



Colorado-Wyoming
Association of
Museums

History

The purpose of the Colorado-Wyoming Association of Museums is to "educate and unite its membership and the larger museum community. CWAM advocates and promotes museum interests in Colorado and Wyoming and encourages excellence and professionalism in the museum field." (Mission of the Colorado-Wyoming Association of Museums, adopted by the membership. May 13, 1994.)

The Colorado-Wyoming Association of Museums was debated and eventually incorporated in March of 1972 as a result of an organizational meeting at the Colorado Springs Fine Arts Center. In May 1972, at a meeting at the Denver Museum of Natural History, the Bylaws were finalized and accepted and a Board of Directors was elected:

- David Brandon, Chair, Loveland, CO
- James Forrest, Vice Chair/State Representative, Laramie, WY
- Robert McQuarie, Secretary, Littleton, CO
- Peter Robinson, Treasurer, Boulder, CO
- Marion Huseas, Newsletter Editor, Cheyenne, WY
- Kris Haglund, State Representative, Golden, CO
- Carol Beattie, Board Member, Denver, CO
- Mary Capps, Board Member, Newcastle, WY
- Henry Chadey, Board Member, Green River, WY
- Milo Naeve, Board Member, Colorado Springs, CO
- Arminta Neal, Board Member, Denver, CO
- R. Powell, Board Member, Fruita, CO
- Dorothy Wilson, Board Member, Alamosa, CO

The first meeting of the Board of Directors was held on July 21, 1972, again at the Denver Museum of Natural History. At that Meeting, Jim Forrest invited the new organization to hold its first Annual Meeting in Laramie, Wyoming. The invitation was accepted and on April 27-29, 1973, the members of CWAM met for the first time at the University of Wyoming's new Fine Arts Center for the first two days, then traveled to the Wyoming State Museum, Cheyenne, for the final day.

Since that time, CWAM has grown in membership, programs, responsibilities and services. As a result, it became more and more apparent that CWAM needed some form of procedures manual or guide to keep all of its far-flung programs, people and responsibilities on track. While CWAM's Bylaws list some of the duties of each office, some were ordered either by tradition or by Robert's Rules of Order. Still others have been assigned or assumed over the past several years of operation. In order to clarify these duties, to avoid duplication, conflict, and omission, and to provide new Board members and officers with an understanding of each office and its place within the overall structure of the organization, this *Program and Procedures Guide (P&P)* has been prepared.



Section I Constitution and Bylaws

(Approved with changes - May, 2012)

CONSTITUTION

FIRST

The name of the Corporation is the Colorado-Wyoming Association of Museums.

SECOND

The period of duration is perpetual.

THIRD

The purposes for which the corporation is organized are to unify for mutual benefit those individuals, institutions and organizations in Colorado and Wyoming who are engaged in the collection, preservation and/or interpretation of artistic, natural, prehistoric or historical heritage, and who are dedicated to the continued improvement in quality of programming and service.

BYLAWS

ARTICLE I

MEMBERSHIP AND DUES

Section 1. Membership shall be open to all individuals and institutions and/or organizations who have an interest in the museum field, regardless of professional position or field of study.

Section 2. The Board of Directors will establish membership categories and the amount of dues, to be outlined in the Program and Procedures Guide.

Section 3. Active membership shall begin when the Association receives the payment of annual dues.

ARTICLE II

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of eleven members, each of whom shall reside in or represent an institution in either Colorado or Wyoming. The membership of the Association shall elect nine Directors at-large, two-thirds from Colorado and one-third from Wyoming. The membership shall also elect one State Representative from Colorado and one State Representative from Wyoming. No more than one person from the staff of the same institution shall be elected to the Board. No more than two individuals with “for profit” status or from businesses with “for profit” status as defined by the Internal Revenue Service shall be elected to the Board. From the nine Directors at large, the Board of Directors shall then elect the Association’s officers. The nine Directors at-large shall serve staggered three-year terms so that one third shall retire each year. No elected Director shall serve more than two consecutive three-year terms (for six years total). Appointment to fulfill a vacated position does not constitute an elected term.

Section 2. Between Annual Meetings, the conduct of the business of the Association shall be by the Board of Directors.

Section 3. If any Director shall resign or otherwise terminate his/her office, or if for any reason a vacancy shall occur, the President of the Board of Directors shall fill this vacancy by appointment, subject to the approval of the Board of Directors, and the appointee shall serve out the remainder of the term. At the end of the original term, the position shall be filled through election by the membership of the Association.

Section 4. All recommendations for the Board of Director elections shall be prepared by the Nominating committee. The Committee shall consist of two members, appointed by the President, and one of whom shall not be a member of the Board of Directors. All nominations shall be from among the members of the Association.

Section 5. Directors elected or appointed to the Board will be required to attend Association Board meetings in addition to the Annual Meeting in Colorado or Wyoming.

Section I: Constitution and Bylaws

Section 6. Any Board member, including those elected to an Officer position, shall, upon moving within the CWAM region, but from the state in which he/she was originally selected, serve the remainder of his/her term but shall subsequently be required to stand for election from the state to which he/she has moved. Any Board member, including officers, who departs the Colorado-Wyoming region, shall, upon moving from the region resign his/her position and a replacement shall be selected per Article II Section III above. Should said resignation not be submitted, the Board of Directors shall, at the next regular Board meeting following departure from the region of said Board member, declare the position vacant and take action necessary to appoint a replacement.

