

**THE MARTHA'S VINEYARD MUSEUM, INC.**  
**BY-LAWS**

Approved August 2016

**Article I- Organization**

1. The name of this corporation shall be "The Martha's Vineyard Museum, Inc." The Museum may also conduct its activities as the "The Vineyard Museum" or "MVM."
2. The seal of this corporation shall be circular in form with the words "Martha's Vineyard Museum Incorporated 1923" between an inner and outer circle. Within the inner circle there shall be a shield bearing the representation of three bunches of grapes, superior, and a full-rigged ship bearing sinister, inferior.
3. The fiscal year of the Museum shall coincide with the calendar year.

**Article II-Mission**

The Martha's Vineyard Museum's mission is to inspire all people to discover, explore and strengthen their connections to this Island and its diverse heritage.

**Article III-The Board of Directors**

1. The governance of the Museum, its libraries, museums, collections, and other properties shall be vested in a Board of Directors elected by the Museum from the membership by a majority of those members present and voting at the annual meeting, provided the quorum requirements of Article VI, Section 4, are met with respect to such meeting. To maintain continuity, the Board of Directors shall be divided as closely as possible into three equal groups of Directors so that approximately one third of the Directors will be elected each year.
  - a. Except as provided in paragraph c, the Board shall have not less than 15 or more than 35 voting members.
  - b. Officers of the Museum may but need not be members of the Board.
  - c. The immediate past Chair of the Board shall be the Chair Emeritus of the Museum.
  - d. The Executive Director shall serve as a Board member ex-officio, but shall have no vote.
2. The Board may at any time elect to the Board a member of the Museum to fill a current vacancy on the Board, such member to serve until the next annual meeting.
3. The responsibilities of the Board shall include but not be limited to the following:
  - a. To oversee the affairs of the Museum.
  - b. To hire an Executive Director who shall be the Chief Executive Officer of the Museum who shall report to the Board through the Chair.
  - c. To adopt an annual budget for the Museum.
  - d. To review and approve the policies and decisions of the various committees, including the Collections Management Policy as it may be amended from time to time.
  - e. To authorize the purchase or sale of real property.
  - f. To engage a counsel or any other agents it shall deem necessary.
4. No member of the Board or of any Committee may vote or deliberate upon any matter if said action is a violation of the Conflicts of Interest Policy or the Code of Ethics adopted by the Board from time to time.
5. The Board may delegate to the Executive Committee, or any other Committee, such powers as such committees may need to carry out their duties.

6. Regular meetings of the Board shall be held at least four times a year, or more often as determined by the Board. Special meetings of the Board may be called at the request of the Chair or any five members of the Board.
7. A majority of the Board shall constitute a quorum, but a majority of the votes cast upon the question of adjournment, whether or not a quorum is present, shall adjourn the meeting. When a quorum is present, a majority of the members present and voting shall decide any question unless otherwise provided by law, the articles of incorporation, or these by-laws. Members of the Board may participate in a meeting by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other simultaneously, and participation by such means shall constitute presence in person at a meeting.
8. Any member of the Board may resign by giving written notice of such resignation to the Chair. A Board member who is absent from three consecutive meetings of the Board without reason or excuse may be, upon notification, subject to removal by vote of the Board. Any member may be removed with or without cause by the affirmative vote of three-fourths of the members present at any meeting, provided that (a) such member shall be given at least seven days notice of the proposed removal, (b) is given an opportunity to be heard at the meeting, and (c) that notice of the proposed removal is given in the notice of the meeting.
9. A Board member who has been elected by the Annual Meeting to serve two (2) consecutive three (3) year terms may not be nominated to further terms until one year has elapsed since the expiration of the previous term.
10. From time to time the Board of Directors may name an Honorary Director. Honorary Directors shall receive a copy of the regular minutes of the Board and may attend Board meetings but shall have no vote. The term for such Honorary Director appointments shall be for the life of the honoree.

