

Bylaws
OF THE
ASSOCIATION OF NORTHERN FRONT RANGE MUSEUMS, INC. (ANFRM)

Revised: September 14, 2009

ARTICLE I ORGANIZATION

Section 1

PURPOSES AND OBJECTS

The purposes and objects of this corporation are to be as follows:

(a) The Professional Group of the Association of Northern Front Range Museums, Inc. exists to provide mutual support and promotion for member museums and their staff, and to serve as a forum for the exchange of ideas, artifacts and exhibits, and as a clearing house for information, publications and assistance.

(b) The Volunteer Group of the Association exists to provide a means for volunteers and unpaid staff of member museums to visit other museums, network with fellow colleagues, provide a platform for self-evaluation, learn new skills, share ideas, and foster camaraderie among member museums.

Section 2

POWERS

In furtherance of and within the scope of the purposes and objects for which the Corporation was formed, (none of which shall be for pecuniary profit), are as follows: To accomplish the purposes stated above, the Corporation shall have and may exercise any and all powers now or hereafter conferred by the laws of the State of Colorado upon Corporations not for profit including the Colorado Revised Nonprofit Corporation Act, as amended or its successor act.

Section 3

BUSINESS OFFICES

The principal office of the Corporation shall be the home street address of the current Association's President. The registered agent and the registered agent's office of the Corporation shall be the home street address of the current Association's Secretary-Treasurer. It is the responsibility of the Secretary-Treasurer to maintain and ensure the names and addresses are correct and current on all business and legal documents.

ARTICLE II MEMBERS, OFFICERS, AND COMMITTEES

Section 1

ELIGIBILITY

All museums whether public or private, within the general geographical area bounded by the Continental Divide on the west, Interstate 80 on the north, the eastern Wyoming and Colorado state lines to the north of Interstate 70 and Highway 86 east from Castle Rock to Limon and then Interstate 70 to the state line, are eligible to become voting members.

Section 2

MEMBERSHIP

All memberships are valid for a one (1) year period, January 1 to December 31, of each calendar year. Dues received from January 1 to September 30 apply to the current year with no proration.

If a museum is not a current member and wishes to join the Association during the period of October 1 through December 31, receipt of a full year's dues will provide membership for the balance of the current calendar year and the following full calendar year membership through December 31.

Section 3

ASSOCIATE MEMBERSHIP

Any individual is eligible to purchase an Associate (non-voting) membership which entitles him/her to individual mailings of all Corporation business (minutes, notices, etc.) but does not grant the individual voting rights for official Corporate business. Associate memberships shall also be made available to any museum not meeting the eligibility requirements stated in Article II, Section 1. Museums at the Associate level are not entitled to voting rights for official Corporation business.

All Associate memberships are for a one (1) year period, January 1 to December 31, of each calendar year. Dues received from January 1 to September 30 apply to the current year with no proration. If a museum or individual is not a current member and wishes to join the Association as an Associate member during the period of October 1 through December 31, receipt of a full year's dues will provide Associate membership for the balance of the current calendar year and the following full calendar year Associate membership through December 31.

Section 4

OFFICERS

The officers of the Corporation shall consist of the duly elected President, Vice-President, and Secretary-Treasurer. The officers of the Volunteer Group shall consist of the duly elected President, Vice-President, and Secretary.

Section 5

ELECTION OF OFFICERS

(a) **Corporation Officers** A Nominating Committee comprised of three (3) members, one of whom is the Chairperson appointed by the Corporation President, shall be selected by the Nominating Committee Chairperson. The Corporation Nominating Committee will confer and select a slate of nominees. The Corporation Secretary-Treasurer will provide written notification to the general membership prior to the September Professional Group meeting, at which time the election of officers shall be held. The new officers will take office effective January 1 of the next calendar year for a term of two (2) years.

The maximum number of terms in office of the Corporation President and Vice President is to be two consecutive terms if re-elected after the first term. Either may be re-elected after two (2) years have elapsed between terms.

(b) **Volunteer Group Officers** A Nominating Committee comprised of three (3) members, one of whom is the Volunteer Group President, shall be selected by the Volunteer Group President at the October Volunteer Group meeting of an election year. The nominating committee will confer and select a slate of nominees for election at the December Volunteer Group meeting. The new officers will take office January 1 of the next calendar year for a term of two (2) years.

The maximum number of terms in office of the Volunteer Group President is to be two (2) consecutive terms if re-elected after the first term. He/she may be re-elected after two (2) years have elapsed between terms.

