

**BY-LAWS OF THE
MUSEUM STORE ASSOCIATION, INC.**

**ARTICLE ONE
ORGANIZATION**

The name of this corporation shall be Museum Store Association, Inc., a non-profit organization.

**ARTICLE TWO
PURPOSES**

This corporation is organized exclusively for education purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) 3 of the Internal Revenue Code of 1954.

**ARTICLE THREE
MEMBERSHIP**

Membership in this organization shall be as follows:

The membership of the corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided by the By-laws. All institutions and their employees engaged in retailing merchandise under Section 501(c)3 of the Internal Revenue Code of 1954, shall be eligible for regular membership. The corporation may also have non-voting honorary members.

**ARTICLE FOUR
MEETINGS**

The corporation shall hold an annual meeting, the date and place of which shall be fixed by the board of directors and written notice of the time and place of such meeting and purposes shall be given each member. The presence of not less than 50 voting members shall constitute a quorum and shall be necessary to conduct the business of this organization at the annual meeting.

Special meetings of this organization may be called by the president or three members of the board of directors when it is deemed necessary. Notices of such meetings shall be mailed to all members at least two weeks before the scheduled date for such special meeting. Such notices shall state the reason that such meeting has been called, the business to be transacted at such meeting and by whom called. No business may be transacted at a special meeting which is not specified in the call for the meeting.

**ARTICLE FIVE
BOARD OF DIRECTORS**

The business, property and affairs of this corporation shall be managed by a board of directors composed of the:

President
First Vice President
Second Vice President
Secretary
Treasurer
Two Directors-at-Large

Each director who is also an officer shall hold office for the term of the office for which he/she is elected and until a successor is elected and qualified. The two directors at large shall be appointed by the president and shall hold office for a one-year term. The president of the corporation shall serve as chairperson of the board of directors.

The board of directors shall transact all business of the Museum Store Association. It shall determine the policies, fiscal matters, employment of the executive director and in general assume responsibility for the guidance of the affairs of the corporation.

The presence of a majority of all directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of directors present at a meeting when a quorum is present shall be the act of the board of directors.

The board of directors shall hold a business meeting at each annual meeting of the corporation and at least one meeting between annual meetings at a time to be set by the chairperson and shall meet at such other times upon call of the president or by two members. Notice of each special meeting shall be given by the secretary to each director not less than 10 days before the meeting, unless each director shall waive notice thereof, before, at, or after the meeting.

**ARTICLE SIX
REGIONAL CHAPTERS**

Regional Chapters may be established as determined by the board of directors. Chapters shall be separately incorporated and shall operate as separate legal entities. The Museum Store Association shall not be liable for the debts or obligations of any Chapters and the Chapters shall not be liable for the debts and obligations of the Museum Store Association.

ARTICLE SEVEN VOTING

A. Eligibility

Each member institution shall designate a person from the member institution who is entitled to one vote. Each dues paying individual member from the same institution is also entitled to one vote.

B. Voting at Meetings

At all meetings, all votes shall be viva voce, except that if a majority so requires, any questions may be voted on by ballot. In such instances there shall be no marking on the ballot that would indicate the person who cast the vote.

When voting by ballot, the chairperson shall prior to the commencement of balloting, appoint a committee of three who shall act as "inspectors of election" and who shall at the conclusion of such balloting certify in writing to the chairman the results: a certified copy of the results shall be affixed to the minutes of that meeting. No inspector of election shall be personally interested in the question voted upon.

To the extent permitted by applicable law, and in instances where deemed appropriate by the board of directors, members may vote by written consent, or by telephonic or electronic means.

C. Election of Officers

The officers shall be selected by written ballot. The ballots shall list the names of the candidates in alphabetical order, shall expressly provide for write-in candidates, and shall state the deadline for completing the ballot. A biographical sketch of each candidate shall accompany each ballot. Ballots containing the names of the nominees and the respective offices for which they have been nominated shall be made available to all members eligible to vote. The ballots shall be counted and the candidates who receive a plurality of the ballots cast shall be elected. The results of the election shall be announced at the annual meeting. Alternatively, elections may be conducted by making a ballot available to members through electronic or other media. Members shall be notified of the availability of the ballot through electronic or other media or notification in an official publication.

