BY-LAWS OF
THE SOUTHEASTERN MUSEUM CONFERENCE, INCORPORATED

Approved October 24, 1997
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Article I. Corporate Identification

Section 1. Name: The name of the corporation will be the Southeastern Museums Conference, Inc. and its location shall be in Atlanta, Georgia, or any other such location as determined by the Board of Directors.

Section 2. State and Territorial Members: The Southeastern Museums Conference shall include those museums and other appropriate organizations in the states of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Virginia and West Virginia and the United States Virgin Islands and the Commonwealth of Puerto Rico.

ARTICLE II. Purpose

Section 1. General Purpose: It is the general purpose of the Corporation (the Conference) to act as an educational and professional museum-related association and to receive, maintain, and disburse funds for scientific, educational, and similar purposes as set forth in the Articles of Incorporation, and nothing contained herein or elsewhere shall be construed so as to authorize or permit any action that is not in furtherance of said purposes.

Section 2. Specific Purposes: The funds of the Corporation will be disbursed by action of the Board of Directors (to be known as the Southeastern Museums Conference Council and hereinafter referred to as the "Council") to foster professionalism, mutual support, and communication among its members and the larger museum community. The Southeastern Museums Conference strives to increase educational and professional development opportunities, improve the interchange of ideas and information, and encourage respect and collegiality.

ARTICLE III. Membership

Section 1. Classes of Memberships and Dues: There shall be various classes of memberships and dues as determined by Council at any of its regularly scheduled meetings. The classes of said memberships and dues may be changed periodically by majority vote of Council.

Section 2. Membership Card: Membership shall be evidenced by a membership card issued under regulation established by Council. Membership cards shall not be transferable.

Section 3. Duties of Members: Members shall elect directors and officers and vote on other matters in accordance with the Articles of Incorporation and Bylaws.

Section 4. Termination of Membership: The membership of any non-honorary member shall be terminated upon failure by such member to pay the prescribed dues. The membership of any member may also be terminated for due cause by the Council upon a vote of two-thirds of the directors then in office. Due cause is defined as use of membership in the Corporation to work for

purposes inconsistent with those of the Corporation as set forth in the Articles of Incorporation and Bylaws. Any such member so terminated for due cause by the Council shall have the right to appeal such action at the next annual meeting of the Corporation following such termination. A two-thirds vote of voting members present or represented by proxy at such meetings is necessary to overrule such action by the Council.

ARTICLE IV. Meetings of Members

Section 1. Place of Meetings: All meetings of the members shall be held at the location stated in the notice of the meeting.

Section 2. Annual Meeting: The Corporation shall hold an annual meeting.

Section 3. Special Meeting: A special meeting of the members may be called at any time by the Council.

Section 4. Notice of Meetings: Written notice of the time and place of every meeting of the members shall be provided by the secretary or staff member performing the secretary's duties, either personally or by postal, facsimile, or electronic mail to each member entitled to vote, not less than thirty nor more than sixty days prior to the meeting. Official notice of the annual meeting shall be contained in the issue of the newsletter immediately preceding that meeting.

Section 5. Quorum: A quorum for the transaction of business at meetings shall be comprised of one hundred members entitled to vote or a majority of all members of the Corporation, whichever is less. If less than a quorum is present or represented by proxy at the time for which a meeting is called, the meeting may be re-scheduled by majority vote of the assembled body to a time when a quorum shall be present or represented by proxy.

Section 6. Voting: At any meeting of the members each member entitled to vote shall have one vote, in person or by proxy. The vote of an institutional member may be cast by a duly authorized representative thereof. While all votes shall be cast and counted by membership class, any matter on which members are entitled to vote shall be decided by majority vote of all voting members, regardless of class, represented in person or by proxy, except as otherwise provided by law in the Articles of Incorporation or the Bylaws.

Section 7. Parliamentary Authority: The rules contained in Roberts Rules of Order Revised shall govern Southeastern Museums Conference in all cases where they are applicable, except when they are in direct conflict with the established Bylaws of the organization.

ARTICLE V. Council

Section 1. General Powers: The business and affairs of the Corporation shall be managed by the Council and, except as otherwise expressly provided by law, the Articles of Incorporation, or the Bylaws, all of the powers of the Corporation shall be vested in the Council.

Section 2. Number and Qualifications: Council shall consist of the following voting members: four director-officers, as described in ARTICLE X, Section 1; and twelve directors. All directors, at the time of election, must either hold individual membership in the Corporation or be employed by an institutional member of the Corporation.

