

**ARTICLE 1  
NAME, PURPOSE AND PRINCIPAL OFFICE**

Section 1.1 Name. The name of this corporation is MOM Art Annex Inc. (hereinafter the "Corporation"). It is a nonprofit corporation organized and existing under the laws of the State of Florida.

Section 1.2 Purpose.

The MOM Art Annex Inc. supports and promotes exhibitions and education focused on the art, science, and history of mothers, mothering, and motherhood. Residency programs, conferences, classes, & guided tours empower community connections.

The purpose of the Corporation is to support and promote exhibitions and education focused on the art, science, and history of mothers, mothering, and motherhood. Residency programs, conferences, classes, and guided tours are part of our empowering global community outreach initiative.

- The MOM (Museum of Motherhood) Art Annex creates, produces and presents artistic, educational and cultural content that studies and supports all mothers and their activities.
- The MOM Art Annex disseminates information about mothers for broad public consumption, while paying tribute to them free of age, race and socio-economic barriers.
- The MOM Art Annex cares about, and acts upon the status of women, while celebrating the courage, fortitude and ingenuity of mothers, and addresses important issues, creates meaningful content, and provides compelling community experiences

Section 1.3 Principal Office. The principal office of the Corporation shall be 538 28<sup>th</sup> St. North St. Petersburg, Florida 33713.

**ARTICLE 2  
SEAL AND FISCAL YEAR**

Section 2.1 Seal. The Corporation need not use a common seal. The signature of the name of the Corporation by a duly authorized officer shall be legal and binding.

Section 2.2 Fiscal Year. The fiscal year of this Corporation shall be from May 1 to April 30.

**ARTICLE 3  
MEMBERSHIP AND MEETINGS OF MEMBERS**

Section 3.1 Membership. Any person or entity may become a member of the Corporation upon payment of dues prescribed by these Bylaws. However, "Members" as that term is defined will have no voting rights.

Section 3.2 Categories of Membership. The membership of the Corporation shall be divided into categories as from time to time determined by the Board of Trustees.

Section 3.3 Voting Rights. The members shall not be entitled to vote.

Section 3.4 Meetings. A meeting of the membership may be called anytime by the Board of Trustees. Notice of the meeting shall be given by the Secretary, or the person designated by the Executive Committee or the Board of Trustees, by e-mailing notice of the date, time and place of the meeting to members in good standing on the date of the notice at least seven (7) days prior to the scheduled meeting. Meetings of the members shall be for advisory purposes only to provide an opportunity for the Board of Trustees to report and present information to the membership and to receive comments and input from the membership. No quorum shall be required for any meeting of the membership.

Section 3.5 Membership Dues. The Board of Trustees shall, from time to time, establish membership dues that may vary for the various categories of membership. All membership dues shall be payable annually.

**ARTICLE 4  
BOARD OF TRUSTEES**

Section 4.1 Composition of the Board. Management of all business affairs of the Corporation and responsibility for all financial affairs of the Corporation shall be vested in a Board of Trustees which shall consist of not less than three (3) nor more than seventy (70) members of the Corporation. Within those limits, the Board of Trustees shall fix the number of Trustees to be elected at the annual election. All members of the Board of Trustees are required to be members in good standing of the Corporation.

Section 4.2 Selection of Trustees. The Board of Trustees shall include the Chair, Chair-Elect, Secretary, Treasurer and Immediate Past Chair, with the remaining Trustees to be elected by the existing Board of Trustees. The term of each Trustee shall be three (3) consecutive years, which shall coincide with the fiscal year of the Corporation. A Board member may serve indefinitely until a request for removal is submitted by Quorum on behalf of the Corporation.

Section 4.3 Vacancies. Any vacancies which occur on the Board of Trustees as a result of the resignation, removal or death of any Trustee shall be filled by the affirmative vote of a majority of the remaining Trustees. Any Trustee so selected shall serve until the expiration of the term of the Trustee he or she is replacing. The Board of Trustees may elect to leave the position vacant, provided the Board of Trustees is not thereby reduced to less than twenty-five (25). A Trustee may resign at any time by submitting a written resignation to the Chair of the Corporation. A Trustee may be removed with or without cause at any time by 66% vote of the Board of Trustees present at a regular or special meeting.

