

**BYLAWS
OF
FAYETTEVILLE MUSEUM OF ART, INC.**

**ARTICLE I
NAME AND LOCATION**

The Fayetteville Museum of Art shall be a non-stock, nonprofit corporation organized under the Nonprofit Corporation Act of the State of North Carolina. Its principle office and place of business shall be at the premises known as 839 Stamper Road, Fayetteville, Cumberland County, North Carolina or at such other location as shall be approved by a majority vote of the Board of Trustees.

**ARTICLE II
PURPOSE**

The mission of the Fayetteville Museum of Art is to collect, conserve, display art and present a program of art education in order to enhance the appreciation of the visual arts by the people of Fayetteville, Cumberland County, and the surrounding area.

**ARTICLE III
MEMBERSHIP**

Membership in the corporation shall be open to all persons who subscribe to the purpose of the corporation and are willing to assist in encouraging and promoting its purpose. Regular

membership shall be on an annual basis contingent upon payment of dues. All members in good standing shall have the right to vote at general meetings.

ARTICLE IV GENERAL MEMBERSHIP MEETINGS

1. ANNUAL MEETINGS: The annual meeting of the general membership shall be held prior to June 30 of each year. The membership shall have written notice of the annual meeting of the corporation, the announcement to be mailed not later than ten days prior to the meeting.
2. SPECIAL MEETINGS: Special meetings may be held at any time upon call by the President or by any three members of the Board of Trustees with ten days notice as above.
3. QUORUM: Twenty-five members of the corporation shall constitute a quorum. The act of a majority of the quorum shall be the act of the membership of the corporation.
4. RULES OF ORDER: Except when in conflict with these bylaws, "Robert's Rules of Order," latest edition, shall be the parliamentary authority of the corporation.

ARTICLE V BOARD OF TRUSTEES

1. NUMBER, TENURE, AND QUALIFICATION: The Board of Trustees shall consist of at least fifteen (15) members of the corporation and not more than twenty-four (24) members of the corporation, elected by the general membership. Initially, the number of Trustees shall be divided into three terms as equal in number as possible. The members of the Board of Trustees shall serve three year terms. The Immediate Past President shall serve as a voting member of the Board of Trustees for the year following the President's office. The term of office for members of the Board of Trustees shall be from July 1 of the first year through June 30 of the third year. Trustees elected after June 30, 1987 may serve no more than two

consecutive terms. After an absence of one year such persons will be eligible for reelection to the Board. In addition, the President shall have the authority to appoint two (2) members of the Board for a term of one (1) year each.

2. **VACANCIES:** Vacancies occurring on the Board of Trustees shall be filled by the Board which shall elect persons to complete any unexpired terms. Any member of the Board of Trustees missing three (3) consecutive meetings or three (3) out of six (6) of the scheduled meetings per year without a reasonable excuse shall cease to be a member of the Board. The President shall decide what constitutes a reasonable excuse.
3. **MEETINGS:** The Board of Trustees shall hold an annual meeting immediately after the annual membership meeting. In addition, the Board shall meet at least quarterly each year and special or called meetings may be held upon the call of the President or any three Trustees whenever necessary with each member being given at least three days notice.
4. **QUORUM:** One half plus one of the members of the Board of Trustees shall constitute a quorum. The act of the majority of those members present shall be the act of the Board.
5. **DUTIES AND RESPONSIBILITIES:** The Board of Trustees shall establish the general policy for the Fayetteville Museum of Art. They shall manage the business, properties, and affairs of the corporation.

6. **NOMINATION AND ELECTION OF THE BOARD OF TRUSTEES:** The election of the Board of Trustees shall be conducted at the annual meeting of the corporation. The President shall appoint three members of the corporation to serve as the nominating committee. This committee shall select and nominate at the annual meeting of the members of the corporation, one candidate for each seat that is open for nomination. The members of the corporation shall be notified of the persons to be nominated at the time of notice of the annual meeting. Nominations may be made from the floor. Election shall be by voice vote or show of hands unless a member specifically requests a written ballot.