Section 3. Election of Directors: a. Directors. Director-officers, and directors, shall be elected by the members of the Corporation through the Nominating Committee process as described in ARTICLE VIII, Section 2 below. b. AAM Representatives. The president of the Council and Executive Director of the Corporation shall serve as voting members of the Council of Regional Associations of the

American Association of Museums (as specified in AAM's bylaws, Chapter VII, Section 1) for the duration of the president's term and the Executive Director's employment.

Section 4. Terms of Office: a. Director-officers shall be elected for two-year terms, the secretary and treasurer alone being eligible for reelection for no more than three successive terms (6 years total). b. Directors shall be elected for three-year terms and shall be eligible for reelection for one successive term of office (6 years total). All terms of office shall be equally staggered (as determined by Council) and shall correspond to the annual meeting of the Corporation, with three directors being elected or reelected every year. c. Eligibility to Serve as President: No individual shall be eligible to serve as President consecutively for more than one full elected term.

Section 5. Automatic Resignations: Upon non-attendance at three consecutive regular or called meetings, any elected member of Council shall be deemed as resigned from the board. Any elected Council member who permanently moves from the region shall be deemed as resigned from the board.

Section 6. Vacancies: Vacancies among the elected director-officers and directors-at-large shall be filled by majority vote of the Council on the recommendation of at least one candidate by the Nominating Committee in the immediate year in which they occur, with the new director filling out the legal term of the previously elected director (replacement directors are eligible for a legal full term of elected office after completing the one un-expired term).

Section 7. Representatives to Council: In addition to the aforementioned elected directors, Council may include a number of representative positions, including, but not limited to: the immediate past director-president; non-director standing committee chairs (as appointed by Council or the president); representatives from the southeast region for each Standing Professional Committee recognized by the American Association of Museums; representatives from each affinity group recognized by the Corporation; and any special committee chairs who might be designated by Council. Representatives shall have all of the rights and privileges of elected directors except that their numbers shall not count in constituting a quorum, and they shall not be entitled to vote or make or second motions.

Section 8. Meetings: Meetings of the Council shall be held at times and places fixed by resolution of the Council, or upon call of the president, except that the Council shall hold an annual meeting in connection with the annual meeting of the Corporation. The secretary, or another officer performing the secretary's duties, shall give at least five (5) days notice of all meetings of the directors; notice need not be given of regular meetings held at the times and places fixed by resolution of the Council.

Section 9. Quorum: A quorum for the transaction of business at any Council meeting shall consist of nine (9) of the number of the elected directors.

ARTICLE VI. Action by Members or Directors Without a Meeting

Any action to be taken at a meeting of the members or directors of the Corporation, or any action which may be taken at a meeting of the members or directors or of a committee of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all of the directors or all of the members of the committee of directors, as the case may be.

ARTICLE VII. Executive Committee

Section 1. Designation of Committee: The Council, upon recommendation of the president at his/her first Council meeting, shall designate an Executive Committee which shall consist of not less than six directors, including the four director-officers, the immediate past president, and one director.

Section 2. General Powers: The Executive Committee, when the Council is not in session and except as prohibited by law, shall have all powers vested in the Council by law or by the Bylaws, provided that the Executive Committee shall report at the next regular or special meeting of the Council all action which the Executive Committee may have taken since the last regular or special meeting of the Council.

ARTICLE VIII. Nominating Committee

Section 1. Appointment of Committee and Official Charge: A Nominating Committee shall consist of the Past President and two additional members of the corporation appointed by the Past President in consultation with the current president. Members shall serve two-year terms, staggered by one year. Annually, Council shall charge the Nominating Committee as follows:

a. The proposed slate shall attempt to provide that on Council there be equitable representation of the various museum disciplines, including art, history, and science.
b. The proposed slate shall ensure the continuation of a broad and well-balanced representation on Council.
c. The proposed slate shall take into consideration that all segments of the museum profession shall be represented on Council over a reasonable period of time and shall include factors such as nominees' professional affiliations, geographic distribution, racial and gender diversity, and all other elements that are important in the existence of any democratic body.
d. The proposed slate for director-officers shall be limited to members who served at least one year on Council.

Section 2. Duties of Committee: The Nominating Committee shall prepare its slate of one candidate for each position for approval by the Council at its mid-year meeting. The slate shall be published in the next issue of the newsletter, accompanied by an announcement that additional nominees may be added to the slate upon a valid petition signed by seventy-five (75) voting members, with no more than fifty (50)% being from the same state. The Petition must be received by the chair of the Nominating Committee six months prior to the start of the annual meeting. A candidate for an uncontested office shall be certified as elected.

