



Bylaws of the Shiloh Museum of Ozark History

Last amended and adopted 12 March 2015

ARTICLE 1 – NAME AND PURPOSE

Section 1- Name: The name of this organization shall be the Shiloh Museum of Ozark History.

Section 2 – Mission: The Shiloh Museum of Ozark History (“the Museum”) serves the public by preserving and providing resources for finding meaning, enjoyment, and inspiration in the exploration of Arkansas Ozark history.

The Museum, as a department of the City of Springdale, Arkansas, (“the City”) is a 170(c)(1) nonprofit institution operated for the education, enlightenment, and enjoyment of the general public. The Museum is open to all, regardless of race, ethnicity, national origin, age, gender, socio-economic background, religion, sexual orientation, disability, and geographic diversity.

ARTICLE 2 – MEMBERSHIP

Section 1- Eligibility for Museum membership: Any person, institution, business, club, or other organization interested in the Museum, its activities, and mission, that applies for membership and pays the necessary dues shall thereby become a Museum member.

Section 2 – Types & rates of membership: The Board of Trustees (“the Board”) shall establish the types and rates of membership. Gift memberships shall also be made available.

Section 3 – Length of membership: Memberships are for a term of one year from date of issue.

ARTICLE 3 – BOARD OF TRUSTEES

Section 1 – Size: The Board shall consist of no fewer than 13 nor more than 17 members.

Section 2 – Role: The Board shall determine policies governing the administration, operation, and ethical standards of the Museum. The Board shall have responsibility for the supervision of the financial affairs of the Museum.

- a.* The annual operating budget of City funds shall be prepared by the director in consultation with the finance committee for approval by the Board before it is submitted to the City Council.
- b.* The annual budget of the Board accounts shall be prepared by the finance committee in consultation with the director.

Section 3 – Terms: A member of the Board is eligible to serve three terms: the first term for one year, the second term for two years; and a third term for three years, for a maximum of six years. A Board member shall not be eligible for reappointment to the Board until the expiration of one year following the expiration of the three terms of office. The terms of approximately one-third of the Board shall expire each year. In the selection of members, the Board shall seek to reflect the full diversity of its service area while also representing community interests, areas of needed expertise, and the geographic diversity of its service area.

Section 4 – Board member expectations: Board members are expected to be members of the Museum association and to make an annual personally significant contribution to the Museum endowment.

Section 5 – Resignation, termination, and absences: Resignation from the Board must be in writing and received by the president. A Board member shall be terminated from the Board due to excess absences; any member who misses three meetings a year without a cause deemed sufficient by the Board shall be deemed to have resigned as a Board member. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board members.

Section 6 – Election process: Nominees for membership on the Board shall be presented by the governance committee. Persons may be nominated from the floor. Board members who are unable to attend the meeting at which the election is held may vote electronically at least two hours prior to the beginning of the meeting. For the purpose of a quorum, the absent board members' vote(s) may count toward a quorum for that vote only. The names of candidates chosen shall be forwarded to the Mayor as the Board's recommendation for appointment. The selection shall be held in October, with terms to start January 1.

Section 7 – Vacancies: When a vacancy on the Board exists mid-term, the vacancy shall be filled by selection of a new member for the unexpired term in the same manner as members are selected for full terms.

Section 8 – Ex-officio Board: There shall be no more than five ex-officio members serving on the Board at any one time. Ex-officio members shall be invited to serve on committees but shall have no vote on Board matters.

a. One ex-officio member shall be the director. The director shall be an ex-officio member of all committees and shall attend all executive sessions of the Board with the exception of meetings pertaining to the director.

b. Selection of remaining ex-officio members shall be made annually by the Board.

Section 9 – Advisor trustee: If the outgoing president is also at the end of his or her appointment as Board member, he or she shall be allowed to remain on the board an additional year as Advisor Trustee with all privileges and rights of Board members but as a nonvoting member of the executive committee.