ARTICLE VI OFFICERS

1. **OFFICERS ENUMERATED:** The officers of the corporation shall consist of a President, First Vice President, Second Vice President, Secretary and Treasurer.
2. **TENURE AND QUALIFICATIONS:** The term of office for the elected officers shall be for one year from July 1 to June 30. A voting member of the Board of Trustees in good standing may hold any office in the corporation. There shall be no limit upon the number of times a person may hold except that the President and First and Second Vice Presidents may not serve more than three consecutive one-year terms in each office.
3. **DUTIES OF OFFICERS:** The general duties of each officer shall be as follows:
 - a. **PRESIDENT:** The President shall preside over all meetings of the membership and of the Board of Trustees. In accordance with policies established by the Board of Trustees, the President shall be the chief executive office of the corporation; appoint all committees not otherwise provided for, and perform all other duties that pertain to the office of the President.
 - b. **FIRST VICE PRESIDENT:** In the absence of the President, the First Vice President

shall preside at all meetings and otherwise perform the duties that pertain to the President's office. The First Vice President shall succeed to the office of the President upon the expiration of the President's term of office. After the election of and prior to the First Vice President assuming the duties of the office of President on July 1, said President elect shall be responsible for the organization of all committees, both standing and special, to carry out all functions of the corporation during the President elect's term of office.

- c. **SECOND VICE PRESIDENT:** In the absence of the President and First Vice President, the Second Vice President shall preside at all meetings and otherwise perform the duties that pertain to the President's office.
 - d. **SECRETARY:** The Secretary shall keep the minutes of all meetings of the membership of the corporation and of the Board of Trustees; and shall perform all other duties as may be assigned by the President.
 - e. **TREASURER:** The Treasurer shall have overall supervision of the all funds of the corporation, making payments as directed by the Board of Trustees, keeping accurate records of all receipts and disbursements, and shall present a financial report at each meeting. The Museum shall submit to an annual certified audit, and its financial records shall be available for review to its members during regular business hours.
4. **NOMINATION AND ELECTION OF OFFICERS:** The election of officers by the Board of Trustees shall be conducted at the annual meeting of the Board. The President shall appoint three persons to serve as the nominating committee. This committee shall select and nominate at the annual meeting of the Board one candidate for each office that is open for nomination. Board members shall be notified and apprised of the persons to be nominated at

the time of the notice of the annual meeting. Immediately following these presentations, nominations may be made from the floor. After the close of the nominations, the voting shall begin with the election of the President and end with that of the Treasurer. Elections shall be by voice vote or show of hands, unless a member specifically requests a written ballot.

5. **VACANCIES:** If any office becomes vacant before the term of the incumbent expires, Board of Trustees shall fill the vacancy by electing one of its members to hold that office for the remainder of the unexpired term.

ARTICLE VII COMMITTEES

Committees shall consist of the following:

1. **EXECUTIVE/FINANCE COMMITTEE:** The Executive Committee shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past President. As provided in Article VIII, Section 1, the Museum Director shall be a non-voting member of the committee. They shall serve until their successors are duly appointed. The President shall serve as Chairman of the committee. The committee shall have and exercise, in the intervals between meetings of the Board, all the powers of the Board which may lawfully be delegated in the management of the business and affairs of the corporation or such lesser powers as may be specified from time to time by vote of the Board of Trustees. One half plus one of the Committee shall constitute a quorum. It shall meet at the call of the Chairman or any two of its committee members. All actions of the Executive Committee shall be subject to review by the Board of Trustees.
2. **NOMINATING COMMITTEE:** The Nominating Committee shall consist of three persons appointed by the President and shall select and nominate candidates for open Board seats as per Article V, Section 6 and Board officers as per Article VI, Section 4 of these bylaws.

3. LONG RANGE PLANNING COMMITTEE: The primary responsibility of the Long Range Planning Committee is to prepare a long-range plan for the corporation for approval by the Board of Trustees and to monitor and evaluate the plan on a continuing basis and make modifications as needed. The First Vice President shall be the Chairman of this Committee.
4. VACANCIES: Vacancies occurring on any committee shall be filled by Presidential appointment.

ARTICLE VIII MUSEUM DIRECTOR

1. The Board of Trustees shall elect a Museum Director to hold office at the pleasure of the Board. Subject to the authority and control of the Board of Trustees and of the President, the Director shall be the chief agent to carry out the policies of the Board and the chief administrator of the Museum and other functions under its jurisdiction. The Museum Director shall have immediate charge and supervision of operations and shall be a member of all committees except the Nominating Committee, but shall not vote.
2. The Museum Director shall hire and may terminate employees after consultation with the Personnel Committee. The day to day duties of the employees shall be determined by the Museum Director.
3. The Museum Director shall submit to the Board of Trustees at each annual meeting a report reviewing the activities of the Museum since the last annual meeting and shall also submit at the other meetings of the Board such other reports as the Board may require.

ARTICLE IX CHANGE IN BY-LAWS

These by-laws may be amended by a recommendation from the majority of the Board of Trustees to

the general membership for its approval. A majority vote of the quorum of the general membership shall be sufficient to change the by-laws. No change in these by-laws shall be considered without a notice of the proposed changes having been sent to the Board of Trustees and general membership at least ten {10} days prior to being considered by each body respectively.

