ARTICLE I
Name

The name of this organization shall be the Fred Jones Jr. Museum of Art Association.

ARTICLE II
Mission

The mission of this organization shall be to support the Fred Jones Jr. Museum of Art at the University of Oklahoma by maintaining an association of persons interested in the visual arts; by focusing public attention on the services, facilities and needs of the Fred Jones Jr. Museum; and by stimulating annual membership contributions and gifts to the Fred Jones Jr. Museum of Art.

ARTICLE III
Membership

Membership in the Association shall be limited to those who contribute to the Association on an annual basis. Funds contributed by Association members are managed by the University of Oklahoma Foundation for the benefit of the Museum.

ARTICLE IV
Amendments

This constitution may be amended at any annual meeting or at any special meeting called for that purpose. Amendments require a two-thirds affirmative vote of the members present and voting.

BY-LAWS

ARTICLE I
Meetings

An annual meeting of the Association shall be held during the spring/summer of each year for the purpose of electing officers and transacting other business. A simple majority of the Board of Directors shall constitute a quorum. Special meetings of the Association may be held at other times, called by the President of the Association with advance written notice to the membership. Meetings of the Board of Directors shall be held as needed.
ARTICLE II
Officers and Duties

Section 1: The elected officers shall include a President, a President Elect, a Secretary, a Treasurer and the Past President. The term for all officers shall be one year.

Section 2: The President shall preside at all general meetings and at all meetings of the Board Directors, and shall otherwise perform those duties of President as designated in the by-laws.

Section 3: The President Elect shall assume all the duties of the President in his or her absence.

Section 4: The Secretary shall keep a record of the proceedings of all the meetings of the Board of Directors and of the annual business meeting and of such other general membership meetings as may occur.

Section 5: The Treasurer shall keep a record of the financial information as provided by the University of Oklahoma Foundation and other general money matters as they occur.

ARTICLE III
Board of Directors and Duties

Section 1: There shall be a Board of Directors comprised of no more than seventeen voting members—the five officers and a maximum of twelve members-at-large—who shall be the governing body of the organization. The Director of the Fred Jones Jr. Museum and the Museum’s Audience Development Manager shall be ex-officio members of the Board. The Museum’s Audience Development Manager shall be the official liaison between the Museum and the Association. In order to serve on the Board, individuals must be a member of the Association in good standing.

Section 2: The Board of Directors shall approve all committee appointments made by the President.

Section 3: The Board of Directors shall approve appointments by the President to fill vacancies arising on the Board.

Section 4: The Board of Directors shall act in an advisory capacity with the Director with regard to the purchase of art works with Association membership contributions. The final decision on acceptance of artwork for the Museum shall rest with the Museum Director.

Section 5: The Board of Directors shall have the fiduciary responsibility for all financial matters of the Association.

Section 6: Board Members shall participate in activities and initiatives of the Association and its Board. The President, in consultation with officers, may declare a member inactive. Inactive members may be removed by formal procedures approved by the Board.

Section 7: Matters brought before the Board shall primarily be addressed at regular meetings. Urgent business, however, may be conducted electronically at the discretion of the President following a protocol approved by the Board.
ARTICLE IV
Committees and Duties

Section 1: The President, subject to the approval of the Board of Directors, may appoint all committees as needed. Committee duties and powers will be determined by the President.

Section 2: The Museum Director and/or the Museum’s Audience Development Manager shall serve as ex-officio members of all committees.

ARTICLE V
Nominations and Elections

Section 1: There shall be a Nominating Committee appointed by the President with the approval of the Board of Directors. The Nominating Committee is comprised of individuals who shall not be considered among the slate of officers.

Section 2: The Nominating Committee shall nominate one candidate for the positions of President, President Elect, Secretary, Treasurer, and for the Board Members-at-Large. The slate of officers, President, President Elect, Treasurer, and new Board Members-at-Large, as needed, shall be presented at the annual meeting. After the Nominating Committee has reported the slate to the membership, an opportunity shall be given for further nominations from the floor for each position.

Section 3: Election and Terms of Officers.
3.1 The President, President Elect, Secretary, and Treasurer shall be selected from current elected Board Members. An outgoing President shall assume the office of Past President.
3.2 If the term of an officer ends before her/his term as a Board-Member-at-Large term she/he may continue the Board Member-at-Large term.
3.3 Upon completion of his/her term, each officer at his/her choice, may fill on open Board Member-at-Large position and serve one year for every year of service as an officer. The Nominating Committee shall adjust the slate of nominees for Board Members-at-Large positions to accommodate this provision.
Section 4: Election and Terms of Board Members-at-Large.

4.1 Board Members-at-Large nominees shall be selected by the Nominating Committee from names submitted by current members of the Association. Nominees must be current members of the Association.

4.2 Each Board Member may serve two consecutive three-year terms.

4.3 After serving two consecutive three-year terms, Board Members are not eligible for an additional term for at least one year.

4.4 As needed, the Board may elect non-voting Emeritus Member(s) to serve a one year term.

Section 5: Vacancies for Officers and Board Members-at-Large.

5.1 If an officer or Board Member resigns the President shall appoint, with the Board approval, a replacement for the remainder of the year.

5.2 In case of an officer or Board Member-at-Large vacancy, the Nominating Committee will nominate a person to fill the position for the remaining years of the designated term.

ARTICLE VI
Board Orientation

Section 1: The President and designated staff shall conduct a Board Orientation within two months after the Board election.

ARTICLE VII
Amendments

The By-laws may be amended at any annual meeting or at any special meeting called for that purpose. Amendments require a two-thirds affirmative vote of the members present and voting.

Approved by the Association Board—July 18, 2013
Adopted by FJJMA Association—July 18, 2013

Subject to Board Approval:
Procedure for Article III Section 6—Inactive Board Member
Protocol for Article III Section 7--Voting Electronically