Section 10 – Life Trustees: Board members may elect to confer the title of "Life Trustee" on retiring or retired Board members who have excelled in their service to the Shiloh Museum. Recipients of this title shall have served the Museum in a trustee capacity for a minimum of six years and shall have distinguished themselves through service to the Museum. The title shall be honorific and shall in no way obligate the recipient to the legal responsibility for the Museum borne by regular Board members. Life Trustees shall not be required to attend meetings and shall not function as voting members of the Board.

Section 11 – Evaluation: At the end of each fiscal year, the Board shall conduct an evaluation of its activities and performance, with input requested from the director and Museum staff.

ARTICLE 4 – OFFICERS

Section 1 – Officers: The officers of the Board shall consist of a president, vice president, secretary, treasurer, and vice-treasurer.

Section 2 – Terms: Each officer shall be elected by the Board for a term of one year, with two one-year options to renew. No officer shall be eligible for re-election after serving three terms in office until at least one year shall have expired after that officer's last term.

Section 3 – Election procedures: The governance committee shall be responsible for providing a slate of candidates for officers and for the ex-officio members to the Board. Additional nominations may be made by any member of the Board provided the consent of the nominee has been received. The officer and ex-officio nominees shall be elected by a majority vote of the Board at the October meeting. Board members who are unable to attend the meeting at which the election of officers is held may vote electronically at least two hours prior to the beginning of the meeting. For the purpose of a quorum, the absent board members' vote(s) may count toward a quorum for that vote only. The officers and ex officio members so elected shall assume their office January 1.

Section 4 – Duties: The duties of the officer shall be as follows:

PRESIDENT: The president shall: convene regularly scheduled board meetings; preside over all meetings of the Board and the executive committee; be authorized in the absence of the treasurer to sign financial obligations, checks, and all legal papers approved by the Board; serve as an ex-officio member of all committees except the governance committee; appoint committee members and chairs as necessary; be responsible for notification to the City of nominees to the Board; and perform in addition the usual functions of the president of an organization.

VICE-PRESIDENT: The vice-president shall: assume all duties of the president during the absence or disability of the president; and serve as a member of the governance committee. Should the office of the president become vacant, the vice president shall become president for the remainder of the unexpired term.

SECRETARY: The secretary shall: maintain an accurate record of all Board actions, including the taking of minutes at all Board and executive committee meetings; attend to all correspondence as may be necessary or desirable in connection with the office; and serve on the community engagement committee for which the secretary will take and archive committee meeting minutes.

TREASURER: The treasurer shall: keep an accurate record of all monies received by the Museum's Board accounts; make deposits as necessary, but at least monthly, from cash receipts; make monthly financial reports to the Board; submit an annual report at the January meeting; train the vice-treasurer in financial policies and procedures; and serve as chair of the finance/endowment committee.

VICE-TREASURER: The vice-treasurer shall: assist the treasurer in official duties; serve as a member of both the finance/endowment and community engagement committees; and assume all duties of the treasurer during the absence or disability of the treasurer. Should the office of the treasurer become vacant, the vice-treasurer shall become treasurer for the remainder of the unexpired term.

ARTICLE 5 – COMMITTEES

Section 1 – Committees: Each member of the Board shall serve on at least one committee, however, no Board member shall serve as the chair of more than one committee. The president shall appoint committee members and chairs as necessary. Each committee shall be responsible for taking and archiving minutes of each committee meeting. There shall be the following standing committees:

EXECUTIVE COMMITTEE: The five officers shall serve as the members of the executive committee, along with the director, and past president. The committee shall meet at the call of the president, and shall be empowered to take such action as is necessary between meetings of the Board. Reports of committee action shall be made to the Board at the next regular meeting. Actions of the committee shall be subject to the direction and control of the Board. The past president shall be a non-voting member of the executive committee during the year following his or her term as president.

GOVERNANCE COMMITTEE: The committee shall consist of no fewer than three members, including the vice-president; additional members may be drawn from the general public at the discretion of the committee. The committee shall be responsible for: investigating the qualifications and availability of potential Board members, officers, and ex-officio members; reporting recommendations to the Board at the October meeting, or at such times as may be specified by the president in order to fill vacancies (see Article 3, Section 5, and Article 4, Section 3); assisting the director with Board member orientation; overseeing the museum bylaws; facilitating the evaluation of the director and the Board; and monitoring and encouraging work on the museum's strategic plan.

