

ATTACHMENT E

**ASSOCIATION OF SCIENCE MUSEUM DIRECTORS
CONSTITUTION**

ARTICLE I. Name

The name of this organization is Association of Science Museum Directors, hereafter referred to as the Association or ASMD.

ARTICLE II. Definitions

A *science museum* as used in this document shall mean a museum, science center, science and technology center, zoological park, aquarium, botanical garden, or other organization that has significant collections, exhibitions, and/or educational programs relating to the physical or natural sciences, technology, or anthropology, and that devotes a significant part of its budget to collections, research or educational programs in these areas. It shall be a legally organized, not-for-profit institution or component of a not-for-profit institution or government entity.

The term *Director* is here used to designate that salaried officer who has ultimate responsibility for the day-to-day operations of the museum and its programs, as well as for the collections owned by or lent to the museum, including jurisdiction over their acquisition, exhibition, preservation, study, and interpretation, and ultimate responsibility for the exhibitions and educational programs offered by the institution. This individual's title may be President, Chief Executive Officer, Director, or some other designation, and will herein be referred to as Director.

ARTICLE III. Objectives

The Association of Science Museum Directors is organized exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The purpose or purposes of the ASMD are to:

- Provide a forum for science museum directors to come together to share experiences and strategies and discuss issues related to the advancement of science museums for the public good;
- Provide professional development opportunities for science museum directors to strengthen leadership, exchange perspectives, problem-solve,

- and drive new thinking;
- Provide a leading voice for science and science museums in the public sphere;
- Foster the next generation of directors, promote inclusivity, and expand diversity in the science museum leadership field;
- Promote the development of a scholarly and educational role for science museums and their directors in the cultural life of the nation and of humankind;
- Advocate for support for science, science education, science museums, and the museum field;
- Provide input into and feedback on legislative issues affecting science museums.

The foregoing purposes are each and all subject to the limitations that, the ASMD not being organized for pecuniary profit, no part of the net earnings or funds of the ASMD shall inure to the benefit of any member as such or of any private individual or purpose, and no substantial part of the activities of the organization shall consist of lobbying to influence legislation.

ARTICLE IV. Membership

Application for membership in ASMD shall be open to Directors of all science museums as defined in Article II **and** that have a minimum staff of five or more full-time paid museum positions. Membership applications are reviewed and approved by the Board. Membership in good standing requires payment of annual dues.

Membership is vested in the Director of a particular science museum as defined in Article II. If a member Director vacates a position, then the ASMD President, with the consent of the Board, may invite the Interim Director to assume the remainder of the departing member's one-year membership or to become a member by paying dues until such time as a permanent Director is in the position. Membership for a new Director at a science museum formerly directed by a member Director is not automatic. ASMD membership does not move with a member Director should that individual take a directorship of another science museum.

ARTICLE V. Officers and Board

The officers of the ASMD shall be a President, two Vice Presidents, a Secretary-Treasurer, and the Immediate Past President, and this group constitutes the Board. The Board may appoint an Executive Director, who serves as an ex-officio, non-voting member of the Board.

ARTICLE VI. Committees and Task Forces

The standing committees of ASMD shall be the Nominating Committee, Program Committee, and Issues Committee. The appointment, makeup and responsibilities of these committees shall be described in the Association By-laws. The ASMD President may establish *ad hoc* committees or task forces to deal with specific issues.

ARTICLE VII. Meetings

The Association shall hold a regular annual meeting, including a business meeting. Special meetings will be held at a time and place to be determined by the Board and announced by mail (including electronic mail) to the membership not less than one month prior to the date.

All member Directors are invited to attend ASMD meetings. A member Director may invite one Associate Director-level staff person to register and attend the ASMD Annual Meeting. The President at his/her discretion may invite past member Directors to register and attend the ASMD Annual Meeting.

ARTICLE VIII. Amendments

Amendments to the Constitution may be proposed by the Board, or by any five members of ASMD. The Constitution may be amended in two ways:

1. A proposed amendment can be distributed to the membership at least six weeks before the annual meeting. At the meeting, if at least one-fourth of the ASMD members in good standing are present, a simple majority of those members present is sufficient to amend the Constitution.

2. A proposed amendment can be presented at the annual meeting. Subsequent to the meeting, an electronic mail ballot will be distributed to all members in good standing. If at least one-fourth of the ASMD members in good standing respond within thirty days, a simple majority of those responding is sufficient to amend the Constitution.

ARTICLE IX. By-laws

For regulating the affairs of the Association, By-laws may be enacted, rescinded or amended by mail (including electronic mail) or at the annual meeting, by a simple majority if at least one-fourth of the membership responds or is present, provided such By-laws do not abridge the provisions or Intent of this Constitution.

