

Proposed changes to the Martha's Vineyard Museum, Inc. By-Laws:

Additions are highlighted in yellow. Deletions are crossed out.

Article II – Mission

The Martha's Vineyard Museum's ~~preserves and interprets collections that engage and connect the public to the Island's history, art, and culture~~ **mission is to inspire all people to discover, explore and strengthen their connections to this Island and its diverse heritage.**

Article III - The Board of Directors

1. The governance of the Museum, its libraries, museums, collections, and other properties shall be vested in a Board of Directors elected by the Museum from the membership by a majority of those members present and voting at the annual meeting, provided the quorum requirements of Article VI, Section 4, are met with respect to such meeting. To maintain continuity, the Board of Directors shall be divided as closely as possible into three equal groups of Directors so that approximately one third of the Directors will be elected each year.
 - a. Except as provided in paragraph c, the Board shall have not less than 15 or more than 35 voting members.
 - b. Officers of the Museum may but need not be members of the Board.
 - c. The immediate past Chair of the Board shall be the Chair Emeritus of the Museum. ~~and shall be a Board member~~
 - d. The Executive Director shall serve as a Board member ex-officio, but shall have no vote.

Article IV - Executive Committee

- a. The Executive Committee shall have the responsibility (a) for overseeing the Executive Director's performance, (b) for reviewing and developing recommendations for presentation to the Board on ~~the Museum's policies, priorities, and activities in general, (c) to approve the recommendations of the Executive Director as to membership categories and dues and the charges for admission to the museums and other properties of the Museum~~ **critical and timely decisions regarding strategic, operational, and capital matters,** (c) for acting for the Museum on matters requiring attention between Board meetings, **and (d) for the Museum's long-term business and strategic planning and capital projects.** Any member of the Board may attend an Executive Committee meeting but shall have no vote.
- b. The Executive Committee **members** ~~shall consist of the Chair of the Board,~~ **be appointed by and serve at the direction of the Chair. Members shall** ~~consist of the Chair of the Board, the chairs of the standing committees,~~ **the officers of the corporation,** and as many as three additional Board members ~~appointed by and at the direction of the Chair.~~ The Executive Director shall be a non-voting member of the Executive Committee. The majority of Executive Committee members shall be Board members.
- c. A majority of the members of the Executive Committee shall constitute a quorum.
- d. The number of meetings of the Executive Committee shall be determined by the Chair, and special meetings may be called at the request of the Chair or any three members of the Committee.
- e. To the extent permitted by law, the Executive Committee may exercise the powers of the Board of Directors if action is needed before the next meeting of the Board. To the extent possible, its actions shall be reviewed by the Board and either confirmed or reversed. The minutes of the Executive Committee shall be sent to, or otherwise made available to, members of the Board **upon request.**
- f. The Chair of the Board or his/her designee shall preside over all meetings of the Executive Committee.

Article V- Advisory Council

1. There may be an Advisory Council of individuals who are capable of performing services of value to the Museum, or who may be capable of advancing the purposes of the Museum to an unusual degree in matters of community value, engagement, and input. Membership on the Advisory Council is to be achieved by being nominated by the Executive Committee and approved by the Board.
2. Members of the Advisory Council shall have no legal responsibility for the conduct of the affairs of the Museum, but it is expected that they will be available to the Chair and the Executive Director for consultation and advice. The immediate past Chair shall may be a member of the Advisory Council.
3. The Council shall meet and be presided over as determined by the Council.

Article VIII- Committees

1. The standing committees of the Museum shall be:
 - a. Governance
 - b. Finance
 - c. Human Resources
 - d. Building and Grounds
 - e. Collections
 - f. Education
 - g. Marketing and Development
 - h. Marketing and Communications
 - i. Programming
2. The Chair shall appoint the Chairpersons of the standing committees. The Chair of the Board shall appoint each Chairperson of the standing committees. Each Chairperson of the standing committees shall nominate members to his/her committee, to be approved by the Chair of the Board. Each standing committee shall have a majority of Board Members.
3. From time to time, the Chair may appoint such ad hoc committees and task forces as are deemed necessary either by the Chair or the Board. Each Committee or task force shall have at least three members, one of whom shall be designated by the Chair to serve as the chairperson and shall report regularly to the Board. The Chair may appoint members of the Museum who are not members of the Board to serve on such groups, and they shall have a vote on matters coming before such groups.
4. The Chair of the Museum shall be a voting member of all committees unless determined otherwise by Board resolution or by these By-Laws. The Executive Director may attend all meetings of such committees and task forces but shall have no vote.
5. The Chair shall appoint a Governance Committee of not fewer than three members of the Museum to present a slate of Board members to be voted upon at the Annual Meeting or any special meeting held in lieu thereof. Appointment to this committee shall be made not later than 60 days prior to the call of the Annual Meeting.
6. The Chair may appoint members of the Museum who are not members of the Board to any committee other than the Governance Committee.

Article X- Membership and Dues

1. Membership in the Museum shall consist of all persons who are interested in the objectives mission of the Museum who have applied in writing to the Museum, and who have paid the fee, consistent with the category of membership selected for the period covered and have contributed monies to support the Museum, or who have been elected to honorary membership.
2. Membership categories and membership dues shall be established by vote of the Executive Committee.
3. Members whose dues are in arrears shall financial support has lapsed in excess of one calendar year may be dropped from membership after written notification.
4. Life memberships heretofore created shall continue after the adoption of these By-Laws.