Section 6

PRESIDENT OF THE CORPORATION

(a) The President of the Corporation shall preside over all Corporation business meetings and act as Chairperson of such meetings. The Corporation President shall appoint a Chairperson to each of the following Corporation committees: Nominating, Scholarship, and Special Projects. The President of the Corporation shall, upon majority approval of the Board, draft any official Corporation correspondence and act as principal spokesperson for the Corporation. In the absence of the Secretary-Treasurer, the President shall be responsible for all financial affairs of the Corporation.

(b) The President of the Corporation shall also preside over all Professional Group meetings, create agendas, establish the annual calendar and programming, call meetings to order and act as Chairperson of such meetings.

Section 7

VICE PRESIDENT OF THE CORPORATION

The Vice President of the Corporation shall perform the duties of the Corporation President in his/her absence. Additionally, the Vice President will co-ordinate the annual schedule of host sites for the Professional Group meetings, and, in conjunction with host museums, develop a program for said meetings. In the absence of the Corporation Secretary-Treasurer, the Vice President shall keep a written record of the proceedings of the Professional Group meetings and Corporation business meetings.

Section 8

SECRETARY-TREASURER OF THE CORPORATION

The Secretary-Treasurer of the Corporation shall give written notice of Corporation business meetings and Professional Group meetings, and shall attend all such meetings, keeping a written record of their proceedings. The Secretary-Treasurer shall also have charge and custody of all funds and securities of the Corporation, Professional Group and Volunteer Group, and shall deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors. The Secretary-Treasurer shall perform all duties incident to the office and such duties as from time to time may be assigned to him/her by the Board of Directors or the Corporation President. In the absence of both the Corporation President and Corporation Vice President, the Secretary-Treasurer shall assume their duties as necessary.

Section 9

PRESIDENT OF THE VOLUNTEER GROUP

The President of the Volunteer Group shall preside over all Volunteer Group meetings, create agendas, establish the annual calendar and programming, call meetings to order and act as Chairperson of such meetings. The President shall appoint a Nominating Committee Chairperson to oversee the election of officers for the Volunteer Group.

Section 10

VICE-PRESIDENT OF THE VOLUNTEER GROUP

The Vice-President of the Volunteer Group shall perform the duties of the Volunteer Group President in his/her absence. Additionally, the Vice-President shall assist the Volunteer Group President in fulfilling his/her duties and such duties as from time to time may be assigned to him/her by the Volunteer Group President. In the absence of the Volunteer Group Secretary, the Vice-President shall keep a written record of the proceedings of the Volunteer Group meetings.

Section 11

SECRETARY OF THE VOLUNTEER GROUP

The Secretary of the Volunteer Group shall give written notice of their meetings and shall attend all meetings, keeping a written record of their proceedings. In the absence of both the Volunteer Group President and Vice-President, the Secretary shall assume their duties as necessary.

Section 12

COMMITTEES

The Corporation shall maintain three Standing Committees consisting of the Corporation Nominating Committee, Scholarship Committee, and the Special Projects Committee. The appointed chairperson of each committee shall serve on the Board of Directors.

Section 13

BOARD OF DIRECTORS

The Board of Directors of the Corporation of the Northern Front Range Museums, Inc. shall consist of the Corporation officers, the Chairperson of each of the Standing Committees, and the President of the Volunteer Group. The Directors shall serve until the succeeding election of officers. Should a Director, who is a Chairperson of a Standing Committee, be unable to complete his/her term of office, he/she shall tender a resignation in writing to the Corporation President. Special meetings other than those provided in Article III. Sections 1, 2, 3, 4, and 5 shall be called upon request of any three (3) members of the Board.

Section 14

PURPOSE OF THE BOARD OF DIRECTORS

The Board of Directors shall help determine and implement the goals of the organization. They will make recommendations to the membership. The Board is not authorized to expend funds except for normal operation expenses and in pursuance of projects as specifically approved by the membership.

Section 15

REMOVAL OF OFFICERS

(a) Any Corporation officer may be removed from office by a two-thirds (2/3) affirmative vote of the designated voter representatives of each of the museum members attending any Professional Group meeting. Notice and a copy of the proposed action are to be sent by mail no less than ten (10) days prior to the special or regular Professional Group meeting.

(b) Any Volunteer Group officer may be removed from office by the affirmative majority vote of designated voters of each member museum attending any Volunteer Group meeting. Notice and a copy of the proposed action are to be sent by mail no less than ten (10) days prior to the special or regular Volunteer Group meeting.

