FRED JONES JR. MUSEUM OF ART ASSOCIATION CONSTITUTION

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 FJMA 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
Protocol for Electronic Voting

Matters brought before the Board shall primarily be considered at regular meetings of the Board of Directors. Urgent business may occasionally need to be addressed in a timely fashion with voting electronically being a viable option (e.g. email). This protocol aims to establish steps for addressing issues in such cases.

It is noted however that conducting business electronically does not lend itself to procedures typical of a regular meeting. The approach undermines the fair exchange of ideas and fails to capitalize fully on the collective wisdom of the Board. A process could easily become time consuming and unwieldy. With these concerns in mind, the following procedure shall be followed:

1. A request for urgent business shall be made to the President. Any matter not deemed urgent may be addressed at the next regular meeting of the Board.
2. With approval as an urgent matter, a Board Member shall put forth a “provisional motion” which will be open for discussion electronically for a period of 24 hours excluding Saturday and Sunday.
3. After the 24-hour period, the Board Member submitting the provisional motion shall revise the provisional motion at his or her discretion. The motion shall then be distributed to all Board Members electronically for vote of yea or nay.
4. The minimum number of Members voting must equal a quorum for a valid decision.
5. Voting on the motion shall continue until a) it is clear the motion passes or fails or b) a period of 72 hours elapses, excluding Saturday and Sunday, at which point the votes shall be tallied and the outcome determined. The Secretary shall incorporate the motion and outcome in the minutes of the latest Board meeting.

Adopted by the Board July 18, 2013
Fred Jones Jr. Museum of Art Association

Procedure for Removal of Inactive Board Member

A member of the Board of Directors of the Fred Jones Jr. Museum of Art Association is expected to contribute to the advancement of the Museum in accord with the Constitution and Bylaws of the Association. Rarely, it may become necessary to remove a member who has not been a member in good standing or has generally failed to participate in activities and initiatives of the Association and its Board. This document aims to establish a due process for removing an inactive Board Member.

1. The President in consultation with Association officers and the Director of the Museum may declare a Board Member “inactive” and subject to removal.
2. The inactive Board Member shall be given the opportunity to resign without prejudice to candidacy for future service on the Board.
3. Each Board Member at the meeting shall be given an opportunity to speak for retention or removal of the Board Member declared “inactive”, including the individual under consideration.
4. A super majority, defined as the nearest whole number closest to 60% of those present and voting shall be required to remove the inactive Board Member.

Adopted by the Board July 18, 2013