

MONTEREY MUSEUM OF ART ASSOCIATION
FRIENDS OF THE MUSEUM BY-LAWS

ARTICLE I

Name

The name of this group shall be the Friends of the Monterey Museum of Art hereinafter referred to as the "Friends."

ARTICLE II

Purpose

The mission of the Friends is to foster an appreciation for the visual arts through volunteer service, fundraising and programs. In this way, the Friends further the mission of the Monterey Museum of Art (hereinafter referred to as the "Museum" or "MMA").

ARTICLE III

Administration

The Friends shall be administered by an elected Board as defined below, hereinafter referred to as the "Board". The Board shall operate under the supervision of the Director of Development and the Executive Director of the Museum.

ARTICLE IV

Membership

Membership in the Friends is open to all MMA members.

(A) Classification. Members of the Friends shall be those persons who have paid their annual dues to both the Museum and the Friends.

(B) Rights. Each active member shall be entitled to one (1) vote at any Friends meeting and shall be eligible to hold office as a member of the Board.

Friends Meetings.

(A) Regular Meetings. Friends meetings shall be held at regular intervals as determined by the Board and may be held for purely educational purposes or for the transaction of Friends' business. Notice of all meetings shall be mailed appropriately in advance to all Friends. If business is to be transacted at any such meeting, the notice shall contain a description of any matters that will be voted upon by the membership.

(B) Special Meetings. A special meeting of the Friends may be held at any time upon order of a majority of the Board, with notice provided to members at least seven (7) days before the meeting date, unless additional notice is required by these bylaws.

(C) Annual Meetings. The "Annual Meeting" of the Friends will be held for the election of officers before the end of the Friends fiscal year, at a time and place determined by the Board.

Quorum, Absentee and Proxy Voting.

At a Friends meeting, a quorum shall consist of a majority of Friends and no business shall be transacted unless the Chair, Vice-Chair or, in the absence of both, some other Board member, is present to preside. Absentee and proxy voting shall not be permitted.

ARTICLE V

Board Authority, Composition, Terms, Vacancies

(a) The Board shall be composed of five (5) officers elected at the Annual Meeting (the Chair, Vice-Chair, the Recording Secretary/Treasurer, the Program Chair and the Membership Chair) and the chair-persons of the Standing Committees that are established by the officers as soon as possible after the Annual Meeting.

(b) The Chair of the Board shall recommend members of the Friends to be appointed as the chairs of the standing committee, with such appointment being subject to the approval of the elected officers.

(c) All officers and chair-persons are elected or appointed for terms of one (1) year to serve until the close of the next Annual Meeting. All are eligible for reelection or reappointment for up to two (2) consecutive terms.

(d) Any vacancy among the officers or other Board members shall be filled by Board appointment for the unexpired term.

(e) The Executive Director of the Museum shall serve, ex-officio, on the Board, and shall be notified of all Board meetings and receive Board minutes and other papers that are produced by the Friends or submitted to the Friends for approval or consideration. He/she shall have the right to vote, but not be counted for a quorum.

(f) The Board shall have full charge of Friends affairs, subject to MMA oversight, and may delegate planning and implementation of specific Friends activities and business to standing and special committees under its supervision.

(g) The Board shall determine annually the Friends dues in an amount that is determined to maintain Friends operations in a fiscally responsible manner. Any change in the amount of the annual dues shall be subject to the approval of the Friends membership.

Article VI.

Elected Officers

(A) **The Chair** shall coordinate and administer Friends affairs and shall preside at all Friends and Board meetings. The Chair shall serve as a designated member of the Museum's Board of Trustees and shall serve as the liaison between the two groups, and be a member, ex-officio, on all Friends committees except the Nominating Committee. The Chair shall recommend members of the Friends to be appointed as the chairs of the standing committees, with such appointment being subject to the approval of the elected officers.

The Chair shall recommend members to be appointed to serve on the Nominating Committee with such appointment being subject to the approval of the Board. The Chair shall appoint special committees as necessary, prepare the Friends Annual Report to the MMA and prepare an annual budget with the Friends Recording Secretary/Treasurer. The Chair, along with the Recording Secretary/Treasurer shall co-sign all authorizations for the allocation of Friends funds and forward same to the Museum business office for payment and shall approve, along with the Recording Secretary/Treasurer, upon receipt of appropriate documentation, cash advances from the Friends petty cash.

(B) **The Vice-Chair** is the replacement for the Chair and shall possess all the authority and perform all the duties of the Chair during that officer's absence. The Vice-Chair shall assist the Chair when needed. The Vice-Chair will coordinate implementation of all fund-raising projects.