#### **Article IV- Executive Committee**

- a. The Executive Committee shall have the responsibility (a) for overseeing the Executive Director's performance, (b) for reviewing and developing recommendations for presentation to the Board on critical and timely decisions regarding strategic, operational, and capital matters, (c) for acting for the Museum on matters requiring attention between Board meetings, and (d) for the Museum's long-term business and strategic planning and capital projects. Any member of the Board may attend an Executive Committee meeting but shall have no vote.
- b. The Executive Committee members shall be appointed by and serve at the direction of the Chair. Members shall consist of the Chair of the Board, the officers of the corporation, and as many as three additional Board members. The Executive Director shall be a nonvoting member of the Executive Committee. The majority of Executive Committee members shall be Board members.
- c. A majority of the members of the Executive Committee shall constitute a quorum.
- d. The number of meetings of the Executive Committee shall be determined by the Chair, and special meetings may be called at the request of the Chair or any three members of the Committee.
- e. To the extent permitted by law, the Executive Committee may exercise the powers of the Board of Directors if action is needed before the next meeting of the Board. To the extent possible, its actions shall be reviewed by the Board and either confirmed or reversed. The minutes of the Executive Committee shall be sent to, or otherwise made available to, members of the Board upon request.
- f. The Chair of the Board or his/her designee shall preside over all meetings of the Executive Committee.

## Article V- Advisory Council

1. There may be an Advisory Council of individuals who are capable of performing services of value to the Museum, or who may be capable of advancing the purposes of the Museum in matters of community value, engagement, and input. Membership on the Advisory Council is to be achieved by being nominated by the Executive Committee and approved by the Board.
2. Members of the Advisory Council shall have no legal responsibility for the conduct of the affairs of the Museum, but it is expected that they will be available to the Chair and the Executive Director for consultation and advice. The immediate past Chair may be a member of the Advisory Council.
3. The Council shall meet and be presided over as determined by the Council.

## Article VI- Annual and Special Meetings

1. The Annual Meeting of the Museum shall be held on the last Monday of July unless a change of date is sent to Members at least 30 days in advance.  
*(This bylaw is currently written: The Annual Meeting of the Museum will ordinarily be held in August.)*
2. Special meetings of the Museum may be called by the Chair of the Board, by a vote of the Board, or by the request of no fewer than fifteen members in good standing of the Museum.
3. Notice of the place, the day and hour, and the purpose of each meeting shall be sent to each member in good standing not less than seven days prior to the day of the meeting. Notice may be by mail, telephone, fax, MVM web site, or email.
4. Not including members of the Board, fifteen members shall constitute a quorum at both the Annual Meeting and at any special meeting. Votes cast by means of a mailed or otherwise delivered signed proxy shall be tallied if received prior to the vote. Access to the Museum's membership list is available upon request by any member in good standing; mailing labels can be provided at cost.
5. The order of business of all meetings, unless the meeting shall decide otherwise, shall include, but not be limited to:
  - a. Hearing the reports of the Chair, the Secretary, the Treasurer, the Executive Director, and any committees or departments which may properly report
  - b. Following nomination by the Governance Committee, the election of Directors as proposed in the report of said Committee
  - c. Acting upon proposed revisions to the By-Laws, if any
  - d. Transacting such other business as may properly come before the meeting.
6. At all meetings of the Museum each member present and in good standing may cast one vote. Family memberships are entitled to one vote per family member, but no more than two votes.
7. Subject to removal or resignation in accordance with these By-Laws all duly elected Board members shall serve until their successors are elected.