Section 4.4 Compensation. The Trustees shall not receive a salary or any other compensation for their services as Trustees. This provision shall not prohibit the reimbursement of authorized expenses incurred by Trustees in the performance of their duties. This provision shall not

prohibit a Trustee from serving the Corporation in another capacity and from receiving compensation for services rendered in that other capacity.

Section 4.5 Legal Counsel. The Board of Trustees shall ask Legal Counsel to review operations from time to time (Not less than every 5 yrs.). Legal Counsel will be a non-voting ex-officio member of the Executive Committee and the Board of Trustees.

## **ARTICLE 5 MEETING OF THE BOARD OF TRUSTEES**

Section 5.1 Place of Meeting. The meetings of the Board of Trustees, regular or special, may be held at the principal office of the Corporation, including by conference phone call.

Section 5.2 Regular Meeting. Regular meetings of the Board of Trustees shall be held at such time and at such place as shall from time to time be determined. At such regular meetings, the Board of Trustees shall consider any and all business of the Corporation that may properly come before the meeting.

Section 5.3 Special Meetings. Special meetings of the Board of Trustees may be called on not less than two (2) days notice by the Chair. Only the business for which the special meeting is called shall be discussed and acted upon at such special meeting.

Section 5.4 Notice of Meetings. Notice of regular meetings of the Board of Trustees shall be sent by mail or by any usual means of communication at least seven (7) days prior to the scheduled meeting. Special meetings may be held on not less than two (2) days notice given by any normal means of communication. If an annual calendar of meeting dates is prepared by the Corporation, a copy of the calendar shall be forwarded to all members of the Board of Trustees, and no additional notice of regular meetings shall be required.

Section 5.5 Waiver of Notice/Presumption of Assent.

- a. Attendance of a Trustee at a meeting shall constitute a waiver of any required notice of such meeting, unless the Trustee at the beginning of the meeting (or promptly upon his/her arrival) objects to the holding of the meeting and does not thereafter vote for or assent to action taken at the meeting.
- b. A Trustee may also waive the required notice of any meeting by signing a written waiver of such notice which shall be filed with the minutes of the meeting in the corporate records. Failure of any Trustee to object at the next regular meeting to the approval of the minutes of the meeting for which such notice was not given or waived shall constitute a waiver of such notice.

Section 5.6 Quorum and Voting.

- a. At all meetings of the Board of Trustees, each Trustee shall have one vote. Trustees chosen to serve in an ex officio capacity do not have voting rights.

- b. At meetings of the Board of Trustees, 33⅓% of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board of Trustees, the Trustees present may adjourn the meeting from time to time, without notice if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one month, until a quorum shall be present. If a quorum is present at a meeting, the subsequent departure of any Trustees from that meeting prior to adjournment shall not affect the quorum.
- c. Unless otherwise specified herein, any action by the Board of Trustees shall require the affirmative vote of the majority, defined here and throughout this document as 51%, of the members of the Board of Trustees in attendance at that meeting, and any such action shall be the act of the Board of Trustees.

Section 5.7 Presiding Officer. All meetings of the Board of Trustees shall be presided over by the Chair of the Board. If the Chair is not present, the Chair-Elect shall preside, or, if s/he is not present, a Chair shall be elected at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings, if present. If s/he is not present, the presiding officer of the meeting shall appoint a Secretary of the meeting.

Section 5.8 Conference Telephone. Any or all Trustees may participate in a meeting of the Board of Trustees or of a committee of the Board by means of a conference telephone, or any means of communication by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

Section 5.9 Action by Written Consent. Any action required or permitted to be taken at a meeting of the Trustees may be taken without a meeting if all Trustees consent to taking such action without a meeting. The affirmative vote of the number of Trustees that would be necessary to authorize or take such action at a meeting shall be the act of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Trustee in one or more counterparts, indicating each signing Trustee's vote or abstention on the action and shall be included in the minutes or filed with the corporate records. A consent signed under this section shall have the same force and effect of a meeting vote and may be described as such in any document.

## **ARTICLE 6 HONORARY TRUSTEES & ACADEMIC ADVISORS**

Section 6.1 Election. The Board of Trustees shall have the power to elect as honorary trustees and academic advisors. Those are individuals who have demonstrated exceptional service, commitment and/or contribution to the Corporation. Honorary trustees shall be ex officio members of the Board of Trustees and as such shall be eligible to attend all meetings of the Board of Trustees and shall be given notice of such meetings; however, failure to give such notice shall not affect validity of any meeting of the Board of Trustees. Honorary trustees shall not be eligible to vote at meetings of the Board of Trustees.

