

# MASONIC LIBRARY AND MUSEUM ASSOCIATION

## BY-LAWS

(Revised and approved October 4, 2022)

### **Article 1: Organization**

The name of this organization is, "The Masonic Library and Museum Association: An International Organization of Librarians, Archivists, Curators, and Directors" and it can be abbreviated as, "MLMA." The principal office or place of business shall be set by the Board.

### **Article 2: Purpose**

The purpose of the Masonic Library and Museum Association is to assist and support, through education, facilitation of communication, coordination of effort, and other means, those individuals charged with the collection, management, and preservation of the Masonic heritage.

### **Article 3: Officers**

Section 1: Titles and Board of Directors.

The officers of the MLMA are the President, Vice President, Secretary and Treasurer. All officers are members of the Board of Directors.

Section 2: Election and Term of office.

The officers shall be elected every two years at the annual meeting. With the exception of the President, who may serve only one term, there are no term limits. All officers serve until their successors are installed. At the annual meeting every two years, the nominating committee shall propose a slate of officers, which shall be subject to additions from the floor. The election shall be by majority vote of the members in attendance. Vacancies outside of the regular terms shall be filled by a majority vote of the Board. Any candidate for the Board must be an active member of MLMA prior to his/her election to the Board.

A past President automatically becomes an honorary member of the Association.

Section 3: Duties.

President -- Preside over and direct all activities of the MLMA, appoint any committees and set their duties and time to report.

Vice President -- Co-chair meetings, aid the President, and in the absence of the President preside at meetings.

Secretary -- Keep the minutes of meetings, handle correspondence, including membership requests and renewals, issue notices of meetings, and give copies of the Bylaws to Members who request them.

Treasurer -- Receive money paid to the MLMA, pay bills approved by the President, keep an accurate record of income and expenses, and present financial reports to the Board of Directors and the Membership.

Board of Directors -- Oversee the functions of the MLMA and determine any additional duties for any of the Officers.

#### **Article 4: Meetings**

Section 1: Annual Meeting.

The Annual Meeting of the MLMA shall be held on a date and in a place decided by the Board. Notice of the meeting will be provided to all members at least thirty days prior to the date of the annual meeting.

Section 2: Special Meetings.

The Board of Directors may call special meetings when needed, if at least thirty days notice is given to all Members.

Section 3: Quorum.

A quorum at Membership meetings shall be seven or more Members.

#### **Article 5: Membership**

There are two levels of membership in the MLMA. Membership categories and dues shall be determined as needed by the board of the MLMA.

Section 1: Institutional Members.

Institutional Members are organizations that maintain or support a Masonic library or museum.

The dues for Institutional membership shall be \$50.00 annually.

The institutional member may send up to three delegates to the annual meeting. These delegates may vote and hold office. At least one of them shall, on behalf of the Institution, receive copies of the MLMA Newsletter and Minutes of meetings.

Section 2: Individual Members.

Individual Members are individual persons who express an interest in Masonic libraries or museums. They receive copies of the MLMA Newsletter and Minutes of meetings.

The dues for Regular members shall be \$30.00 annually.

Regular Members may vote and hold office.

#### **Article 6: Committees**

Section 1: Committees of the Board may be standing or ad hoc. The President shall appoint all committees subject to approval by the Board. Standing committees shall consist of a minimum of three individuals (current members) and shall be chaired by a member of the Board. The President may, as needed, with the approval of the Board, appoint additional members to any standing committee.

Section 2: The MLMA Board functions as the Executive Committee. It acts on behalf of the membership between regularly scheduled meetings when required by time-sensitive circumstances.

Section 3: The Nominating Committee is appointed by the President prior to the biennial elections. It recruits and nominates potential Board members and presents a slate of proposed Board members at the annual meeting.

#### **Article 7: Execution of instruments**

Unless otherwise ordered by the Board, all written contracts and other documents entered into by the MLMA shall be executed on behalf of the organization by the President. The Board may authorize any officer or officers, agent or agents, of the MLMA to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the MLMA. Such authority may be general or confined to specific instances.

#### **Article 8: Dissolution**

In the event of the dissolution of the MLMA, all assets shall be distributed to such one or more organizations that have purposes and objects similar to those of the MLMA and are exempt from United States income taxes under the provisions of 501(c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office is then located, exclusively for such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **Article 9: Amendments**

These Bylaws may be amended by a two-thirds vote of the Members at the annual meeting, if reasonable notice of the proposed amendment has been given to all Members prior to the annual meeting.