## Article VII- Officers

1. The Board of Directors shall elect at its first meeting after the Annual Meeting of the Museum a Chair of the Board, a Vice Chair, a Treasurer, a Secretary, and such other officers as the Board may determine at this or a subsequent meeting of the Board. The Executive Director shall be an officer of the Museum and shall serve at the pleasure of the Board.
2. The term of office shall be one year. An officer or other member who has been elected by the Annual Meeting to serve two (2) consecutive three (3) year terms as a member of the Board may be elected as an officer upon expiration of the sixth year, or if in office at the expiration of such sixth consecutive year, may remain in such office if elected; however, except for the

Executive Director, no officer shall serve more than five consecutive one-year terms in the same office unless approved on an annual basis by a two-thirds majority of those present at the first Board of Directors meeting following its Annual Meeting. The Board of Directors may elect an officer to fill the vacancy in any office. A person may hold more than one office at the same time.

*(The inserted text represents an addition to the bylaw. No text is being deleted).*

3. The duties of the officers of the Museum shall include, but not be limited to, those duties described in Sections 4 through 8, below, and may be amended by a majority vote of the entire Board.
4. The Chair shall preside over all meetings of the Museum, the Board, and the Executive Committee and shall guide the development and review of the policies related to the Museum's affairs. The Chair shall review with the Executive Committee the performance of the Executive Director.
5. The Executive Director shall exercise general supervision, direction and control of the affairs of the Museum, and shall be in charge of the staff of the Museum, both volunteer and paid. The Executive Director shall develop for approval by the Board both immediate and long term plans, programs, and activities to further the purposes of the Museum.
6. The Executive Director may expend the funds of the Museum, provided that such expenditures are within the provisions of a budget, which has been approved by the Board.
7. The Vice Chair shall, in the absence or disability of the Chair, exercise the powers and duties of that office. Should the Vice Chair be unable to perform those duties, the Executive Committee shall designate a person to carry out those duties.
8. The Secretary shall be Secretary of the Museum, the Board, and the Executive Committee. The Secretary shall give due notice of, and keep minutes of, all meetings, and see, or delegate to others to see, that a true and accurate record of the membership, and of the personnel, boards, and committees of the Museum, is kept. The Secretary shall be the custodian of the corporate seal and other corporate records.
9. The Treasurer shall have oversight of and be responsible for all cash and investment holdings of the Museum and see that an accurate and detailed set of financial records of the Museum is kept, subject to the approval of the Board. The Treasurer shall attend to all finances and other business transactions of the Museum and shall perform all the duties generally pertaining to the office of Treasurer. The Treasurer or the Board's designee shall oversee the drawing of all checks for the transaction of the business of the Museum. The Treasurer shall provide a written report at the Annual Meeting.
10. Officers shall serve until their successors are elected but may be removed from their respective offices with or without cause by vote of a majority of the Board of Directors.

## **Article VIII- Committees**

1. The standing committees of the Museum shall be:
  - a. Governance
  - b. Finance
  - c. Human Resources
  - d. Building and Grounds
  - e. Collections
  - f. Education
  - g. Development
  - h. Marketing and Communications
2. The Chair of the Board shall appoint each Chairperson of the standing committees. Each Chairperson of the standing committees shall nominate members to his/her committee, to be approved by the Chair of the Board. Each standing committee shall have a majority of Board Members.

3. From time to time, the Chair may appoint such ad hoc committees and task forces as are deemed necessary either by the Chair of the Board. Each Committee or task force shall have at least three members, one of whom shall be designated by the Chair to serve as the chairperson and shall report regularly to the Board. The Chair may appoint members of the Museum who are not members of the Board to serve on such groups, and they shall have a vote on matters coming before such groups.
4. The Chair of the Museum shall be a voting member of all committees unless determined otherwise by Board resolution or by these By-Laws. The Executive Director may attend all meetings of such committees and task forces but shall have no vote.
5. The Chair shall appoint a Governance Committee of not fewer than three members of the Museum to present a slate of Board members to be voted upon at the Annual Meeting or any special meeting held in lieu thereof. Appointment to this committee shall be made not later than 60 days prior to the call of the Annual Meeting.
6. The Chair may appoint members of the Museum who are not members of the Board to any committee other than the Governance Committee.

