

**BYLAWS**  
**of the**  
**FRIENDS OF THE UNIVERSITY OF NEBRASKA STATE**  
**MUSEUM**

January 30, 2015

Article I. Name

The name of the organization shall be: Friends of the University of Nebraska State Museum of Natural History, hereafter referred to as the Friends.

Article II. Purpose

The purpose of the Friends shall be to bring people together in support of the University of Nebraska State Museum by promoting an understanding and stewardship of science and natural history through:

Section 1. Support of the University of Nebraska State Museum

Section 2. Public Education, Communication, and Outreach

Section 3. Support of Academic Research.

Section 4. Personal Involvement.

Section 5. Financial Support.

Article III. Relation to the Museum

No material project or activity shall be undertaken within the Museum or affiliated locations by the Friends that does not have the express approval of the Director of the Museum.

Article IV. Membership

Section 1. Qualifications

Membership shall be open to all persons, families, businesses and organizations who subscribe to the purpose of the Friends, and fulfill the criteria for membership as established by the Board of Directors.

## Section 2. Categories of Membership

The categories of and criteria for membership, including, but not limited to the scale and amount of dues for membership, shall be determined by the Board of Directors, as they may determine to be in and promote the best interests of the Friends.

## Section 3. Membership Year

The membership year begins on the day dues are received and ends one calendar year later.

## Section 4. Good Standing

Dues are payable annually. The membership of any member whose dues are two months in arrears shall lose the rights and privileges of membership. Such member may be reinstated upon payment of the current dues.

# Article V. Chapters

## Section 1. Establishment

The Board of Directors may charter Chapters of the Friends to advance the purposes of the Friends.

Any group of 10 or more, who are members of the Friends, may organize a chapter for support of the Friends of the University of Nebraska State Museum. They may write their own bylaws, which must not conflict with the main organization, and must be approved by the Board of Directors of the Friends.

## Section 2. Criteria

The Board of Directors shall establish reasonable criteria for any Chapter including purpose, qualifications, dues, and membership.

## Section 3. Board Chapter Liaison

Duly chartered Chapters may nominate one or more persons, who are Friends members in good standing, to represent that Chapter's interests as Liaisons to the Board. Liaisons shall be approved by simple majority vote of the Board and upon acceptance may exercise one vote per Chapter at Board meetings.

## Article VI. Fiscal Year

The fiscal year shall end on the 31<sup>st</sup> day of December in each year.

## Article VII. Annual Meeting/Special General Meetings

### Section 1. Date, Time, Place

The Annual Meeting of the Friends shall be held the last Saturday of January of each year unless otherwise directed by the Board of Directors at a time and place to be determined by the Board of Directors.

### Section 2. Agenda

At the Annual Meeting the President and/or his/her designee shall report on the state of the Friends. . Officers and Directors shall be elected. The budget for the new year shall be adopted, and such other items of business may be considered as stated in the notice to call the meeting or as may properly come before the meeting.

### Section 3. Special General Meetings

A Special General Meeting of the Friends may be called by a majority of the Board of Directors or on request to the Board of Directors by twenty Members of the Friends. The Board must respond to such a request within two weeks by setting a date for the meeting (pursuant to the following Section 4 Notice).

### Section 4. Notice

At least 21 days prior to the date, time and place of the Annual Meeting, and 14 days prior to the date, time and place for a special General Meeting notice, must be given in writing to each member of the Friends. The notice shall state the business to be considered and may be delivered by U.S. Mail, fax, e-mail, or other forms of electronic media.

### Section 5. Quorum

A quorum shall be Members present in person at any Annual Meeting or a Special General Meeting.

## Article VIII. Voting Rights

### Section 1. Individual Memberships

Individual members in good standing and personally present at the Annual Meeting and at Special General Meeting(s) called, shall have the right to one vote.

