

BY-LAWS OF THE MIDWEST ART HISTORY SOCIETY

Incorporated in the State of Iowa, May 18, 1973

revised 1997 by ad hoc By-Laws Committee (Stephanie Dickey,
Ed Olszewski, Martin Rosenberg, Fred Smith, and Linda Stanford)

ARTICLE I : NAME

This Society shall be known as "The Midwest Art History Society."

ARTICLE II : PURPOSE

The purposes of this Society are:

1. To encourage the highest standards of scholarship, connoisseurship, teaching and learning in the areas of the history, theory, criticism and conservation of art; and to further this objective in institutions of high learning and of public service such as the colleges, universities, art schools, museums and other educational institutions of the Midwestern United States.
2. To publish such journals as are desirable and feasible to provide for the dissemination of the results of scholarly research, the judgments of critical thought on the history of art and all other information valuable to the purposes set forth in this Article II.
3. To publish appropriate monographs, papers, bulletins and reports of a scholarly, critical or informative nature which the scope of the established journals may not permit.
4. To hold annual meetings for the purpose of reading scholarly papers, encouraging discussion among historians of art, and conducting the business of the Society.
5. To acknowledge and develop the fundamental mutual interests between museums and other educational institutions.
6. To encourage curators, librarians, collectors, dealers, public officials, and all others entrusted with the custody of works of art or documents associated with works of art to make these available for study to scholars and students.
7. To encourage and support those groups and activities concerned with elevating the standards of teaching and curricula, of improving the materials of teaching, and of generally advancing the cause of learning in the history of art at the secondary, undergraduate, and graduate levels.
8. To encourage professional relationships with other learned societies and with international, national, and other regional organizations which serve similar purposes in the history of art.

9. To examine the policies of all governmental agencies with regard to the history of art and to lend the support of the Society wherever its basic interests are involved.
10. To encourage qualified students to study, or to enter the history of art as a profession, and to these ends to seek ways and means to establish scholarships, fellowships and awards for academic promise and achievement.
11. To seek support from foundations, philanthropic organizations or individuals for specific programs or activities of merit in the history of art.
12. In proper instances, to administer moneys contributed to the Society in order to finance pertinent conferences, meetings, symposia, surveys, studies, exhibitions, and similar activities.
13. To assist members of the profession and institutions in locating and filling positions on the staffs of colleges, universities, art schools, museums, foundations, government agencies or commissions, and other organizations engaged in activities or programs consonant with the purposes of the Society.

ARTICLE III: MEMBERSHIP

Section 1. Membership Qualifications. Within the Midwest, all instructors and students in the history or theory of the visual arts in an educational institution of recognized standing; and all who are engaged in education and curatorial work on the staff of any museum or art gallery of recognized standing; and other persons interested in the purposes of this Society are eligible for membership.

Section 2. There shall be six (6) classes of membership in the Society: Individual, Student, Sustaining, Patron, Lifetime, and Institutional.

- a. Individual Members. Typically, although not limited to, those who are professionals in the field of art history.
- b. Student Members. Any matriculated graduate or undergraduate student.
- c. Sustaining Member. Individuals wishing to lend greater support to the Society by making a dues payment at a level set by the Board of Directors.
- d. Patron Member. Individuals wishing to lend greater support to the Society by making a dues payment at a level set by the Board of Directors.
- e. Lifetime Member. Individuals wishing to make a lasting commitment to the Society by making a dues payment at a level set by the Board of Directors.

f. Institutional Members. Any educational institution, museum, or gallery may become an institutional member by paying dues at a level set by the Board of Directors. They shall have privileges as authorized by the Board, but shall not be entitled to attend or vote at meetings of the membership.

Section 3. Any person or institution, on fulfilling the requirements herein set forth shall, upon application and payment of proper dues, become a member of the Society in the appropriate class of membership. All individual members shall have full and unlimited privileges of the Society. Notice of membership meetings shall be forwarded to all members of the Society, but the existence of a quorum at any meeting shall depend upon the number of members present at such meeting.