#### **Article IX-Budget and Invested Funds**

1. The Finance Committee shall annually present to the Board a comprehensive budget for the fiscal year. The affirmative vote of two-thirds of the members of the Board present and voting shall be required to adopt the budget.
2. There shall be an Endowment Fund, Collections Fund, and such other restricted funds as from time to time may be established by vote of the Board.
3. The Endowment Fund shall consist of monies and property appropriated to this fund by the Board or received by gift, devise or bequest. The Board shall set the terms and conditions for the management of the Endowment Fund.
4. The Collections Fund shall exist for the receipt of monies contributed to it or otherwise designated for the purchase of items for, and upkeep of, items on the Museum's collections, and of funds raised by means of deaccessions of any items in the Museum's collections

#### **Article X-Membership**

1. Membership in the Museum shall consist of all persons who are interested in the mission of the Museum and have contributed monies to support the Museum, or who have been elected to honorary membership.
2. Members whose financial support has lapsed in excess of one calendar year may be dropped from membership after written notification.
3. Life memberships heretofore created shall continue after the adoption of these By-Laws.

#### **Article XI-Liquidation of the Museum**

1. The Museum is a corporation organized and operating under ch. 180 of the Laws of the Commonwealth of Massachusetts. The affairs of the Museum may be ceased at any time upon the affirmative vote of two-thirds of all members, including Life Members, in good standing at the time of the vote. The vote shall be conducted by mail, and members shall have 60 calendar days from the date on which the ballots were mailed in which to cast their ballot. Those officers of the Museum and members of the Board still in office shall carry out a liquidation of the Museum's assets in accordance with law.
2. In the event of an involuntary termination of the affairs of the Museum, those officers of the Museum and members of the Board still in office shall carry out the liquidation.

3. Proceeds from the sale of the Museum's assets shall be used first to satisfy any liens against the Museum. Once all liens and other outstanding obligations have been satisfied, any remaining assets shall be disbursed, by a majority vote of the officers and Board members still in office, to another non-profit corporation as required by law.

## **Article XII-Indemnification of Directors and Officers**

The Museum shall, to the extent legally permissible, indemnify each person who may serve, or who has served at any time, as a director or officer of the Museum, or any of its subsidiaries, or who at the request of the Museum may serve or at any time has served as director or officer of, or in a similar capacity with, another organization or an employee benefit plan, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the Museum or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Museum or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Museum, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Museum of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interests of the Museum if he acted in good faith in the reasonable belief that his action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the Museum, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a Director of the Museum approves the payment of indemnification, such Director shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, or (2) by a majority vote of a committee of one or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection Directors who are parties may participate); or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Museum) appointed for the purpose by vote of the directors or in the manner specified in clauses (1) or (2) of subparagraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the directors have otherwise acted in accordance with the applicable legal standard of conduct.

Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within 30 days, after the receipt by the Museum of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the Museum shall have determined that the person is not entitled to indemnification. If the Museum denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the Museum.

The right of indemnification under this section shall be a contract right inuring to the benefit of the directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a Director, Officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the Museum, apply to the directors, officers and other persons associated with constituent societies or corporations that have been merged into or consolidated with the Museum who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the Museum.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such Director, officer or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which Museum employees or agents, other than directors, officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

### **Article XIII-Amendments**

These By-Laws may be amended at any Annual or Special meeting of the Museum, such proposed amendments having been recommended by a three-fifths vote of the entire Board, and the general nature of the proposed amendment(s) having been stated in the notice of such meeting of the Museum. An affirmative vote of two-thirds of those members of the Museum present and voting shall be required for the adoption of any proposed amendment(s). Votes cast by means of a mailed or otherwise delivered signed proxy shall be tallied if received prior to the vote.

Amendments may also be proposed by the Executive Committee and become valid by approval of the Board on an interim basis until the next Annual Meeting at which time the procedures set forth in this Article XIII shall apply.

Approved August 2016