## **ARTICLE 7 OFFICERS**

Section 7.1 Officers. The Board of Trustees shall elect, by a majority vote, the officers of the Corporation, which shall consist of an Executive Director, Secretary and Treasurer. These positions will serve simultaneously with corresponding Trustee positions. The Chair's, the Chair-Elect's, and the Immediate Past Chair's terms of office shall be indefinite until new elections are determined to be necessary by quorum vote.

Section 7.2 Vacancies. Any vacancy, which occurs in any office as a result of the resignation, removal or death of any officer, shall be filled by the affirmative vote of a majority of the Board of Trustees at its next regular or special meeting at which a quorum is present. Any officer so elected shall fill the remaining term of the officer whom he or she replaces. An officer may resign at any time by submitting a written resignation to the Chair of the Corporation. An officer may be removed at any time by a 66 $\frac{2}{3}$ % vote of the Board of Trustees present at a regular or special meeting.

Section 7.3 Compensation. Other than the Executive Director, the officers shall not receive a salary or any other compensation for their services as officers. This provision shall not prohibit the reimbursement of authorized expenses incurred by officers in the performance of their duties. This provision shall not prohibit an officer from serving the Corporation in another capacity and from receiving compensation for services rendered in that other capacity.

Section 7.4 Chair: Powers and Duties. The Chair shall, when present, preside over and serve as chair of all meetings of the membership of the Board of Trustees. The Chair shall organize, and present the business of the Corporation at all meetings. Annually, the Chair shall present at a meeting of the Board of Trustees and the membership a report on the business of the Corporation for the preceding year and on business of the Corporation scheduled or contemplated for the coming year. The Chair shall appoint the chairs of all standing committees of the Board of Trustees. The Chair shall further have the power to establish special committees and to appoint the chair of any special committees, subject to the approval of the Executive Committee. The Chair shall also perform such other duties as the Executive Committee or the Board of Trustees may from time to time prescribe.

Section 7.5 Chair-Elect: Powers and Duties. The Chair-Elect shall, in the absence of the Chair, perform the duties and obligations of the Chair. The Chair-Elect shall further perform such other duties as the Executive Committee may from time to time prescribe. The Chair-Elect shall automatically succeed to the office of the Chair upon the expiration of the current Chair's term of office. The Chair-Elect shall serve as Chair of the Committee on Trustees.

Section 7.6 Secretary: Powers and Duties. The Secretary shall keep or cause to be kept a true and complete record of the proceedings of meetings of the membership of the Board of Trustees. The Secretary shall give, or cause to be given, all notices required under these Bylaws and shall perform whatever other duties are prescribed. The Secretary shall execute or cause to be executed all contracts and instruments on behalf of the Corporation.

Section 7.7 Treasurer: Powers and Duties. The Treasurer shall be the chief financial officer of the Corporation and shall have custody of corporate funds, securities and other investments and current assets, except such funds and securities as may be committed to the custody of others by the Board of Trustees. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit or cause to be deposited corporate monies and other valuable effects. After the close of the Corporation's fiscal year, the Treasurer shall cause to be prepared and submitted to the Board of Trustees, an audited statement of the financial affairs of the Corporation and a report on the adequacy of internal controls may be requested. The Treasurer shall further perform or cause to be performed whatever other duties the Executive Committee may from time to time prescribe.

Section 7.8 Executive Director: Powers and Duties. The Executive Director shall serve as chief executive officer of the Corporation. The Executive Director shall be authorized to execute all contracts and instruments on behalf of the Corporation as instructed by the Chair, the Executive Committee or the Board of Trustees except such contracts or documents the execution of which is delegated by the Executive Committee to some other officer. The Executive Director shall also perform such other duties as the Chair, the Executive Committee or the Board of Trustees may from time to time prescribe.

Section 7.9 Immediate Past Chair: Powers and Duties. The Immediate Past Chair shall serve as an officer of the Executive Committee.