Section 4. Dues of members. The dues of members of the Society shall be proposed by the Board and approved by vote of the membership.

Dues shall be payable to renew annually on the first day of each calendar year. Persons becoming members of the Society during the first three quarters of the calendar year shall pay the full amount of annual dues for that calendar year. Those joining in the last quarter of the calendar year will receive membership through the following calendar year.

Members failing to renew their membership by the payment of dues prior to April 15th in any calendar year may on that date be dropped from the membership rolls of the Society.

ARTICLE IV: MEETINGS OF THE MEMBERS

Section 1. An annual Meeting of the Members of the Society for

- (a) the election of officers;
- (b) the election of the Board of Directors;
- (c), and the transaction of such other business as may properly come before the meeting;

shall be held at a place, and on a date and time, fixed by the Board of Directors and, unless expressly waived, shall be set forth in a Notice of Annual Meeting which shall be sent, together with a proxy form when appropriate, to all members entitled to Notice at least sixty (60) days prior to the date designated for the Meeting.

Section 2. Special Meetings. Special meetings of the members for any purpose or purposes other than those regulated by statute may be called by resolution of the Board or by the President or shall be called by the President or Secretary- at the request in writing of a majority of the Board or at the request in writing by twenty-five (25) Members within ten (10) days after receipt thereof. Such request shall state the purpose or purposes of the proposed meeting. At special meetings no business shall be transacted except such as shall be specified in the notice of meeting or matters germane thereto.

Notices of Special meetings shall be sent to all members entitled to Notice not less than twenty (20) days nor more than thirty (30) days before the Meeting.

Meetings may be held without Notice if all members entitled to vote thereat are present or if notice is waived in writing by every member entitled to participate in such meeting, or by the member's duly authorized attorney.

Section 3. The presence in person or by proxy of fifteen (15) members entitled to vote shall be required to constitute a quorum at all meetings of the members for the transaction of business except as otherwise directed by law. Failing a quorum, those present shall have power to adjourn the stated meeting from time to time without notice until a quorum is obtained.

Section 4. Each member entitled to vote shall be entitled at every meeting to cast one vote in any election or upon any subject before the meeting. Such vote must be cast in person, or by written proxy when deemed appropriate by the Board of Directors.

Section 5. The Nominating Committee shall present nominations for all officers and directors. Other nominations may be made from the floor at the Annual Meeting.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number and Classes. The Board of Directors shall consist of

- (1) the two officers described in Article VI and, in addition;
- (2) not less than six (6) nor more than twelve (12) directors elected from among the Active Members. The term of office of such directors shall be three years; one student member, normally from the host institution of the annual meeting, appointed by the President for a term of one year;
- (4) past Presidents of the Society (ex officio) shall serve for a period of two years.

To assure continuity, the directors shall be elected by classes; each year, of the total number not less than one-third shall be elected as a class, their terms expiring at the Annual Meeting of the Society held on the third year next following.

Section 2. A majority of the voting members thereof shall constitute a quorum at all meetings of the Board, and a majority vote of those in attendance shall control its decisions.

Section 3. Nomination and Election. Directors shall be nominated by the Nominating Committee to fill the class whose term commences at the next Annual Meeting. Nominations, so made, shall be circulated among the membership by listing in the Notice of Annual Meeting sent to all members pursuant to Article IV hereof; and Election shall be by ballot of the members at such meeting. All directors shall continue to hold their offices until their successors are elected and shall qualify.

Section 4. Directors shall serve for a three-year term, that is to say, a term expiring at the third Annual Meeting after that at which they shall have been elected. In case of the death or resignation of a director during the director's term of office, the Board of Directors is empowered to fill the vacancy so created for the balance of the term. A director shall be

deemed to have resigned upon failure to attend two regular meetings of the Board of Directors without excuse from the President.

Section 5. Duties. The Board of Directors shall have charge of the general interest of the Society, being vested with the power to control and manage the affairs, funds and finances of the Society; call regular and special meetings of the members of the Society; fill vacancies on the Board caused by death, resignation or failure to elect, such appointees to hold office until the next annual election of officers; and to do all lawful things which they may deem expedient to promote the business and interest of the Society.

