

# **Friends of the Mines Museum By-Laws**

## **Article I. Name and Address.**

**Section 1.** The name of the organization shall be the **Friends of the Mines Museum**, hereinafter simply referred to as the **Friends**.

**Section 2.** The post office address of the principal office is: 1310 Maple St., Room 210, Golden, CO 80401, until otherwise designated by the Board of Directors.

## **Article II. Corporate Status**

The Friends shall be a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act.

## **Article III. Purpose**

**Section 1.** The purpose of the Friends is to promote the **Mines Museum of Earth Science** (hereinafter referred to as the Museum), and to support its mission. The Friends was created under the authority of the CSM Geology Museum Advisory Council as an autonomous organization.

**Section 2.** The Friends shall accomplish its purpose through financial contributions from its members, by organizing a variety of activities, projects and events, and by working with the Museum staff. Support and promotional activities may be undertaken by the Friends when approved by the Board of Directors, in consultation with the Museum staff. The Friends seeks to enhance the quality of the Museum collections by facilitating the acquisition, conservation, and exhibition of appropriate geological and historical materials.

## **Article IV. Membership**

**Section 1.** Membership in the Friends is open to any person or organization interested in supporting the mission and activities of the Friends and the Museum. Requirements for membership and membership categories shall be set by the Board of Directors and by recommendation of the Membership Committee. Memberships may also be awarded by vote of the Board of Directors, generally in consideration of services rendered or donations made to the Friends or to the Museum. Memberships shall not be transferable.

**Section 2.** The annual dues for membership in the Friends shall be collected in December for the following year or, for new members, at time of application. The amount of annual dues shall be set by the Board of Directors and shall be reviewed on

an annual basis. No member shall be entitled to vote at a membership meeting unless that member is in good standing. If a membership has not been renewed by April 30 the membership will be considered lapsed.

**Section 3.** The application of a candidate for membership in the Friends must be accompanied by such dues as are prescribed by the Board of Directors from time to time and by such information as is required on application forms prescribed by the Board of Directors.

- (1) Completed application forms shall be sent to the Friends' Membership Chairman.
- (2) If any member or members protest against the applicant, citing aggravating circumstances, then it is up to the Board of Directors to either reject or accept the application. If the applicant is rejected, then his or her dues will be returned in full within 60 days of the Board of Directors action with a letter stating the reason for rejection.

All members of the Friends shall be guided by the highest standards of ethics, personal honor, and professional conduct. If a member is found to act improperly at any Friends function and/or a grievance has been filed or brought before the Board of Directors, then it will be the Board of Director's responsibility to discuss it and vote to either retain or reject the member from the roles. Any such member will be given the opportunity to present their comments to the Board of Directors prior to any action by the Board of Directors.

Benefits shall accrue to members from time to time at the discretion of the Board of Directors

**article V. Membership Meetings**

**Section 1.** All meetings of the Friends and its Board of Directors shall be conducted according to the principles of Robert's Rules of Order.

**Section 2.** The annual meeting of the Friends membership shall be held in December at a place and time to be determined by the Board of Directors.

**Section 3.** Special meetings of the full membership may be called by the President or by fifty-one percent of the membership through petition to the Secretary at least thirty days prior to the planned date.

**Section 4.** At any meeting of the full membership, a quorum shall consist of the members in good standing attending the meeting, due notice having been given. A majority vote of those present shall be required for the passage of any matter.

**Section 5.** Written notice stating the place, day, and hour of the Annual Meeting or special meeting shall be delivered not less than fifteen days before the planned date. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, or sent via electronic mail, to each member at the address recorded in the register maintained by the Treasurer.

## **Article VI. Officers**

**Section 1.** The officers of the Board of Directors shall be the President, Vice-President, Secretary, and Treasurer. The officers shall serve from January 1 to December 31 of the year following their election.

**Section 2.** No officer shall serve more than three consecutive terms in any office.

## **Article VII. Duties of Officers**

**Section 1.** President: The President shall be the principal managing officer of the Friends and shall be subject to the control of the Board of Directors.

