

BYLAWS
OF
VOLUNTEER COMMITTEES OF ART MUSEUMS

ARTICLE I - NAME

The name of this corporation shall be Volunteer Committees of Art Museums, or herein referred to as "VCAM." The term "Art Museum" shall be synonymous with "Art Gallery."

ARTICLE II – PURPOSE and Policies

The purpose of the VCAM is exclusively educational and charitable

- A. To encourage the exchange of ideas among the Member Committees and their constituents so as enhance the extent and quality of service and functions of art museums.
- B. To develop volunteer organizations and programs in conjunction with art museums which demonstrate the effectiveness of trained volunteers.
- C. To encourage cooperation and communications among member committees.
- D. To provide a forum for the exchange of ideas related to the educational, fund raising, membership and cultural activities of the museums with which Member Committees are affiliated.
- E. To engage in collaboration with other volunteer organizations as appropriate.
- F. To conduct meetings, referred to as "Conferences" of Delegates from Member Committees to provide a forum for the exchange of ideas related to the educational, fund raising, membership, and cultural activities of the museums with which the Member Committees are affiliated.

ARTICLE III - MEMBERSHIP

Section 1. Membership shall be open to volunteer associations of art museums located in Canada and the United States of America.

Section 2. Each member committee shall be entitled to designate two voting delegates to General Conference.

ARTICLE IV - OFFICERS

Section 1. Number and Qualifications: The officers of the corporation shall be President, Secretary, and Treasurer. The Treasurer may not or may be a member of the Board. No more than two individuals share any officer position.

Section 2. President:

- A. The President shall be elected by the Board of Directors at the time of the general conference to serve until the conclusion of the next General Conference.
- B. In the event of a vacancy in the office of the President, for any reason, the Secretary shall notify the Board of Directors who will appoint a successor president.
- C. The President shall call and preside at meetings of the Board and general business meetings and shall be responsible for overseeing the administrative duties of VCAM, including issuing newsletters to Member Committees, sending dues notices and collecting dues, and maintaining the roster of Member Committees. The President may appoint persons to assist in these duties. The President shall be authorized signatory on administrative accounts of VCAM and shall cause an annual financial report to be submitted to the Board of Directors :

Section 3. Chairman of the Conference:

- A. The Chair(s) of the Conference shall be the designee of the Member Committee which next will host the conference. The term of office of the Chair shall continue until the conclusion of the General Conference. The Chairman shall be a member of the Board of Directors for the term of office.
- B. In the event of a vacancy in the office of Chair of the Conference, the host Member Committee may appoint a successor Chair after consultation with the Board of Directors.
- C. The Chair of the Conference shall have general supervision of the affairs to the General Conference of VCAM. The Chair shall designate, from the Host Member Committee, a Conference Treasurer and any other officers deemed appropriate. The Chairman is responsible for the publication of the Conference Report.

Section 4. Vice-Presidents: Vice-President(s) may be appointed from time to time by the Board of Directors, with such terms as may be prescribed by the Board.

Section 5. Secretary: The Secretary shall be elected by the Board from among the members of the Board. The Secretary shall keep the minutes of all meetings in books proper for that purpose. The Secretary shall perform all the duties customarily incident of the office of the Secretary.

Section 6. Treasurer: The Treasurer shall be nominated by the President and elected by the Board of Directors. The Treasurer shall have the custody of the funds of VCAM administrative accounts, and shall keep or cause to be kept full and accurate accounts and receipts and disbursements of VCAM and shall deposit all monies and other valuable effects of VCAM in the name and to the credit of VCAM. The Treasurer shall serve at the pleasure of the President and until the conclusion of the next conference.

ARTICLE V - BOARD OF DIRECTORS

- Section 1. Duties: Management of VCAM shall be vested in a Board of Directors which shall have general charge and control of its business, affairs, funds, and properties.
- Section 2. Board Membership: The Board shall be comprised of the following persons:
- D. A minimum of ten persons, the past President and Directors elected by the delegates at each conference each of whom represents one of the regions which VCAM serves as determined by the Board of Directors.
 - E. A least one of the nominees for election to the Board shall be a representative of a small art museum.
 - F. If the membership of the Board as represented by the above does not include at least two representatives from volunteer committees of Canadian art museums, the Board shall appoint up to two additional persons from the Canadian constituency to serve on the Board.
- Section 3. Term: Each Board member is elected for a three-year term or until the conclusion of the next conference. A board member may serve only two consecutive terms, except in the case of President, who may serve additional terms.
- Section 4. Vacancies: The President shall appoint a member to fill the unexpired term of a resigning member.
- Section 5. Specific Duties: In addition to its general responsibilities as set forth in Article II and Section 1 of Article V, the Board of Directors shall the following powers and duties:
- A. To receive invitations for the next conference and, after due consideration, to accept on behalf of the VCAM the most suitable invitation.
 - B. To review the agenda for each conference.
 - C. To act as the credentials committee:
 - 1. Receiving of applications for membership in VCAM
 - 2. To verify qualifications for membership of the Board of Directors.
 - D. To organize a meeting between General Conferences for VCAM representatives of their region, if desired by the region.
 - E. To perform additional duties as necessary.
- Section 6. Meetings: The President shall call regular meetings of the Board of Directors at least one annually. Special meetings may be called by the President or any other three Directors, requiring two weeks notice to each of the other Directors by mail, telephone, fax, email or in person. Meetings of the Board shall be held at the call of the President during conferences.
- Section 7. Quorum: A majority of the Directors shall constitute a quorum.
- Section 8. Action in between meetings: Any act which might have been taken at a meeting of the Board of Directors may be taken without a meeting if authorized in writing and signed by all of the Directors, and any such action shall be as valid and effective in all respects as if taken by the Board at a regular meeting.

