing official duties on behalf of ALHFAM when these duties have been approved in advance by the Board.

Section 4: Terms of Service

Board Officers are elected for a two (2) year term or until their respective successors have been elected and take office. The Vice-President then serves a two (2) year term as President, and a two (2) year term as Past President without subsequent election. The Secretary/Treasurer may serve consecutive terms. Members-at-large serve three (3) year

terms. Three members-at-large are elected each year. All of these terms take effect immediately following the Annual Meeting.

Section 5: Removal

Members who miss two consecutive Board meetings, or three total Board meetings, may be removed from their position by the Board of Directors.

Section 6: Vacancies

Vacancies because of resignation, removal, death or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

ARTICLE 7: BOARD OFFICERS

Section 1: President

The President is the principal executive officer, and official representative for ALHFAM. He/She is responsible for presiding over meetings, making appointments, reporting semi-annually to the Board, and communicating regularly to the membership. He/She serves as chairperson of the Committee on Organizational Partnerships and is an ex officio member of all committees.

Section 2: Vice-President

The Vice-President performs all duties of the President in his/her absence, or in the event of his/her inability to act. The Vice-President serves as chairperson of the Committee on Regional Networking, as a member of the Nominating Committee, and shall perform other duties as assigned by the President or Board of Directors.

Section 3: Secretary/Treasurer

The Secretary/Treasurer is responsible for keeping all written records for ALHFAM including the official membership list, correspondence, notices, Board and membership meeting minutes, election records, financial reports, and any other records required by law. The Secretary/Treasurer routinely makes these records available to members through a variety of means, and to any member upon written request to the Board of Directors. He/she provides information to the Board of Directors, Finance Committee, and Audit Committee. He/She serves on the Finance Committee.

The Secretary/Treasurer is responsible for and the custodian of all funds and securities of the organization. He/she establishes one or more bank accounts with the approval of the Board of Directors. He/She ensures that funds are deposited, and all bills are paid in a timely fashion. Financial records are kept in accord with generally accepted accounting principles. Annually, he/she is responsible for preparing a full and correct financial

statement for the organization, including a balance sheet for the preceding fiscal year. This statement is presented at the Annual Meeting and, within twenty (20) days after this meeting, placed on file at the principal office. P>

Section 4: Past President

The Past President serves in an advisory capacity and shall perform duties as assigned by the President or Board of Directors. He/She serves as the chairperson of the Presidents of Our Past Committee.

ARTICLE 8: COMMITTEES AND PROFESSIONAL INTEREST GROUPS

Section 1: Finance and Audit Committees

The Board shall establish Finance and Audit committees. The Finance Committee shall prepare an annual budget for the Board's approval, support existing fundraising initiatives, and investigate and propose alternatives to ensure the financial viability of ALHFAM. The Audit Committee will arrange for an external financial review and present the results to the Board of Directors annually.

Section 2: Other Committees

The Board of Directors will establish and recognize committees to serve the administrative and other purposes of ALHFAM. Article 10 describes the responsibilities and membership of the Nominating and Elections committees. The purposes and responsibilities of other standing committees are outlined in the ALHFAM Procedural Guidelines. Other ad hoc committees may be established or recognized by the Board to meet specific needs of the organization.

Section 3: Professional Interest Groups

With the Board's approval, member-based professional interest groups may be formed to serve ALHFAM's purposes. These interest groups are open to all members and are recognized and supported by the Board.

ARTICLE 9: FINANCES

Section 1: Fiscal Year

The ALHFAM fiscal year is from January 1 to December 31.

Section 2: Unbudgeted Expenditures and Competitive Bids

All unbudgeted expenditures of more than \$1,000.00 require Board approval. Wherever possible, the Board of Directors shall seek competitive bids for all services provided ALHFAM exceeding \$5,000.00.

Section 3: Insurance

The Board may purchase insurance or a bond for the faithful discharge of the Secretary/Treasurer's duties or any other member having charge or control of ALHFAM funds.

ARTICLE 10: NOMINATIONS and ELECTIONS

Section 1: Nominations and Elections

Each year, the Nominating Committee seeks and nominates ALFHAM members whose abilities and past service distinguish them as potential candidates who are willing to stand for election in order to fill the anticipated vacancies on the Board of Directors and the next Nominating Committee. A proposed slate of candidates for Vice-President (1 position every 2 years), Secretary/Treasurer (1 position every 2 years), Board members-at-large (typically 3 positions every year), and the next Nominating Committee (1 position every year) is presented by a member of the Nominating Committee at the second Board meeting each year. The approved slate will then be presented in writing with a ballot to the membership no later than February 28. Only ballots received no later than April 30 will be counted.

Section 2: Nominating Committee Structure

The Nominating Committee consists of five (5) members: the vice president who serves as chairperson for the Committee, a past president appointed by the President, and three members elected by the membership, one elected each year, and each serving a three-year term. Vacancies arising between terms may be filled by the Board of Directors for the unexpired portion of the term.

Section 3: Elections Committee

An Elections Committee of two ALHFAM members not currently on the Board of Directors or the Nominating Committee will be appointed by the President. This Committee is responsible for overseeing the receiving and counting of ballots, and reporting the results to the President in a timely fashion, and to the membership at the Annual Meeting.

ARTICLE 11: ALHFAM REGIONS

Section 1: Definition and Purpose of ALHFAM Regions

A region is a group of ALHFAM members within a designated geographic area. Regions are recognized and supported by the ALHFAM Board. Regions support and further ALHFAM's mission and purpose by building memberships, fostering communications, and building networks of support and resources on a local and regional basis. Regional activities are open to all ALHFAM members, and members are encouraged to participate in their own and other regions' activities.

Section 2: Regional Representation and Responsibilities

Regions are responsible to the Board of Directors. Each region has a representative on the Committee on Regional Networking. Regional Representatives are required to submit activity and financial reports to the Vice President twice a year. Regions receiving funds from ALHFAM must have the Secretary/Treasurer of ALHFAM listed as a co-signer on financial accounts.

ARTICLE 12: DISSOLUTION AND DEDICATION OF ASSETS

Should the ALHFAM Board determine that the Association should be dissolved, a ballot will be distributed to all members asking them to vote on the question: "Are you in favor of dissolving the Association for Living History, Farm and Agricultural Museums?" Only ballots received within 60 days of the date they were mailed (postmarked) will be counted. The results will be reviewed by the Board of Directors, and all members will be notified of the results. ALHFAM's existence will be dissolved following the approval of two-thirds of all members. The Board will distribute all assets, following payment of all liabilities, to a museum association with similar purposes and which is legally recognized as a not-for-profit institution.

ARTICLE 13: AMENDMENTS

Amendments to these Bylaws may only be amended through the following procedures:

1. Amendments may be proposed by the Board of Directors or any combination of 50 members.
2. Proposed amendments must be submitted in writing and received by the President at least 90 days in advance of an Annual Meeting.
3. Members shall be notified of proposed amendments at least 60 days in advance of that same Meeting. These amendments will be placed on the agenda and discussed, but not voted on at this Meeting.
4. A ballot will be mailed to all members within 30 days following the Annual Meeting.

5. Only ballots received within 60 days of the date they were mailed (postmarked) will be counted.
6. Proposed amendments to Bylaw Articles 1, 2, 3 or 4 shall be adopted if approved by at least two-thirds of all ballots received and a majority of the ALHFAM Board, or three-quarters of all ballots received and a majority of the membership.
7. Proposed amendments to all other Articles will be adopted if approved by a majority of all ballots received.