Section 3. Contested Elections: The Nominating Committee shall prepare a ballot on which the candidates for each position shall be listed in alphabetical order with an indication as to the method by which each candidate's name was placed in nomination. Ballots must be received no less than six weeks prior to the opening date of the annual meeting. Ballots will be date stamped upon receipt. The membership date-of-record for eligibility to cast written ballots is six weeks prior to the fixed date on the ballot. In order for an election to be considered valid, the number of votes cast by ballot within the time period specified must equal or exceed the quorum required to be present at a meeting authorizing the action as defined in Article IV, Section 5.

ARTICLE IX. Other Committees

The president may appoint from time to time such other committees as he or she deems necessary to the business of the Corporation. The composition of any such committee may include members of the Corporation.

ARTICLE X. Director-Officers

Section 1. Election: The director-officers of the Corporation will consist of a president, a vice-president, a secretary, and a treasurer. The director-officers shall be elected by the members of the Corporation according to the election procedure outlined in ARTICLE VIII, Section 2 above. Results of the election shall be announced at the annual meeting. All officers elected by the members shall hold their offices for a term of two years or until their successors are elected. The vice-president so elected by the members shall be the president-elect. In the event of a vacancy in the office of president, the vice-president shall immediately succeed to such office, and in the event that the office of vice-president becomes vacant the Council shall choose a vice-president from among the directors. The new president shall serve the un-expired portion of the term to which his/her immediate predecessor in that office was elected. Vacancies in the offices of secretary or treasurer may be filled by majority vote of Council for the un-expired portion of the term of the office.

Section 2. Eligibility to Serve as President: No individual shall be eligible to serve as president consecutively for more than one full elected term.

Section 3. Duties: The officers of the Corporation shall have such duties as generally pertain to their offices, as well as such powers and duties as from time to time shall be conferred by the Council.

Section 4. Bonding: The officers and employees, if any, of the Corporation may be bonded as a group for the faithful performance of their duties with the amount, form of coverage, and company issuing any such bond determined by the Council.

ARTICLE XI. Staff Office and Budget

Section 1. Council may establish a permanent office of the Corporation and hire staff to further the purposes of said Corporation. Council shall have the fiscal responsibility for supporting a permanent office from dues, fees, grants, and other sources.

Section 2. At its mid-year meeting Council shall establish an operations budget for the next fiscal year.

ARTICLE XII. Amendment

Section 1. Amendment of Bylaws by the Council: These Bylaws may be amended altered, or repealed by the Council at any meeting.

Section 2. Amendment by Voting Members:
Bylaws made by the Council may be repealed or changed by new Bylaws approved by a majority of the voting members at any properly called meeting of the Corporation. The voting members may further prescribe that any Bylaws made by them shall not be altered, amended, or repealed by the Council.

ARTICLE XIII. Miscellaneous Provisions

Section 1. Seal: The seal of the Corporation shall contain the name of the Corporation and shall be in such form as shall be approved by the Council.

Section 2. Contracts, Checks, Notes and Drafts: All contracts, checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Council may from time to time authorize.

Section 3. Federal Tax Identification Number: The Corporation shall maintain an Employer Identification Number (EIN) which shall be used solely by the Corporation. Regional standing professional committees, affinity groups, and other independent but affiliated organizations which charge membership dues and/or maintain treasuries shall have their own EINs, but may request tax-exempt status under the Corporations group exemption letter as long as IRS regulations and Corporation's needs are met.

Section 4. Dissolution of Assets: Upon dissolution of the corporation, the Council shall, after paying or making provisions for payment of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for chartable, educational or scientific purposes, as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Council shall determine.

ARTICLE XIV. Endowment

Section 1: The Southeastern Museums Conference (SEMC) shall establish and hold an Endowment Fund, named the WILLIAM T. AND SYLVIA F. ALDERSON ENDOWMENT FUND. This endowment is established with a-quasi-corpus (board designated) funded from all accumulated gifts designated for endowment and all earnings accrued from the investment of these funds as of June 30, 2009. The quasi-corpus was valued at $107,395 as of June 30, 2009. All future endowment gifts unless otherwise donor designated will be added to the quasi-corpus.

Section 2: The quasi-corpus so constituted, together with additional amounts paid into the Fund, shall be held, administered and controlled as an Endowment and all earnings shall be used for the programs and operations of the Southeastern Museums Conference or otherwise donor designated purposes.

Section 3: The SEMC Council retains fiduciary, oversight and management responsibility for the Endowment Fund and governing investment policy. The SEMC council will provide timely reports to SEMC membership as to performance and use of Endowment Funds.