(C) **The Recording Secretary/Treasurer** shall record the minutes of all meetings of the Friends and meetings of the Board and shall act as custodian of all Friends records and papers, which shall be housed in the archives of the Museum.

Minutes of the meetings shall be distributed to the MMA Executive Director, Friends staff liaison and Friends Board members.

The Recording Secretary/Treasurer shall collect and receive all monies due and deposit same with the Museum Business Manager. The books of the Friends shall be open to inspection by any Board member and the MMA Treasurer at all times, and shall be kept by the Recording Secretary/Treasurer in a manner consistent with accepted accounting procedures. The Recording Secretary/Treasurer shall furnish written financial reports to the Board at least quarterly. The Chair and Recording Secretary/Treasurer shall prepare a budget for the coming fiscal year to be approved by the Board at its first meeting of the fiscal year. Subsequent amendments to the budget shall be approved by the Board. The Recording Secretary/Treasurer shall prepare and distribute quarterly reports to the Friends membership and to the MMA Accountant. The Recording Secretary/Treasurer shall, along with the Chair, co-sign all authorizations for the allocation of Friends funds and forward same to the Museum business office for payment, and shall approve, along with the Chair, cash advances, upon receipt of appropriate documentation, from the Friends petty cash fund. The Recording Secretary/Treasurer shall provide secretarial assistance to the Chair, send notices of all Friends and Board meetings, and be in charge of preparing and distributing materials.

(D) **The Program Chair** shall be responsible for the coordination and implementation of all Friends-sponsored programs and speakers, including publicity and refreshments.

(E) **The Membership Chair** shall coordinate all membership drives and maintain an up-to-date membership roster.

ARTICLE VII

Nomination and Election of Officers

(A) Nominating Committee. Not later than April of each year, the Chair shall recommend members to serve on the Nominating Committee. composed of a Chair who is a Board member other than the Chair of the Board and two (2) active members from the membership-at-large, all to serve until the close of the Annual Meeting and all eligible for reappointment. Such recommendations shall be subject to approval of the Board.

(B) Nominating and Election Procedures. The Nominating Committee shall prepare a slate, consisting of one (1) nominee for each of the five (5) officer positions, and present it to the Friends membership at least one (1) month prior to the annual meeting. At the annual meeting, further nominations may be made from the floor by a Friend (with nominee's prior consent) and elections shall then take place. If there is more than one (1) nominee for any office, elections shall be by written ballot handed out at the meeting.

ARTICLE VIII

Standing and Special Committees

Standing Committees shall be established each year by the Board at the first Board meeting following the Annual Meeting of the members.

It is recommended that all Committee Chairs have Vice-Chairs trained to serve in the Chair's absence and to serve, if possible, as Chair, the following year. It is also recommended that the Committee Chair rotate as frequently as practical to involve as many members as possible in the responsibilities of managing the Friends. Committee Chairs shall prepare year-end committee reports for the Chair of the Board and provide updated procedural job descriptions of the functions performed by the Committee Chair. Special committees may be created by the Board to carry out assignments not included in the responsibilities of the standing committees. The Chair and members of a special committee shall be appointed by the Board to serve for the committee's term of existence.

A special committee shall keep a written record of its proceedings and shall function, under Board supervision, in accordance with resolutions adopted by the Board.

ARTICLE IX

Funds, Fiscal Year, Property

(A) Dues. Friends annual dues, fixed by the Board, shall become payable upon July 1. Friends members must also maintain current payment of their Museum membership dues as required or cease to be a Friends member. If dues become delinquent and are subsequently paid, a Friends member shall be reinstated. Friends dues shall be used to cover Friends operating expenses, including honoraria, enrichment programs, supplies and designated expenses of the Friends.

(B) Fiscal Year. The fiscal year of the Friends shall be from July 1 to June 30.

(C) Property. All materials and equipment purchased by or donated to the Friends shall be the property of the MMA, housed in the Museum and dedicated to those uses approved by the Friends.

ARTICLE X

Parliamentary Authority

The rules contained in *Robert's Rules of Order* shall govern the proceedings at meetings of the Friends and the Board in all cases to which they are applicable and in which they are not inconsistent with these by-laws.

ARTICLE XI

Amendments

These by-laws may be amended at any regular or special meeting of the membership by a two-thirds vote of those voting, provided a quorum is present and provided notice was given at least thirty days prior to the meeting. All proposed amendments shall be submitted to the Board in writing. All policies adopted by the Friends shall be consistent with MMA by-laws, and as approved by the MMA Board, at all times.