Section 7. Where conflicts of interest arise – actual, potential, or perceived – the public good must supersede self-interest. No Board member shall use this board or his or her position on the Board for private gain at the expense of the board and its mission and reputation. If a conflict of interest arises, the Board member in question must recuse himself or herself from Board discussion and action.

ARTICLE III

OFFICERS

Section 1. Officers of the Association shall be: a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors shall elect from its membership the Association's officers at an open Board meeting at the Annual Meeting.

Section 2. The President and Vice President shall serve a one-year term, but may be reelected to one successive term. The Secretary and Treasurer shall serve a one-year term, but may be elected to successive terms. Terms shall begin immediately following the Annual Meeting. The State Representative shall serve staggered two-year terms. Terms shall begin at the conclusion of the MPMA Annual Meeting.

Section 3. Should any officer position become vacant, the Board of Directors, at the next regular meeting following said vacancy or at the Board meeting wherein an Officer position is declared vacant, elect a replacement to serve the remainder of the original Officer's current term of office.

ARTICLE IV

DUTIES OF THE BOARD OF DIRECTORS

Section 1. Duties of the President of the Board: The President shall be the chief executive officer of the Association and shall preside at all Annual Meetings and at all Board of Directors meetings. He/she shall be an ex-officio member of all standing committees. He/she shall be held responsible for the calling of sessions of the Board of Directors.

Section I: Constitution and Bylaws

Section 2. Duties of the Vice President of the Board: The Vice President shall cooperate with and assist the President in the performance of his/her duties and shall perform the duties of the President in his/her absence. In the event of vacancy of the President's office, the Vice President shall assume their office until the next Annual Meeting.

Section 3. Duties of the Secretary: The Secretary shall be responsible for the keeping and distribution of the minutes of all Annual, Board of Directors, and such other meetings as might be called, and for assisting the President in disseminating information to the members and to outside groups.

Section 4. Duties of the Treasurer: The Treasurer shall be responsible for the handling and disbursement of all Association funds. The Treasurer shall submit a written financial report to the membership at the Annual Meeting, and at other times upon request of the President and/or responsible for filing appropriate papers as required by the Colorado Secretary of State and the Internal Revenue Service.

Section 5. Duties of the State Representative: The State Representatives shall be the official representatives of the Colorado-Wyoming Association of Museums to the Mountain-Plains Association of Museums and shall sit on special committees. The State Representatives shall report to the membership at least twice a year.

ARTICLE V

COMMITTEES AND APPOINTMENTS

Section 1. The President shall appoint a Nominating Committee to consist of not less than two individuals, with a minimum of one from Colorado and one from Wyoming and at least one of whom shall not be a member of the Board of Directors. This committee will present a slate of proposed Director nominees before the Annual Business Meeting, prior to nominations from the floor.

Section 2. Standing or special committees, including appointed chair positions, may be appointed by the President or Team Leader as he/she deems appropriate or as recommended by the Board of Directors.

Section 3. All appointed chair positions shall attend board meetings and participate as deemed appropriate by their Team Leaders. Chair positions shall be determined by the Board of Directors and outlined with a full description of duties in the Program and Procedures Guide. Appointed Chair positions are not voting members of the Board unless the position is held by an elected member of the Board.

ARTICLE VI

MEETINGS

Section 1. An Annual Meeting shall be held at a time and place in the states of either Colorado or Wyoming, to be selected by the Board of Directors and approved by the membership. There shall be a regular session of the Annual Meeting to fill vacated offices. A quorum at the business session of the Annual Meeting shall consist of the members present. All members shall be notified by mail of the time and place of the Annual Meeting at least a month in advance.

Section 2. The new Board of Directors shall meet at the time and place of the Annual Meeting. All meetings of the Board of Directors shall take place in either Colorado or Wyoming.

ARTICLE VII

VOTING AT THE ANNUAL MEETING

Section 1. Only Individual members and Institutional and Business representatives in good standing may make motions and have voting privileges. Election and approval of motions shall be by a simple majority of members voting.

ARTICLE VIII

AMENDMENT OF BYLAWS AND PROCEDURES

Section 1. The Constitution, Bylaws and Articles of Incorporation may be amended by a two-thirds vote of the active members present and voting at the Annual Meeting or by a two-thirds vote of those active members responding in writing to a proxy vote. A proposed amendment may be submitted in writing to the Secretary by a majority vote of the Board of Directors or by petition of not less than five active members. The Secretary shall, upon receipt of a proposed amendment in appropriate form, submit the same, by United States mail or board-approved email to the entire active membership at least thirty days prior to the announced date of a proxy vote. Proxy votes on amendments shall be authorized only by action of a majority vote of the Board of Directors.

Section 2. The Program and Procedures Guide may be amended by a quorum voting members of the Board of Directors, either present or responding in writing to a proxy vote. A quorum consists of a simple majority of total elected Board members. Changes to the Guide may be submitted to the Executive Committee for consideration at the next regularly scheduled meeting of the Board.

ARTICLE IX

INTERPRETATION

Section 1. The Board of Directors shall have the right to interpret the Constitution and the right to interpret the Bylaws of the Colorado-Wyoming Association of Museums.

Section 2. Rules of Order. Except where contradicted by the Constitution and Bylaws, Robert's Rules of Order, Revised, shall govern meetings and the affairs of the Association.