Section 16

VACANCIES

(a) Vacancies on the Board of Directors or officers of the Corporation shall be filled by appointment by the Board of Directors. Vacancies on any of the three (3) Standing Committees shall be filled by appointment by the President of the Corporation.

(b) Vacancy of the office of the President of the Volunteer Group shall be filled by the Vice-President of the Volunteer Group becoming President. The President shall then appoint a Vice-President to fill the vacancy. Vacancy of the office of Secretary of the Volunteer Group shall be filled by appointment by the President of the Volunteer Group.

ARTICLE III MEETINGS

Section 1

PROFESSIONAL GROUP MEETINGS

(a) Professional Group meetings of the Corporation shall be held two (2) times per year, in March and September. These meetings are hosted by the professional staff of member museums, and generally occur on the second Monday of the month.

(b) All Corporation business requiring Corporation membership participation and/or Corporation membership voting will be conducted in a regularly scheduled meeting or duly called special meeting of the Professional Group.

Section 2

VOLUNTEER GROUP MEETINGS

(a) Volunteer Group meetings of the Corporation shall be held six (6) times per year, in February, April, June, August, October, and December. These meetings are hosted by the unpaid staff and volunteers of member museums, and generally occur on the third Monday of the month.

(b) All Volunteer Group business requiring membership participation and/or voting will be conducted in a regularly scheduled meeting, or duly called special meeting of the Volunteer Group.

Section 3

PROFESSIONAL GROUP SPECIAL MEETINGS

Special meetings of the Corporation membership may be called for any purpose by the Corporation President or the Vice-President with the approval of two (2) or more members of the Board of Directors.

Section 4

VOLUNTEER GROUP SPECIAL MEETINGS

The Volunteer Group may conduct special meetings for any purpose deemed necessary by their elected slate of officers.

Section 5

NOTICE OF SPECIAL MEETINGS OF PROFESSIONAL AND VOLUNTEER GROUPS

Notice of each meeting, whether the Professional Group or the Volunteer Group, must be given to each member of the group no less than ten (10) days prior to the date of the meeting, stating the purpose thereof. Notice of any such meeting shall state the place, day, and hour of said meeting.

Section 6

CORPORATION VOTING ELIGIBILITY

Voting rights on all Corporation business shall be given to one (1) representative of each member museum to be determined by said museum.

Section 7

QUORUM

A quorum for purposes of voting on Corporation business during Professional Group meetings shall consist of a majority of the designated voters of the member museums present except as stated in Article II, Section 15 (a), and Article V, Section I.

ARTICLE IV EXECUTION OF INSTRUMENTS

Section 1

CHECKS AND ENDORSEMENTS

All checks and drafts upon the funds to the credit of the Corporation in any of its depositories shall be signed by such officers or agents and shall be determined by the membership. Unless authorized by the membership, no officer or agent shall have any power or authority to bind the Corporation in any way, to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

ARTICLE V MISCELLANEOUS

Section 1

AMENDMENTS

All Bylaws of the Corporation shall be subject to alteration, amendment, or repeal, and new Bylaws may be added by a two-thirds (2/3) affirmative vote of the designated voter representatives of each of the museum members attending any Professional Group meeting. Notice and a copy of the proposed amendment change(s) are to be sent by mail no less than ten (10) days prior to the special or regular Professional Group meeting of the Association when said Bylaws may be changed.

Section 2

DISSOLUTION

The regulation of the internal affairs of the Corporation shall be governed by the Bylaws. In the event of dissolution of the Corporation, all assets of the Corporation remaining after payment of debts shall be transferred to the Colorado-Wyoming Association of Museums to supplement their Special Projects funds and distributed in accordance with the provisions of the "Colorado Revised Nonprofit Act as amended". At no time, in dissolution or during the operation of the Corporation,

shall any assets or earnings of the Corporation inure to the benefit of any officer or director of the Corporation.

Section 3

INDEMNIFICATION

The Corporation shall indemnify current or former officers, directors, volunteers, and agents to the fullest extent provided by and in accordance with Colorado law including the Colorado Revised Nonprofit Corporation Act, as amended or its successor act.

ATTEST:

Certified to be the Bylaws adopted by consent of a two-thirds (2/3) affirmative vote of the designated voter representatives of each of the museum members as specified and required in Article V, Section 1, dated this 14th day of September 2009.



Julie Schumaker
Julie Schumaker
Secretary-Treasurer