FINANCE/ENDOWMENT COMMITTEE: The committee shall have no fewer than three members including the treasurer, who shall be the chair, and the vice-treasurer; additional members may be drawn from the general public at the discretion of the committee. The committee shall be responsible for: development of the annual Board budget; oversight of the Board and City budgets; making and tracking deposits; recommendations to the full Board on financial issues; and working with the foundation holding the endowment to learn about and analyze investments, seek investment opportunities, and make decisions as to endowment changes.

COMMUNITY ENGAGEMENT COMMITTEE: The committee shall have no fewer than three members, including the secretary and vice-treasurer; additional members may be drawn from the general public at the discretion of the committee. The committee shall be responsible for: growing museum membership; reviewing and adjusting membership levels and benefits as needed; engaging the museum's stakeholders in the museum and its mission and vision; assisting staff with strategies related to publicity and public relations; and the development, implementation, and oversight of an active fundraising program.

Section 2 – Terms: All committee members of the Board shall serve a term of one year and may be reappointed. Members of the general public assisting the committees may also serve a one-year term and the committee chair may re-invite that member to serve an additional term on the committee.

Section 3 – Meetings: Museum staff shall be represented as ex-officio members on all committees as follows: the director shall serve on the executive, governance, and

finance/endowment committees; and the outreach coordinator shall serve on the community engagement committee.

Section 4 – Finances: Any expenditure of City funds by Board committees shall first be approved by the director.

Section 5 – Ad hoc committees: Ad hoc committees may be appointed by the president as needed.

ARTICLE 6 – MEETINGS

Section 1 – Regular meetings: Regular meetings of the Board shall be held monthly at a time designated by the president. All meetings shall be held at the Museum unless a different place of meeting is designated in the notice thereof.

Section 2 – Special meetings: Special meetings of the Board or of the membership may be called by the president or upon demand of three or more members of the Board, with prior public notice.

Section 3 – Open to the public: All meetings of the Board shall be open to the public, except executive sessions dealing with personnel matters. Notices of all meetings shall be posted on the City of Springdale website.

Section 4 – Procedures: *Robert’s Rules of Order* shall govern the Board in all matters of procedure unless stated otherwise in these bylaws.

Section 5 – Quorum: A quorum is necessary for the Board or any committee to act. A quorum shall be defined as a simple majority of the members of the Board or of the committee involved. A quorum may be declared for votes of special importance if board members who are unable to attend call into the meeting, at which time a quorum is formed, those board members are updated on discussions, and thereafter vote by phone.

ARTICLE 8 – MUSEUM ADMINISTRATION

Section 1 – Director and delegation of authority: The entire Board and the City Council shall hire and employ a director who shall be in charge of the day-to-day operations and management of the Museum, its resources, and all its activities. The director’s responsibilities include, but are not limited to: hiring and firing staff; managing the budget; implementing policies; and managing programs and staff. The director shall operate the Museum according to the policies established by the Board and shall be directly responsible to the Mayor and the Board. The Board shall provide a job description and an annual evaluation for the director. The director shall attend all Board meetings, report on the progress of the Museum, answer questions of the Board, submit an annual report covering all Museum activities at the end of the fiscal year, and carry out the duties described in the job description. The Board may designate other duties as necessary.

Section 2 – Handbooks: The Board shall maintain a policy manual or handbook containing written policies governing the various areas of Museum operations.

Section 3 – Job descriptions: The director shall supply a job description for every position at the Museum in coordination with the City of Springdale Human Resources office.

Employment and dismissals shall come before the Board, but only the director's hiring or firing shall involve Board action.

ARTICLE 9 – AMENDMENTS

Section 1- Amendments. These bylaws may be amended or repealed and new bylaws adopted in whole or in part by an affirmative vote of at least two-thirds of the Board at any regular or special meeting. Written notice of the proposed change must be provided to Board members at least 30 days prior to such meeting. Notice of any approved amendment shall be given to the Springdale Mayor and shall be immediately a part of and included in these bylaws.

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