- (1) In general, the President shall supervise and control the business and affairs of the Friends and other duties prescribed by the Board of Directors, including preparation of agendas for board meetings, conducting board and membership meetings, and overseeing the activities of other board members.
- (2) The President may sign, with the Secretary or other Officer of the Friends, any contracts or other instruments the Board of Directors has authorized.
- (3) The President, with Board approval, will fill vacant positions on the Board of Directors and committees and may appoint committees to handle defined subjects or projects of the Friends not covered by standing committees.
- (4) Every three years the President shall appoint a committee, chaired by the Secretary, to review the By-Laws of the Friends.
- (5) The President is entrusted with the power to make emergency decisions in the best interest of the Friends if it is not feasible to convene a quorum of the Board of Directors. Said authority shall include the obligation or expenditure of not to exceed \$500, following consultation with the Treasurer.
- (6) The President shall submit an Annual Report to the membership at the Annual Meeting, including, but not limited to, accomplishments for the year and plans for the upcoming year.

**Section 2.** Vice President: The Vice President shall support the President in the management of the Friends.

- (1) In the absence of the President, or in the event of the President's inability to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- (2) In general, the Vice President will assist the President in all matters aforementioned.

**Section 3. Secretary:** The Secretary shall perform all duties incident to the office of Secretary and other duties assigned by the President or Board of Directors.

- (1) The Secretary shall keep, prepare, and distribute minutes of the Board of Directors and membership meetings.
- (2) The Secretary shall see that all notices are given in accordance with these By-Laws or as required by law.
- (3) The Secretary will be the custodian of the Friends records,
- (4) The Secretary will keep a register of contact information for each member of the Board of Directors.
- (5) The Secretary will execute documents as authorized by the Board of Directors.

**Section 4. Treasurer:** The Treasurer shall perform all duties incident to the office of Treasurer and other duties assigned by the President or Board of Directors.

- (1) The Treasurer shall manage and be responsible for all funds of the Friends.
- (2) The Treasurer shall be responsible for receiving and giving receipts for monies due and payables, including membership dues, and the deposit of all such monies in the name of the Friends in banks or other depositories selected by the Board of Directors.
- (3) The Treasurer shall record all revenues and expenditures of the Friends.
- (4) The Treasurer shall, at the final Board Meeting of each year, present a budget of projected revenues and expenditures for the following calendar year.
- (5) The Treasurer shall submit year-to-date financial reports at each Board Meeting and the Annual General Meeting, and other financial reports as required.

## **Article VIII. Board of Directors**

**Section 1.** The business and affairs of the Friends shall be determined and managed by its Board of Directors. The Board of Directors shall consist of 9 (nine) Friends

members, these being the 4 (four) Officers, the Immediate Past President and 4 (four) Board Members at large.

**Section 2.** Student members shall be eligible to serve on the Board of Directors.

**Section 3.** The Director of the Museum shall be an ex-officio (non-voting) member of the Board of Directors.

**Section 4.** The election of the Board Members at Large shall be held annually prior to the Annual General Meeting by a mail or electronic vote. Members shall serve a one-year term. No member may serve more than three consecutive terms in that capacity.

**Section 5.** The Board of Directors shall meet as needed for the purpose of management and other official business transactions.

**Section 6.** The Board of Directors for the upcoming year shall be announced at the annual meeting, and shall serve from January 1 to December 31 of the following year. Newly-elected Board members may attend the final meeting of the sitting Board, but not have a vote.

**Section 7.** Additional meetings of the Board of Directors shall be called as needed by the President or a majority of the Board of Directors.

**Section 8.** At any Board meeting, a quorum shall consist of five Directors in good standing. A majority vote of the quorum is required for passage of any matter.

**Section 9.** Directors may vote by proxy executed in writing, by telephone, or by electronic means.

**Section 10.** The Board may establish procedures under which a Board Meeting may be conducted wholly or in part by telephone or other electronic means.

**Section 11.** The Board of Directors shall serve without compensation. The terms of this section shall not prevent a Board member from receiving compensation for acting in some other capacity for the Museum or the Friends.

**Section 12.** Any Board Member may resign at any time by giving written notice to the Board of Directors or to the President. Such resignation shall take effect on the date specified therein and no vote shall be necessary to render the same effective. An Officer or Board member may also be removed for cause by the vote of a majority of the Board of Directors. Any such member will be given the opportunity to present comments to the Board of Directors prior to any action of removal.