## **ARTICLE 8 ADVISORY COMMITTEES**

Section 8.1 Structure of Committees. The Chair of the Board of Trustees shall appoint all committee Chairs from members of the Board of Trustees, but the Chair-Elect shall chair the Committee on Trustees. The size and composition of each committee shall be decided by the committee Chair year to year. All members of the standing committees must be members of the Advisory Committee and may or may not be members of the Board of Trustees. At least one (1) other member of the Board of Trustees shall be appointed to each Standing Committee. The Chair of the Board of Trustees and the Executive Director shall be non-voting ex officio members of all standing committees, and the Executive Director may appoint appropriate staff members to assist each committee. All committee actions shall be subject to the approval of the Board of Trustees. Each standing committee shall be authorized to appoint subcommittees as needed to accomplish the work delegated to the standing committee.

Section 8.2 Collections and Exhibitions. The Collections and Exhibitions Committee shall assist Museum staff in the planning and implementation of acquisition and de-accession of works of art and shall review the actions and plans of the Museum regarding collection development, exhibitions and loans from the permanent collection in order to further the mission of the Museum.

Section 8.3 Building and Grounds. The Building and Grounds Committee shall monitor, review and recommend action to the Executive Committee as to maintenance, repair and development of facility and grounds.

Section 8.4 Development. The Development Committee shall support the Director of Development in all fundraising campaigns, visioning, strategizing, provide networking and monitor progress of fundraising goals and revenues. It shall review the plans and actions of the Corporation to ensure adequate revenue to support all phases of the Corporation's operations, current and future, including membership and membership services. The Guild Chair shall hold a seat on the Development Committee.

Section 8.5 Education. The Education Committee shall be responsible for assisting museum staff with reviewing, planning and implementing the educational programs and strategies for audience development and program evaluation. The committee includes, but is not limited to, members of the various constituencies of our community both in the program planning and promotion of audience development. At least one docent shall hold a voting seat on the Education Committee.

Section 8.6 Finance. The Finance Committee shall review regular financial reports and other data to assure sound operations, appropriate earnings from investment, and adequate financial controls and planning.

Section 8.7 Strategic Planning. The Strategic Planning Committee shall ensure that a comprehensive long-range plan approved by the Board of Trustees is in place at all times and monitors performance within the strategic plan. The long-range plan shall be revised and updated at least every three years by identifying issues necessary for the successful future of the Museum.

Section 8.8 Committee on Advisory Committee. The Committee on the Advisory Committee shall nominate individuals as candidates for the roles on this committee which sees to the evaluation of annual academic conference submissions, monitors diversity issues, and participating in formal studies concerning self-governance and accreditation. The committee also will be responsible for updating as needed the Bylaws and Code of Ethics.

Section 8.9. Estate Planning. The Estate Planning Committee shall oversee the growth of the Museum's endowment program, the funds of which are managed by the KMA Foundation Board.

Section 8.10 Marketing. The Marketing Committee shall assist the museum's director of marketing with developing, implementing, and evaluating the museum's marketing and promotional efforts.

ARTICLE 8.11 Human Resources. The Human Resources Committee shall review personnel and policy changes suggested by the Executive Director and recommend policies that will result in a highly motivated, well-trained workforce and provide a clear process and a plan for critical succession planning issues.

## **ARTICLE 9 EXECUTIVE DIRECTOR**

The Executive Director shall be the chief executive officer of the Corporation and shall report to the Board of Trustees. The Executive Director has responsibility and authority for the day-to-day

operation of the museum. S/He shall be responsible for the selection, retention, development, and dismissal of staff members. S/he shall implement the policies, programs and actions and apprise the Board of Trustees. The Executive Director shall also be an ex officio member of the Board of Trustees and all standing Committees. The Executive Director shall perform such duties and responsibilities as from time to time determined by the Board of Trustees and, subject to any contract rights, shall serve at the direction of the Board of Trustees.

## **ARTICLE 10 CONFLICT OF INTEREST**

The authorization of any contracts or transactions between the Corporation and one or more of its Trustees, or, any entity in which any of the Corporation's Trustees are financially interested or stand to attain financial gain, shall not take place without the benefit of competitive bid and full disclosure by the interested Trustee to the appropriate Trustee committee and to the Board of Trustees itself. If a Trustee representing any entity as outlined above serves on a committee of the Corporation, he must reveal such interest to the committee and Trustees, and must not participate in any voting procedure, which may cause or suggest a conflict of interest or the appearance of a conflict of interest. However, no contract or other transaction between the Corporation and one or more of its Trustees, officers or any other corporation, firm, association, or entity in which one or more of its Trustees or officers are directors or officers are financially interested, shall be either void or voidable solely because of such relationship or interest, or because such Trustee, or officer, is present at the meeting of the Board of Trustees or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his/her vote is inadvertently counted for such purpose, if the material facts to his/her interest and as to the transaction are disclosed or are known to the Board or committee and the fact of such interest is noted in the minutes, and the Board or committee authorizes, approves or ratifies the transactions by a vote sufficient for such purpose without counting the vote of the interested Trustee or officer.