Section 6. Meetings. Regular meetings of the Board shall be held twice each year, at such times and at such places within or without the State of Iowa as may from time to time be fixed by resolution of the Board or as may be specified in the written Notice of any meeting, given not less than seven (7) days prior to the meeting.

No notice need be given of regular meetings of the Board held at the time and the place fixed by resolution of the Board. Meetings may be held at any time without notice, if all the members of the Board are present or if those not present waive notice of the meeting in writing.

Special meetings of the Board may be called at any time upon the call of the President whenever requested by three members of the Board, by notice duly served on or sent or mailed to each member of the Board, not less than two (2) days before such meeting. Special meetings may be held without notice, if all of the members of the Board are present or if those not present waive notice meeting in writing.

ARTICLE VI: OFFICERS

Section 1. The officers shall consist of a President, a Secretary, and a Treasurer.

Section 2. Officers shall be nominated by the Board of Directors at least two months prior to the Annual Meeting; the nominations set forth in the Notice of Annual Meeting and circulated among the membership; and may also be nominated by written petition (a) of twenty or more members entitled to vote therefore, filed with the Secretary not less than twenty (20) days prior to the Annual Meeting or (b) of forty or more members filed with the Secretary at the start of the session of the Annual Meeting at which officers are to be elected.

Section 3. Officers shall be elected at the Annual Meeting by the members entitled to vote thereat. They shall hold office for a term of two years until their respective successors are elected and qualify.

Section 4. Officers actively engaged in business of the Society may, upon proper resolution adopted by the Board of Directors, be adequately compensated for expenditures incurred for special services rendered.

Section 5. President: The President shall be the Chief Executive Officer of the Society; shall preside at all meetings of the members of the Society and of the Board; appoint committees and perform all other duties usually devolving upon a presiding officer or as the Board may assign. In the absence of the President, the duties shall devolve upon the Secretary. In the event of the resignation of the President or otherwise, including expiration of the term of office, the Secretary shall succeed to the office of the President, and another Secretary shall be elected.

Section 6. Secretary: The Secretary shall notify each member of the Board of all its meetings, and all members of the Society of all special or annual meetings; issues all other authorized notices to members of the Society, and act as Clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and perform such other duties as the Board may assign. (The Secretary may exercise discretion and thereby delegate the power to do any and all of the foregoing, and in such event, the acts taken pursuant thereto shall be of the same force and effect as if done by the Secretary personally.)

Section 7. Treasurer: The Treasurer shall collect and have custody of the funds and securities of the Society and in a custodial or fiduciary capacity of any other funds as directed by the Board of Directors, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Society, and shall deposit all moneys and assets in the name and to the credit of the Society in such depository as may be designated by the Board. The Treasurer shall disburse such funds against proper vouchers therefore, and shall render to the Society at the Annual Meeting (and at any other time, when requested by the Board) a full written report of all transactions as Treasurer and of the financial condition of the Society. The Treasurer shall, if required by the Board, give the Society a bond (the premium payable in the sum and with one or more sureties satisfactory to the Board, conditioned upon the faithful performance of the duties of the Treasurer and for the restoration to the Society in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, moneys or other property of whatsoever kind in the possession or under the control of the Treasurer and belonging to the Society.

ARTICLE VII : LEGAL COUNSEL

Section 1. The Honorary Legal Counsel may be appointed by the Board of Directors and shall serve at its pleasure. The Counsel shall be the legal advisor to the Board and the officers on all matters affecting their respective duties and powers of the Society.

ARTICLE VIII: ELECTIONS

Section 1. At all meetings for the election of officers, the Board of Directors and the Nominating Committee, election shall be by a majority vote of the members entitled to vote who are present at the meeting in person or by proxy.

Section 2. If at any Annual Meeting there shall be a failure to elect a necessary officer or member of the Board of Directors, the Board at its next regular meeting or at a special meeting shall fill the same and shall constitute such person an officer or a Board member until the next annual election of officers or members of the Board by the Members of the Society.