### Section 2. Family Memberships

Regular Family memberships in good standing are entitled to one vote per Family membership at the Annual Meeting and at Special General Meeting(s) called, providing the family representative is personally present.

### Section 3. Organizational Memberships

Organizational memberships held by businesses, organizations, or entities that do not have memberships defined in Sections 1 and 2 of Article VIII are entitled to one vote per membership at the Annual Meeting and at Special General Meeting(s) called, provided:

- A. The Organizational Member shall be in good standing.
- B. The Organizational Member representative shall be designated by the organization and/or business in writing at least 5 days prior to the meeting(s).
- C. The Organizational Member representative designate shall be personally present at the meeting(s).

## Article IX. Officers

### Section 1. Officers

The officers of the Friends shall be President, Vice President, Recording Secretary, Treasurer and Past President. All officers shall be members of the Board.

### Section 2. Duties

The officers of the Friends shall generally have the following duties:

- A. President: The President shall be the chief executive officer of the Friends; shall preside at meetings of the Friends, the Board of Directors and the Executive Committee; shall appoint all committee chairpersons; and shall fulfill other duties as defined by the Board of Directors.
- B. Vice President: The Vice President shall preside at all meetings in the absence of the President or in the event of his/her inability or refusal to act; shall be a member of the budget committee; shall succeed the President if the President, because of death, resignation, incapacity, refusal or inability to serve, is unable to complete his/her term of office; shall record the history of Friends Board actions in a policy record book; and shall fulfill other duties as defined by the Board of Directors.
- C. Recording Secretary: The Recording Secretary shall attend all Board meetings and Friends meetings and Executive Committee meetings and keep the minutes; shall perform all such duties as are incidental to the office; and shall fulfill other duties as defined by the Board of Directors.
- D. Treasurer: The Treasurer shall be responsible for all funds of the Friends; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements as directed by the Board of Directors. The Treasurer shall present a financial statement at every meeting of the Board of Directors and at other times when requested by the Board. Under the direction of the Executive Committee, the Treasurer shall promptly pay all bills. The Treasurer shall share responsibility for the preparation of the proposed budget; and shall fulfill other duties as defined by the Board of Directors.
- E: Past President: The Past President advises the Board and serves on the Executive and Nominating Committees.

### Section 3. Terms

- A. All officers, except for Past President, shall be elected for a one-year term at the Annual Meeting. They shall be eligible for re-election but shall serve for no more than two consecutive terms in the same office. The terms of office shall commence at the conclusion of the Annual Meeting.

- B. Past President: The President shall serve as the Past President for one year following his/her service as President.

#### Section 4. Vacancies

- A. A vacancy in the office of the President of the Friends shall be filled by the Vice President of the Friends.
- B. Vacancies in the offices of Vice President, Recording Secretary, and Treasurer shall be filled by a majority vote of the Board of Directors in attendance at a regular or special meeting.
- C. A vacancy occurs when an officer, because of death, resignation, incapacity, refusal or inability to serve, is unable to complete his/her term of office. Persons elected to fill vacancies shall serve until the expiration of the original term and shall be eligible for re-election to two additional consecutive terms.

#### Section 5. Executive Committee

The officers shall act as the Executive Committee of the Friends and shall act for the Board of Directors in time-sensitive situations or emergencies.. All actions taken on behalf of the Board by the Executive Committee shall be ratified by the Board at the next scheduled Board meeting.

### Article X. Board of Directors

#### Section 1. Composition

The Board of Directors shall consist of Friends members in good standing:

- A. The duly elected and acting officers of the Friends.
- B. Not fewer than 6 nor more than 12 duly elected Directors, exclusive of the officers, ex officio members, and Chapter Liaisons.
- C. Ex Officio Members who serve in a non-voting capacity
- The Director of the University of Nebraska State Museum ~~in an ex officio, non-voting capacity.~~
  - A representative of the Office of the Vice Chancellor for Research and Economic Development
  - A representative of the University of Nebraska Foundation

- D. Two faculty representatives who serve in a non-voting capacity
  - A university faculty representative who is not a curator appointed by the Director
  - A museum curator elected by the Museum faculty and appointed by the Director
- ED. Chapter Liaisons who are approved under Article V. They may exercise one vote per Chapter and count as one toward a quorum.