ARTICLE VI – MEETINGS

- Section 1. Conference of Member Committees: A conference of the Member Committees of VCAM shall be held biannually or at intervals determined by the Board of Directors, and shall be referred to as the Conference.
- Section 2. The Chair of the Conference shall send by mail a notice of the date and place of the conference to the president of each Member Committee at least twelve months prior to the conference date.
- Section 3. Voting Delegates: Each Member Committee shall be entitled to send two voting delegates to the conference, each of whom shall have one vote on all matters which may come before the membership. A member of the Board may be designated by a Member Committee as one of its delegates
- Section 4. Host Member Committee: Conferences shall be hosted on a rotational basis in different regions by Member Committees as selected by the Board of Directors. Each Host Member Committee may specify the number of non-voting observers who, by invitation to the Member Committee, may attend the conference.
- Section 5. Quorum: The presence in person of Delegates from fifteen Member Committees shall constitute a quorum for the transaction of business at any conference.
- Section 6. Voting: At any conference each delegate and each Board Member from a Member Committee, present in person or by proxy shall be entitled to one vote. Upon demand of any voting Member any vote for Directors or upon any question before the meeting shall be by ballot.
- Section 7. Regional Meetings: Regional Meetings may be held at the request of Member Committees with approval of the Board or at the direction of the Board of Directors at such time and place and with such notice as the Board may approve.
- Section 8. Meeting by Remote Communication: Any and all members of the Board of Directors or of any committee may participate in a regular or special meeting, or conduct the meeting, through the use of any means of remote communications by which all persons participating in the meeting may simultaneously hear each other during the meeting. A director participating by this means is deemed to be present at the meeting.
- Section 9. Action Authorized Without a Meeting: If all the directors or members of a committee shall consent in writing or by electronic transmission as to any action to be taken by the Corporation's Board or one of its committees, the action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors or the committee. These consents shall be tracked by the VCAM Secretary and President, and filed with the VCAM Office of record

ARTICLE VII – COMMITTEES OF THE BOARD

- Section 1. The Conference Committee. A Conference Committee shall be appointed by the Chair of the Conference, consisting of members of the Host member Committee. In addition to the Chair, it will consist of a Secretary and Treasurer, and one or more persons from the Host Member Committee. At all times this committee shall be subject to the control and direction of the Board of Directors. Vacancies on this committee shall be filled by the Chair. This committee shall cease to function upon conclusion of all business in connection with the conference

ARTICLE VIII – FISCAL POLICIES

- Section 1. Fiscal Year: The fiscal year of the corporation shall be determined by the Board of Directors
- Section 2. Books: There shall be kept at the current office of the corporation correct accounting for the activities and transactions of VCAM, including a minute book
- Section 3. Dues: The Board of Directors shall establish dues to be paid by Member Committees for membership in VCAM.
- Section 4. Budgeting: The Board of Directors shall oversee the preparation of a budget for the operating expenses of VCAM for the period between conferences as well as consulting over the Conference budget itself. The Board will also be made aware of the current state of investment monies.
- Section 5. Appointment of an Auditor: The President shall be responsible for the appointment of an auditor, who shall be approved by the Board of Directors. The books of VCAM shall be reviewed annually and audited when necessary.

ARTICLE IX – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall be the authority for all matters of procedure not specifically covered by the bylaws or by special rules of procedure adopted by VCAM.

ARTICLE X - AMENDMENTS

These bylaws may be amended at any meeting of the Board of Directors, called upon at least ten days notice, upon receiving two-thirds vote of the Members of the Board. The amendment must be ratified by the membership at the business meeting of the Conference when they will become binding on each Member Committee.

Original by-laws prepared at the law office of Laress Ackman, Minneapolis, Minnesota under the direct supervision of Christine J. Strom, in 1976.

Revised 1985, Phoenix, Arizona

Revised 1988, Richmond, Virginia

Revised and voted upon by Board of Directors, April 22, 1993, Tulsa, Oklahoma, ratified by membership April 18, 1994.

Revised and voted upon by Board of Directors, October 8, 2009, Kansas City, Missouri, ratified by membership October 10, 2009.

Revised, Amended and voted upon by Board of Directors, October 4, 2015, Richmond, Virginia, ratified by membership October 7, 2015.

OBLIGATIONS OF VCAM BOARD MEMBER

VCAM Board members act autonomously from the museums to which they belong. They are not representing their museum's volunteer committees. Of course, the member groups are sort of "home base" to the board member of VCAM, but your museum or its volunteer committee does not need to approve nor disapprove actions that you carry out as a VCAM Board Member.

Some points of job description are:

- A VCAM Board member may serve for 2 terms only. Terms run from one Conference to the next, a period of three years.
- The past President serves on the VCAM Board as an ex-officio advisor. (By-laws, Article 5, Section 2)
- The Board of VCAM acts as the Nominating Committee, and suggested names are solicited from each region. One half of the Board is replaced at each Conference.

The requirements for Board membership are:

- 1) Any Board members should be active within their own museums.
- 2) They should be active within their communities.
- 3) They must have a willingness to assume these responsibilities of a VCAM Board member, which are: to attend conferences and to attend Board meetings.
- 4) They should be willing to host and arrange regional meetings.
- 5) They should follow up with VCAM members in their region.
- 6) They should solicit new members for VCAM.