ARTICLE EIGHT OFFICERS

The officers of the organization shall be president, first vice president, second vice president, secretary, and treasurer.

The president shall be the chief elected officer of the corporation and shall preside at all meetings of the corporation and board of directors. The president shall make an annual report of the work of the organization and shall make all appointments to all committees of this organization except the committee on nominations. Their term of office shall be one year or until terminated by the president. The president shall automatically serve as chairperson of the nominating committee. The president shall be one of the officers who may sign the checks or drafts of the organization. The president shall see that all books, reports, and certificates as required by law are properly kept, filed, and audited.

The first vice president shall in the event of the absence or inability of the president to exercise the office, become acting president of the organization, with all rights, privileges, and powers as if the first vice president had been duly elected president and any other duties that may be assigned by the president. The second vice president, treasurer and secretary shall successively succeed the vice president in case of inability to serve.

The secretary shall validate the minutes and records of the organization and any other duties that may be assigned by the president.

The treasurer shall perform such tasks as are assigned from time to time by the president and any tasks required of a treasurer under law.

A. Term of Office

The president, first vice president, and second vice president will serve one-year terms, with first vice president moving up to president, and second vice president moving up to first vice president. Thus, the candidate once elected to the office of second vice president, will make a three-year commitment with the understanding that he/she will move into the presidency. The treasurer and secretary will serve one two-year term. Appointments to fill vacancies arising through causes other than expiration of term shall be made for the balance of the unexpired term by the board of directors. No officer shall hold an elected office for more than one term.

ARTICLE NINE TERM OF MEMBERSHIP

Membership shall terminate upon resignation, or non-payment of dues sixty days after notice is sent that unless such dues are paid such termination will occur. Membership may also be terminated by the board of directors for conduct deemed by it, as shown by a majority vote at any duly convened meeting, detrimental to the best interests of the organization, but only after affording the member a hearing and appeal rights under procedures adopted by the board of directors. Membership shall terminate in the event of resignation, on receipt of a written resignation addressed to the treasurer, who in turn shall advise the board of directors.

**ARTICLE TEN
DUES**

The dues of regular members of this corporation shall be on a per annum basis and shall be payable annually upon receipt of notice thereof.

**ARTICLE ELEVEN
COMMITTEES**

1. Nominating Committee

The nominating committee shall consist of five members. The president of the board shall preside as chairperson of the nominating committee.

The board shall select four qualified individuals, at least one of which must be a past president of the association, to serve on the nominating committee. Each individual must have attended one annual meeting in the last three years, and in addition, must meet these at least one of the additional requirements, which state that they are currently serving, or have been in the last five years, one of the following:

- 1) a chapter officer
- 2) a member of an MSA committee or task force
- 3) a former board member

The committee shall select a slate of officers to run for office for the ensuing year. No individual shall be nominated by the nominating committee without first having obtained approval of the individual prior to the submission of the report.

2. Other Committees

The president may appoint special committees, as the need arises. With the exception of the nominating committee, the membership of which is provided by these by-laws, the president shall make appointments of the chairperson to all appointive committees. Each committee shall consist of at least three members.

**ARTICLE TWELVE
BY-LAWS**

These bylaws may be altered, amended, repealed or added to by a quorum of the board of directors or by a written ballot of voting members. If a bylaws amendment is proposed by a member and not approved by the board of directors, the member may present to the Executive Director one or more petitions, signed by 20% or more of voting members, requesting that the proposed bylaws amendment be submitted to a vote of the membership. Upon presentation of such petitions, the Executive Director shall submit the amendment to a written vote of the members, making a ballot available to members through electronic or other media. The proposer and the board of directors may submit up to two pages of accompanying materials as to their support of or opposition to the proposed amendment. The amendment shall pass if approved by a majority of members voting if at least fifty percent of voting members cast a vote.

**ARTICLE THIRTEEN
TERMINATION OR DISSOLUTION OF ORGANIZATION**

Upon the dissolution of this corporation, the board of trustees shall after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code of 1954 as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE FOURTEEN
INDEMNIFICATION**

The corporation shall indemnify the members of the board of directors against any liabilities arising from their service as such, to the full extent permitted by Florida law, unless such liability arises from the gross negligence or willful misconduct of the board member seeking indemnification.

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