Section 3. Any vacancy occurring in the office of the Secretary or Treasurer shall be filled by the Board; and any vacancy in the number of the Board pursuant to law, shall be filled by a vote of a majority of the remaining Board, though less than quorum. The officers so chosen shall hold office until the next Annual meeting and until their respective successors are elected and have qualified.

ARTICLE IX: COMMITTEES

Section 1. The Board may create such standing or ad hoc committees as it may consider desirable to carry out the purposes of the Society. The President shall have the power to appoint the chair and the members of all such other committees, not already specified by the By-laws and to fill all vacancies therein.

Section 2. After two years, an ad hoc committee shall be reviewed to determine if it should be continued as an ad hoc committee, become a standing committee, or be dissolved.

Section 3. Membership of each committee shall include at least one member of the Board. One Board member shall act as the liaison to the Board and report at each regular Board meeting.

Section 4. The standing committees shall be:

1. Annual Conference Committee – is responsible for coordinating the sites for the annual meetings with the hosts of the current and next year’s annual meetings. (This committee will incorporate the current Site Coordinator position and will have a student member.)

2. Communications and Newsletter Committee – is responsible for exploring ways to expand the society and is responsible for the preparation and dissemination of the Newsletter. The Newsletter editor is the chair of this committee. This committee works with the Secretary to prepare and maintain the Web Page of the Society.

3. External Relations Committee – is responsible for fostering communication among the members of the society and universities, colleges, museums and other educational institutions.

4. Membership and Mentoring Committee – is responsible for exploring and implementing ways to recruit and retain members and for developing programs that will support and encourage the professional development of the members of the Society.

5. Nominating Committee – is responsible for the presentation of slates of nominees for the Board of Directors and other assignments. It shall be composed of at least three (3) members, one of whom must be a member of the Board. Members of the Nominating Committee shall, during their term, be ineligible for any officership. A majority of the Nominating Committee shall be necessary for action. Vacancies in the Nominating Committee occurring at any time shall be filled by the Board.

The Nominating Committee shall each year select, and in their report to the Board nominate candidates as needed from the Individual members of the Society, to serve as a new class of Directors for the three-year term commencing with the next Annual Meeting.

Its selection shall be reported to the Board at or prior to the regular meeting of the Board preceding the date when the Notice of Annual meeting is given. The nominations of the Nominating Committee shall be separately and clearly set forth in such Notice.

6. Publications Committee – is responsible for overseeing the preparation of art historical publications that have the endorsement and support of the Society.

ARTICLE X: RESIGNATIONS

Section 1. Any officer or member of the Board may resign from office at any time, such resignation to be made in writing and to take effect from its acceptance by the Board. The acceptance of a resignation shall be required to make it effective.

Section 2. Any member of the Society may resign from membership in the Society, such resignation to be made in writing and to take effect upon receipt. Any person ceasing to be a member of the Society forfeits all interest in and to the property of the Society.

ARTICLE XI: THE BY-LAWS

Section 1. All questions on construction of the By-Laws shall be decided by the Board with the advice of the Counsel, and such decisions shall control until reversed or altered by the members of the Society at a meeting.

Section 2. The By-Laws shall be initially established by the Board of Directors, and submitted for approval at the first Annual Meeting of the members of the Society after which they shall be fully in force.

Section 3. The By-Laws of the Society may be amended, added to, rescinded or repealed at any meeting of the members, notice of the proposed change to be given in the Notice

of Meeting; provided, however, that in the event of an emergency so declared by the Board of Directors, then notwithstanding that sixty (60) days' notice has not been given to the membership in advance of the Annual Meeting, the By-Laws of the Society may be modified, amended or changed by the Board of Directors, effective immediately, subject to rescission if the same shall not be submitted to and ratified by a majority of the members of the Society present in person or by proxy and voting at the next succeeding Annual Meeting.

ARTICLE XIII: DISSOLUTION OF THE SOCIETY

Section 1. The Society may be dissolved by a vote of three-quarters of the members of the Society present at the Annual Meeting.