

BY-LAWS

DOCENT ADVISORY BOARD OF NEW ORLEANS MUSEUM OF ART

ARTICLE I. NAME

The name of this board shall be THE DOCENT ADVISORY BOARD OF THE NEW ORLEANS MUSEUM OF ART (“the Board”).

ARTICLE II. MISSION STATEMENT

The mission of the Board shall be to serve as the liaison between the New Orleans Museum of Art (“NOMA”) Staff and the Active and Apprentice Docents of NOMA, as defined in the NOMA Docent Program Handbook and as may be amended therein, and to promote and facilitate camaraderie among the NOMA Docents. The Director of the NOMA Department of Interpretation and Audience Engagement (“IAE”) shall determine the “Active” Status of any docent.

ARTICLE III. MEMBERSHIP ON THE BOARD

Membership on the Board shall be open to all persons who have been trained and certified as Active Docents, except that one (1) Apprentice Docent shall be appointed to represent the apprentice `docents on the Board. Active Tour Captains shall also be members of the Board.

ARTICLE IV. MEETINGS, NOTICE AND QUORUMS

A. Meetings

1. A General Meeting is a meeting of the Docents. There shall be a General Meeting in April for election of the Board Officers, announcements and other appropriate matters. In addition, a General Meeting may be called at the discretion of the Chair.
2. The Board shall meet once a month following docent training (whenever appropriate) during the months of September through April, except December, and also, by call of the Chair.
3. All meetings of the Board shall be open to all NOMA Active and Apprentice Docents (“the Docents”) and to NOMA Staff.
4. An annual tentative schedule of Board and of General Meetings shall be issued by the Chair in September of each year.
5. The Chair may call an Emergency Meeting for good cause which shall be stated in the minutes of such meeting. Notice and agenda provisions shall not apply to an Emergency Meeting.

B. Notice

1. “Notice” to the Docents for all matters addressed in these by-laws (including, but not limited to meeting notices and reports) shall be the posting of such notice in the Office of IAE, plus the emailing of such notice to all the Docents who have submitted an email address to IAE

or the providing a written copy of said notice to the Docents by hand or via United States Postal Service.

2. The Chair's draft of meeting agendas shall be emailed and posted as above at least five (5) days prior to regular and general meetings. The Docents may submit issues for placement on the Agenda; such issues shall be emailed or otherwise submitted in writing to the Chair no fewer than three (3) calendar days before the noticed meeting date; however, at the discretion of the Chair, issues for discussion may come from the floor during Board meetings. These provisions shall not apply to Emergency Meetings called by the Chair.

C. Quorum

1. Three (3) of the following Board Members: Chair, Chair-Elect, Secretary, Treasurer and Immediate Past-Chair and Member-at-Large, shall constitute a quorum for regular Board Meetings and also for General Meetings.
2. Two (2) of those above listed Board Members shall constitute a quorum for an Emergency Meeting.
- D. "Term" within this document shall mean the time period June 1st through May 31st of the following year.

ARTICLE V. ELECTED OFFICERS AND RESPONSIBILITIES

A. Officers

Elected Officers of the Board shall be: Chair, Chair-Elect, Secretary, Treasurer and three (3) Members-at-Large.

B. Officers' Responsibilities

1. Chair
 - a. Set goals for the Board for her/his term of office;
 - b. Call, set the agenda for, and preside over the General, Board and Emergency Meetings;
 - c. Determine appropriate committees of the Board and name committee chairs and members thereof;
 - d. Serve as an *ex officio* and voting member of all Board committees; and
 - e. Serve as liaison between the Board and the NOMA Volunteer Committee. As such the Chair shall serve as the Vice-Chair of Education of the NOMA Volunteer Committee and shall attend the NOMA Volunteer Committee Meetings (beginning in January 2014). The Chair at the beginning of each calendar year shall continue to serve as Vice-Chair of Education of the NOMA Volunteer Committee for the remainder of that calendar year.
2. Chair-Elect
 - a. In the absence of the Chair, perform the duties and exercise the powers of the Chair;
 - b. Automatically take office as Chair on June 1 following the election of officers in April, *i.e.*, at the end of the term of the presiding Chair;
 - c. Plan for her/his term as Chair as soon as elected and recruit committee chairs for her/his upcoming term as Chair;
 - d. Serve as an *ex officio* and voting member of all committees; and
 - e. Other duties as may be determined by the Chair.
3. Secretary
 - a. Upon request of the Chair, give notice of all Board and General Meetings at least five (5) days before such scheduled meetings. Emergency Meetings shall be noticed as much as possible in advance; the Chair may choose to give such notices;
 - b. Record and maintain a file of the minutes of the Board and General Meetings;