**Section 13.** Members of the Board of Directors shall not be personally liable to the organization, its members or third parties of said members for monetary damages for breach of the Board Member's fiduciary duty arising under any applicable law. To the

extent permitted by law, the organization assumes all liability to any person other than the organization or its members for all acts or omissions of a volunteer board member, incurred in the good faith performance of the volunteer board member's duties as such. However, this Article shall not eliminate or limit the liability of a board member for any of the following:

- (1) A breach of the board member's duty of loyalty to the organization or its members.
- (2) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
- (3) A transaction from which the board member derived an improper personal benefit.
- (4) An act or omission that is grossly negligent.

Any repeal or modification of this Article shall not adversely affect any right or protection of any Board Member of the organization existing at the time of, or with respect to, any acts or omissions occurring before such repeal or modification.

**Section 14** The Board may or may not maintain liability insurance in the form of a general liability policy for the corporation and/or a trustee's and officer's liability policy.

## **Article IX. Duties of the Board of Directors**

**Section 1.** The administrative powers of the Friends shall rest with the Board of Directors, who shall have the power to perform all acts not inconsistent with these By-Laws.

**Section 2.** The Board of Directors may select and employ individuals on an as-needed basis. The term of employment, authority, and duties of any such employed staff shall be spelled out in a position description that shall be reviewed no less often than annually. The Board shall review the performance of any such staff member(s) no less often than annually.

**Section 3.** The Board of Directors shall review the annual budget submitted by the Treasurer and approve a budget for the next fiscal year

**Section 4.** The Board of Directors shall accept a slate of nominees from the Nominating Committee for election to the Board of Directors.

**Section 5.** The Board of Directors may propose expenditures for the Museum to the Director of the Museum and consider requests for expenditures from that Director. No expenditure for the Museum shall be made without the approval of the Director.

## **Article X. Standing Committees**

**Section 1.** Committee members will be appointed by the President from the membership.

**Section 2.** The Nominations Committee shall convene not later than September of each year to select a slate of candidates for the next election. Committee members may include any members of the Friends. The Nominations Chairperson shall solicit nominations from the Committee and from the general membership, and submit the slate of nominees to the Board. Members may present additional nominations to the Chairman of the Nominating Committee in writing one month prior to the election. The Chairperson shall also oversee preparation and mailing of the final ballot to the membership at least two weeks prior to the Annual Meeting. Nominees must indicate their willingness to serve.

**Section 3.** The Membership Committee shall maintain a list of current members and record all membership changes, and provide such list to other committees when requested.

**Section 4.** The Public Outreach Committee shall convene as needed to produce and oversee publications and public relations activities.

**Section 5.** The Field Trips and Special Events Committee shall convene as needed to plan and oversee Friends events.

## **Article XI. Financial Management**

**Section 1.** The fiscal year of the Friends shall begin on January 1 and end on December 31. The Board of Directors shall review the previous year's financial records, and submit the results of this review to the Membership prior to the Annual Meeting. The Board of Directors shall submit a budget for the next fiscal year to the Membership prior to the Annual Meeting.

**Section 2.** Friends funds shall be held in a separate account or accounts specifically designated for the Friends.

**Section 3.** No monetary loans shall be made by the Friends to any individual or organization.

**Section 4.** Priorities for expenditures of Friends-designated funds shall be to:

- (1) Satisfy all commitments incurred by the Friends.
- (2) Support the Museum and its mission through the purchase of specimens for the museum collections and/or purchase of other items deemed necessary and/or meeting exhibit expenses and museum events, as approved by the museum director, and by aiding research, publication or education related to the geological sciences and arts.

## **Article XII. Approval and Amendments**

**Section 1.** These By-Laws shall become effective upon recommendation by the Board of Directors and approval by a majority of the membership.

**Section 2.** These By-Laws may be amended by the membership pursuant to the recommendations of the Board of Directors. A copy of the By-Laws, with proposed changes clearly identified, shall be distributed to the full membership one month prior to the Annual Meeting. By-Law changes shall be subject to approval by a majority of the membership, to be conducted by mail and e-mail ballot.

**Section 3.** Amendments to the By-Laws may also be initiated at any time by petition of a majority of members.

## **Article XIII. Dissolution**

**Section 1.** The Friends may be dissolved or merged with another not-for-profit corporation only by the unanimous vote of the Board of Directors and a majority vote of the membership. In the event of dissolution, all assets shall be converted into cash – except real property, equipment, or other fixed assets suitable for transfer to a museum, library, or other educational organization – and after payment of outstanding debts, all remaining assets shall be distributed to the Mines Museum of Earth Sciences or any tax-exempt organizations.