## Section 2. Terms

The Directors shall be elected in three classes with one-third to be elected each year. The Directors shall serve a three-year term except that the first year of the Friends' existence, one-third shall be elected for a one-year term and one-third for a two-year term and one-third for a three year term. Directors shall be eligible for re-election but shall serve no more than two consecutive terms. The Past President may serve for one year beyond the two-term limit without violating the intent of this section.

## Section 3. Duties

The Board of Directors shall prescribe such rules and regulations consistent with these bylaws relating to the management and operation of the Friends as they deem expedient.

## Section 4. Meetings and Quorum

- A. The Board of Directors shall meet at least four times per year, on call of the President or at the request of three Directors.
- B. A quorum shall be 50% of the Board of Directors who are eligible to vote.
- C. The Board of Directors may take action outside of a meeting by a majority vote of the Board of Directors submitted electronically. The vote and resulting actions taken shall be ratified at the next Board meeting.
- D. Members of the Board may participate in a meeting of the Board

through use of a conference telephone or similar means of communication, so long as all Directors participating in the meeting can hear one another.

#### Section 5. Committees

- A. Standing Committees: The Board of Directors may establish such Committees as it deems necessary to perform its duties. Standing committees are those necessary to continue and support the programs and purpose of the Friends. Standing committees shall fulfill the duties as defined by the Board of Directors. Each committee shall include a representative of the Board of Directors who is designated as a liaison for the Board of Directors. The standing committees include:
1. Fund Raising Committee
  2. Membership Committee
  3. Nominating Committee
  4. Executive Committee
  5. Finance and Audit Committee
  6. Budget Committee
- B. Other Committees: Other committees may be appointed by the President with approval of the Board of Directors who shall designate their powers and the terms of each committee appointment.

#### Section 6. Vacancies

Vacancies on the Board of Directors, excluding the officers, may be filled through nomination by the President and majority vote of the Board of Directors. Persons so appointed shall serve until the expiration of the original term.

#### Article XI. Conflict of Interest

The Conflict of Interest policy protects both the Friends and the Board members. Policy statements include but are not limited to:

- No member of the Board of Directors, or any of its Committees, shall derive any personal profit or gain, directly or indirectly by reason of his or her participation.
- A member shall not serve on a committee if the goal or purpose of that committee is related to the member's business.
- Any member of the Friends Board shall refrain from obtaining any list of Friends members for personal or private solicitation purpose at any time during the term of their affiliation.
- Each member shall disclose to the Board President any personal interest that he or she may have in any matter pending before the Board, and shall refrain from participation in any decision on such matter.
- A Board member who is a Chapter Liaison shall refrain from voting in any decision on a matter which involves a conflict in the interest between the Friends and the Chapter.

Violations of Article XI of these Bylaws will be determined by the Board of Directors who will take appropriate action.

#### Article XII. Audit

Financial audits will be conducted when there is a transition to a new treasurer or more often if determined necessary by the Board of Directors. The Finance and Audit Committee shall be determined by the Executive Committee.

#### Article XIII. Board Attendance

Participation is expected of all Board members and includes:

- Meeting attendance either in person or electronically
- Active committee service
- Participation in Friends events

Board members who no longer participate may be considered inactive and may be asked to resign their seats on the Board.

#### Article XIV. Amending the Bylaws

Bylaws of the Friends may be amended upon majority vote of members attending the Annual Meeting of the Corporation. Proposed changes in the Bylaws must be approved by the Board of Directors and distributed to the membership in writing 21 days prior to the Annual Meeting.

(Approved January 28, 2015)