- c. Distribute, by email and posting, a copy of the minutes of General and Board Meeting to all Active and Apprentice Docents within two (2) weeks of the Board's approval of such minutes;
 - d. Record and maintain a file of the minutes of all meetings of the Board and of the General NOMA Docent Meetings and of emergency meetings;
 - e. Keep permanent files of all year-end committee reports;
 - f. Handle all correspondence requested by the Chair; and
 - g. Maintain a file of correspondence (excluding Sunshine Committee correspondence).
4. Treasurer
- a. Work in concert with NOMA Staff regarding the collection, recordation and disbursements of all funds related to docent activities.
 - b. Serve as Committee Chair and Administrator of the "Sunshine Committee" which sends appropriate cards, etc. on behalf of the Docents.
5. Members-at-Large
- a. Act as a liaison between the NOMA Docents and the Officers of the Board by reporting issues of interest and concern at the Board Meetings and
 - b. When appropriate, report the results of Board action to the docent(s) who requested Board action on an issue.

VI. ELIGIBILITY FOR OFFICE, TERM LIMITS, NOMINATION AND ELECTION OF OFFICERS

A. Eligibility for Nomination for Elected Office:

- 1. The nominee for any office shall be an Active Docent;
- 2. The Chair:
 - a. The Chair shall have served as Chair-elect and shall automatically become the Board Chair at the end of the term of the previous Chair without further nomination or election;
 - b. In the event that the Chair-elect is unable or unwilling to serve as Chair, there shall be an election for the office of Chair. In such a situation, preference will be given to any nominee for Chair who has been an active member of the Board for at least one (1) full term;
- 6. The provisions above shall not apply to the nomination of officers for the June 1, 2014 through May 31, 2015 terms of office.

B. Term Limits of Elected Officers

- 1. The Chair shall serve only one (1) full term which may follow or precede a partial term as Chair.
- 2. Other elected officers shall serve a maximum of two (2) full consecutive terms in the same office.
- 3. Any elected officer may serve again in later years.

C. Nominating Committee

The Nominating Committee shall consist of the elected members of the Board, the appointed Apprentice Docent Representative, the Tour Captains and the Immediate Past-Chair who shall chair that committee.

D. Nominating Procedure

1. All NOMA Docents and Apprentice Docents may submit nominations no later than March 1 for the upcoming term. Such nominations shall be submitted in writing, either by hand or email or via the United States Postal Service, to the Chair of the Nominating Committee. No nominations shall be accepted from the floor during the election of officers;
2. The Nominating Committee shall nominate an official slate of officers no later than March 15 for the upcoming term; and
3. The Chair of the Nominating Committee shall submit the Committee's nominated slate of officers for the upcoming term as well as the names of all other timely submitted eligible nominees for such offices to the Director of IAE for approval no later than March 22. Only nominees approved by the Director of IAE shall be eligible for election at the General Meeting in April.
4. The deadlines and other provisions in these bylaws regarding nominations shall not apply to the nomination of officers for the June 1, 2013 through May 31, 2014 terms of office.

E. Elections and Term of Office

1. The date of the April General Meeting shall be the date of the election of officers who shall take office on June 1 following their election to serve through the following May 31;
2. All Active and Apprentice Docents shall be eligible to vote for the elected Officers of the Board;
3. The Chair shall conduct the election of officers;
4. The Nominating Committee's Nominee as well as all other eligible nominees for each office shall be announced at the time of the election for each office;
5. **Voting:**
 - a. The election may be by voice vote unless there is a written request for a vote by the raising of hands for all or any of the offices which has been submitted to the Chair before the election. If there is such a request the Secretary shall tally the votes and report the results of each election to the Chair who shall announce the election results at the General Meeting;
6. A nominee must receive a simple majority of the total votes cast for that office at the General Meeting to be elected. In the event of a tie vote, there shall be another vote at the General Meeting until the tie is broken.