## **ARTICLE 11 INDEMNIFICATION**

### Section 11.1 Indemnification in Actions by Third Parties.

- a. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that s/he was a Trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, including any appeal thereof, if s/he acted in good faith and in a manner s/he reasonably believed to be in, or not opposed to, the best interests of the

Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

- b. A Trustee's conduct with respect to an employee benefit plan for a purpose s/he reasonably believed to be in the interest of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of subsection (a).
- c. The termination of any action, suit or proceeding judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which s/he reasonably believes to be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful.

Section 11.2 Indemnification in Actions by or in the Right of the Corporation. The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or contemplated action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that s/he is or was a Trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if s/he acted in good faith and in a manner s/he reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, no indemnification shall be made in respect of any proceeding as to which a person shall have been adjudged to be liable to the Corporation for (a) a breach of the duty of loyalty to the Corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) liability for improper personal benefit.

Section 11.3 Indemnification Required. To the extent that a Trustee, officer, or employee or agent of the Corporation has been wholly successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 11.1 or 11.2 of this Article or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 11.4 Determination with Respect to Indemnification. Any indemnification under Section 11.1 and 11.2 of this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Trustee, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in such section. Such determination shall be made:

- a. By the Board of Trustees by a majority vote of a quorum consisting of Trustees who, at the present time, are not parties to such action, suit or proceeding; or
- b. If a quorum cannot be obtained under subsection (a) by a majority vote of a committee duly designated by the Board of Trustees (in which delegation Trustees who are parties may participate) consisting solely of two (2) or more Trustees not at the time parties to such action, suit or proceeding; or

- c. By independent special legal counsel selected by (i) the Board of Trustees or its committee in the manner prescribed in subsections (a) or (b); or (ii) if a quorum of the Board of Trustees cannot be obtained under subsection (a) and a committee cannot be designated under subsection (b), selected by a majority vote of the full Board of Trustees (in which selection directors who are parties may participate).

Section 11.5 Advance of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 11.6, if: (a) the Trustee, officer, employee or agent furnishes the Corporation a written affirmation of his/her good faith belief that s/he has met the standards of conduct described in Section 11.1 and 13.2; (b) the Trustee, officer, employee or agent furnishes the Corporation a written agreement executed personally or on his/her behalf to repay such amount if it is ultimately determined that s/he is not entitled to be indemnified by the Corporation as authorized in this Article; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

Section 11.7, Other Indemnification. The indemnification provided by these sections shall not be deemed exclusive of any other rights to which one seeking indemnification may be entitled under the Charter of the Corporation, any agreement, vote of Trustees or otherwise.

## **ARTICLE 12 CHANNEL OF COMMUNICATIONS**

The Executive Director shall be the Channel of Communications between the Board of Trustees and the Museum Staff

## **ARTICLE 13 RULES OF ORDER**

All questions of parliamentary procedure and order shall be governed by the current edition of Roberts Rules of Order.

## **ARTICLE 14 AMENDMENTS**

Section 14.1 Authority. These Bylaws, or any section thereof, may be amended, repealed or replaced by the vote of a majority of a quorum of the Board of Trustees.

Section 14.2 Notice. No amendment to these Bylaws shall be made unless written notice of the proposed amendment has been forwarded to all members of the Board of Trustees at least seven (7) days prior to the meeting at which the amendment is considered. Notice of the proposed amendment may also be given by distributing copies of the proposed amendment at a meeting of the Board of Trustees, along with notice that the proposed amendment will be considered at the next regular meeting of the Board of Trustees.

Section 14.3 Repeal. All prior Bylaws of the Corporation, including without limitation all Bylaws inconsistent with these Bylaws, are hereby repealed and replaced.

**ARTICLE 15**  
**REFERENCES**

Section 19.1 Captions. The captions herein are for convenience and shall not be construed to limit the effect of any section hereof. All references herein to the masculine shall include the feminine, and all references herein to the singular shall include the plural, as appropriate.