ARTICLE X
DISTRIBUTION OF ASSETS

In the event of the dissolution of the corporation, all its assets shall be applied and distributed as follows:

1. First, all liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or adequate provisions shall be made thereof.
2. Secondly, all assets held by the Corporation upon condition requiring return of transfer, which condition occurs by reason of such dissolution, shall be returned or transferred.
3. All remaining assets, of every sort, kind, description, both real and personal, wherever situated, shall become the sole property of another 501(c)(3) organization(s) to be determined by the Board of Trustees.

Adopted this the _____ day of _____, 19_____.

President

Secretary

BY-LAWS REVISIONS

The Board of Director's have recommended the following changes in the By-Laws to the General Membership for vote at the Annual Membership Meeting on June 18, 1997:

I. Amend Article II, Purpose, as follows:

The ~~primary~~ mission of the Fayetteville Museum of Art is to collect, conserve, and display art in order to enhance the appreciation of the visual arts by encourage and enable the people of Fayetteville, Cumberland County, and the surrounding area. ~~region to become familiar with an enjoy the fine and applied arts. This shall be executed through a program of public education, the maintenance of a permanent art collection, a facility for activities and housing the permanent collection, the stimulation of local artistic abilities through education and public exhibitions, and cooperation with other organizations to promote art appreciation.~~

II. Add the following to Article V, Board of Directors, paragraph #1, Number, Tenure, and Qualification:

1. NUMBER, TENURE, AND QUALIFICATION: The Board of Directors shall consist of at least fifteen (15) members of the corporation and not more than twenty-four (24) members of the corporation, elected by the general membership. Initially, the number of directors shall be divided into three terms as equal in number as possible. The members of the Board of Directors shall serve three year terms. The Immediate Past President shall serve as a voting member of the Board of Directors for the year following the President's office. The term of office for members of the Board of Directors shall be from July 1 of the first year through June 30 of the third year. Directors elected after June 30, 1987 may serve no more than two consecutive terms. After an absence of one year such persons will be eligible for reelection to the Board. The Docent Chairperson and the Volunteer Coordinator will be invited annually by the President to serve in an ex-officio, nonvoting capacity. In addition, the President shall be the authority to appoint two (2) members of the Board for a term of one (1) year each.

III. Amend Article V, Board of Directors, paragraph #2, Vacancies:

2. VACANCIES: Vacancies occurring on the Board of Directors shall be filled by the Board which shall elect persons to complete any unexpired terms. Any member of the Board of Directors missing three (3) consecutive meetings or three (3) out of six (6) ~~one half~~ of the scheduled meetings per year without a reasonable excuse shall cease to be a member of the Board. The President shall

decide what constitutes a reasonable excuse.

IV. Amend Article VII, Committees, paragraph #1, Executive Committee:

1. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past President. As provided in Article VIII, Section 1, the Museum Director shall be a non-voting member of the committee. They shall serve until their successors are duly appointed. The President shall serve as Chairman of the committee. The committee shall have and exercise, in the intervals between meetings of the Board, all the powers of the Board which may lawfully be delegated in the management of the business and affairs of the corporation or such lesser powers as may be specified from time to time by vote of the Board of Directors. One half plus one ~~Four~~ members of the Committee shall constitute a quorum. It shall meet at the call of the Chairman or any two of its committee members. All actions of the Executive Committee shall be subject to review by the Board of Directors.

V. Amend Article VII, Committees, paragraph #3, Finance Committee:

3. FINANCE COMMITTEE: The primary responsibility of the Finance Committee is to prepare and monitor the corporation's annual budget, to commission and review an annual audit of the corporation's finances, and to recommend for approval by the Board of Directors any major expenditures which have not been budgeted or any other financial matters they deem appropriate. The Treasurer shall be the Chairman of this Committee.

VI. Amend Article VII, Committees, paragraph #4, Long Range Planning Committee:

4. LONG RANGE PLANNING COMMITTEE: The primary responsibility of the Long Range Planning Committee is to prepare a long-range plan for the corporation for approval by the Board of Directors and to monitor and evaluate the plan on a continuing basis and make modifications as needed. The First Vice President shall be the Chairman of this Committee.

VII. Amend Article VIII, Museum Director, paragraph #2:

2. The Museum Director shall hire and may terminate employees after consultation with the Executive Personnel Committee. The day to day duties of the employees shall be determined by the Museum Director.

VIII. Change references from Board of Directors to Board of Trustees:

Change all references from Board of Directors to Board of Trustees. In 1972, a Board of Trustees was established to set policy and a Board of Directors was established to run the day to day business of the Museum. We have incorrectly been referring to our Board of Trustees as Board of Directors.