ARTICLE VII. APPOINTED BOARD MEMBERS

- A. Apprentice Docent Representative:** An Apprentice Docent, as a representative of the least experienced docents shall be appointed by the Board upon the recommendation of IAE, and shall be a voting member of the Board. If there is no Apprentice Docent Class during a term, a member of the most recently graduated docent class shall be appointed by the Board upon the recommendation of IAE, and shall be a voting member of the Board.
- B. Tour Captains:** The School Tour Day Captains and the Adult Tour Captain shall be appointed by the Board upon the recommendation of IAE and shall be voting members of the Board while in "active service as a tour captain.

ARTICLE VIII. VACANCIES IN OFFICE

The remainder of any vacated elected office, except the Chair, or of an appointed term shall be filled by appointment of the Board with the approval of IAE. The remainder of a vacated term of the Chair shall be filled by the Chair-Elect.

ARTICLE IX. ADMINISTRATION AND VOTING BY THE BOARD

A. Issues at Meetings

1. The Chair shall be responsible for the Agenda for all General and regular Board Meetings as well as emergency meetings.
2. Board members, any Active or Apprentice Docent and the Staff of NOMA shall have the right to have an issue placed on the agenda of a regularly scheduled meetings by written request submitted to the Chair no later than three (3) days before the date of a noticed meeting.
3. At the discretion of the Chair, issues for discussion and vote at any meeting may also come from the floor during a meeting.

B. Eligibility for Voting

1. The elected officers, the Immediate Past-Chair, and appointed members of the Board shall each have a vote on any issue before the Board. Any elected officer who is also serving as an appointed member shall have only one (1) vote on any issue before the Board.
2. Tour Captains shall have a vote on any issue before the Board only during the period actively serving as tour captains. "Active service" as a Tour Captain shall be based on the definition and responsibilities of a Tour Captain as stated, and as amended, in the then current NOMA Docent Program Handbook. Active Service shall be finally determined by the Director of IAE who shall advise the Board of the beginning and end of the active service status of appointed members of the Board.

C. Board Voting by Email

1. At the discretion of the Chair, in the event that there is an urgent matter that requires an immediate vote by the Board, votes may be cast by email. In such a case, the urgency and rationale for a vote by email, in lieu of a vote at a Regular or Emergency Meeting of the Board, shall be stated within the resolution on which such a vote is taken.
2. The call for such a vote shall be issued via email by the Chair to all Board Members eligible to vote at the time the urgent matter arises. The call for such a vote shall state a three (3) day, date specific date deadline for receipt of that vote by the Chair.
3. Each Board Member eligible to vote shall email her/his vote to the Chair and copy that vote to all Board Members eligible to vote on that issue.
4. The resolution shall be adopted or rejected by a simple majority of the number of eligible votes received by the Chair within the three (3) day deadline stated in the call for the vote by email.
5. Any call for a vote by email and the result of such a vote shall be included in the minutes of the Regular Board Meeting following that vote.

ARTICLE X. AMENDMENTS

- A.** These by-laws may be reviewed and amended as needed, but shall be reviewed within five (5) years from the date of their last revision.

- B. The Chair shall appoint a committee for review and amendment of by-laws which shall report its findings regarding the need for amendment(s) to the Board within sixty (60) days of the date of the appointment of the committee. This report may be made orally at a Board Meeting, in writing, or as provided by these by-laws for notice, to all Board Members and shall be retained by the Board Secretary;
- C. Proposal(s) to amend or repeal these by-laws shall be presented for a vote at a General Meeting only after the Board has approved such proposals for a vote by the Docents;
- D. All such proposals must be approved by IAE after the Board has approved these proposals for a vote by the NOMA Active and Apprentice Docents, and before such proposal(s) is/are presented for a vote at a General Meeting; and
- E. Amendments to these by-laws shall be effective immediately, even though not immediately published (unless otherwise stated in the amendment), by the affirmative vote of a majority of the Docents present and voting at a General Meeting for which notice of such a vote was made.

ARTICLE XI. PUBLISHED BYLAWS

These by-laws as adopted, and as later amended, shall be published annually and available to all docents.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Robert's Rule of Order shall apply for a point of order; however such rules shall not supersede any by-law of the Board.