ARTICLE X. Financial Liability

The Association shall not incur financial liability for itself or for any of its members.

ARTICLE XI. Dissolution

Upon dissolution of the Association of Science Museum Directors, which has been organized as a 501 (c)(3), and following payment of outstanding bills, funds remaining in the treasury shall be distributed, by majority vote of the remaining members, to a legally recognized 501 (c)(3) organization for use toward an exempt purpose. If remaining members fail to take such action upon dissolution, the depository or depositories having the custody of the Association of Science Museum Directors funds, and upon presentation of adequate evidence that the Association of Science Museum Directors has been dissolved, by default or otherwise, are hereby authorized to pay such remainder funds to the American Alliance of Museums (AAM), provided the AAM is a legally recognized 501 (c)(3), at the time of dissolution. If the AAM is unable to accept funds, they shall be distributed to the Association of Science and Technology Centers or another not-for-profit association designated by the Board.

ASSOCIATION OF SCIENCE MUSEUM DIRECTORS

BY-LAWS

I. Membership

1. Membership in the Association shall be subject to approval of the Board.

2. The voting membership shall be limited to the Director of an eligible science museum as defined in the Constitution or, if the Director is not present for a business meeting, by his/her designated representative Associate Director who is present.

3. The Board shall be empowered to remove the Director of an institution from membership if: (a) it determines that the mission and eligibility of the member Director's institution no longer falls within the definition of Articles II, III, and IV of the Constitution; (b) the member fails to pay the assessed dues; (c) the member no longer fills the leadership position at their institution; (d) the member resigns from the association.

Applications for membership shall be sent to the Executive Director. The Board will approve those applications that meet the qualifications as outlined in the Constitution.

II. Meetings

1. The annual meeting (including the business meeting), or special meetings, shall be held at a time and place to be determined by the Board and announced by mail (including electronic mail) to the membership no less than one month prior to date.

2. Any member in good standing and/or his/her designated Associate Director level staff member shall be eligible to attend any meetings of the Association.

3. The President may invite special guests for program presentations or as observers. Any guest will be excused from a portion of the meeting at the request of the President or if an executive session or a session for voting members is called for.

4. Members of the press may not attend meetings without permission of the President.

5. The members present at a properly called meeting shall constitute a quorum except for the purposes of amending the Constitution or By-laws (See Constitution Articles VIII and IX).

III. Officers and Board Members

1. Election and Term of Office. The officers of the Association must be members in good standing of the Association and shall be chosen at the annual meeting. Each President shall serve a single two-year term. Two Vice Presidents shall serve two-year terms, elected in alternating years; terms may be renewed once. The Secretary-Treasurer shall serve a two-year term, elected in years alternating with the President's election; there is no limit to the number of terms that may be served. The Immediate Past President serves as an ex-officio voting member of the Board. These five officers comprise the Board of the Association. The Executive Director, if one is appointed by the Board, serves as an ex-officio, non-voting member of the Board. The Executive Director is not limited in the number of consecutive terms, and serves at the discretion of the Board.

2. Vacancies. The President may choose to fill a vacant Vice President or Secretary-Treasurer position with an Interim Officer until the next business meeting of the Association, at which time election of a new officer takes place. If the President's position becomes vacant, then the Vice President further along in his/her term shall become Interim President until the next business meeting of the Association, at which time election of a new President takes place. If that Vice President declines the appointment, then the other Vice President shall become Interim President until the next business meeting. If at the time of the election only one year remains in the term of any vacant office, then the election is for one year only.

IV. Committees

The President shall appoint a Nominating Committee of three members whose duty it shall be to present the proposed slate of names at the annual meeting for election of the Officers. Any two other members may present additional nominations from the floor. The most Immediate Past President shall serve as Chair of the Nominating Committee.

The President shall appoint a Program Committee that will include a minimum of three members whose duty it shall be to develop the program for the Association's annual meeting (the Directors Forum). The Committee shall be chaired by one

Vice President and shall include the Director(s) of the host science museum(s). The Executive Director shall serve as an *ex officio* member of the committee.

The President shall appoint an Issues Committee that will include a minimum of three members whose duty it shall be to advise the Board and Executive Director on opportunities to build support for science, science education, science museums, and the museum field, and when appropriate, provide input into and feedback on legislative issues affecting science museums. The Committee shall be chaired by one Vice President and shall include the Executive Director as an *ex officio* member of the committee.

The Constitution and By-Laws of the Association of Science Museum Directors were originally adopted in May 1960; revised By-Laws were accepted by a mail ballot vote of the membership in June 1997; and revised Constitution and By-Laws were approved by an e-mail ballot vote of the membership on January 28, 2020.

Signature on file

Joseph Keiper
Interim President
ASMD

Signature on file

Elizabeth Pierce
Secretary-Treasurer
ASMD