



## **BY-LAWS BOARD OF DIRECTORS**

### **ARTICLE I: NAME.**

The name of this nonprofit corporation shall be the National Capital Radio & Television Museum, Inc. (NCRTV Museum).

### **ARTICLE II: PURPOSE.**

The National Capital Radio & Television Museum collects, preserves, and interprets artifacts, programming, and publications to educate the public about the development and impact of electronic media.

### **ARTICLE III: GENERAL POWERS AND DUTIES.**

Section 1: The Board of Directors is responsible for operations of the Museum, including, but not limited to fiscal and personnel, programs, and policy.

Section 2: The Directors may delegate day-to-day operating responsibilities to persons, who may or may not be officers, who are authorized to pay bills and incur expenses without checking with the Chair or treasurer so long as such actions are consistent with policy guidelines and previously approved budgets provided by the officers.

### **ARTICLE IV: BOARD MEMBERSHIP.**

Section 1: The Board shall consist of no fewer than nine (9) and no more than twelve (12) directors. Ideally one-third (1/3) of the board shall be radio/television historians or collectors and two-thirds (2/3) of the board shall represent business, not-for-profit, or philanthropic sectors and shall be divided into three terms-of-service classes, with the ratio of historians/collectors to business/not-for-profit/collectors approximating the ratio between collectors and business, not-for-profit, or philanthropic sectors as the overall Board.

Section 2. Ex-officio members. The Board may have ex-officio members, in addition to those specified in Section 1, who will have all privileges and responsibilities of membership except for voting privileges.

Section 3: Conflicts of Interest. Each member of the Board is required to fully disclose any business or professional activity which could form or have the appearance of forming the basis for a conflict of interest with his or her position on the Board. The Board shall consider such disclosures and take appropriate actions, as required. Failure to fully disclose as required by this Article may be grounds for removal for cause.

Section 4: Appointment and Terms of Office. The term of office of directors is three (3) years. Directors may not serve more than two (2) consecutive full terms. One-third (1/3) of the membership will be up for election every year. The Nominating Committee will propose new members to the Board by August 1 of each year. The election of these Board members will take place at a meeting, or electronically, prior to October 1. All terms begin on January 1. If a Board member is appointed to fill a vacant position, they may complete that term plus two consecutive terms of their own.

Section 5: Vacancies. Vacancies will be filled by Board vote, following recommendations of the Board's Development/Nominating Committee.

Section 6: Compensation. Members shall serve without compensation; except that reasonable expenses may be paid for approved travel or other activities that occur as a direct result of their duties as Board members.

Section 7: Ethics. All officers and directors must agree in writing that they will abide by the Museum's ethics policy.

## **ARTICLE V: MEETINGS.**

Section 1: Regular Meetings: The Board shall meet at least four (4) times a year, or approximately every three (3) months.

Section 2: Special Meetings: Special meetings may be called by the Chair or by a majority of the Board giving two (2) days written or oral notice.

Section 3: Quorum: A quorum shall be one individual more than one-half of the Board, as it is comprised at the time of the meeting. Members attending via electronic media are included in the count of members in attendance.

Section 4: Voting. All questions at meetings of the Board shall be decided by majority vote of those entitled to vote and present at the meeting. Each member is entitled to one (1) vote. A member who cannot attend a meeting is entitled to submit his/her vote(s) by proxy prior to the meeting. Such proxy shall be submitted in writing to the Secretary.

Section 5: Termination or removal. Membership on the Board may be terminated, or a board member removed, by a member's resignation or by the Board acting in the best interests of the Museum.

Section 6: Minutes. All meetings will be documented with minutes that shall be retained by the Secretary.

Section 7. Robert Rules of Order. Roberts Rules of Order shall apply to all meetings.

## **ARTICLE VI: OFFICERS.**

Section 1: Officers. The officers of the Board shall consist of the Chair, Vice-Chair, Treasurer, Secretary, and such other officers as may be determined by the Board. These officers, elected from the Board, with the Museum's Executive Director in an ex officio role, shall comprise the Executive Committee of the Board.

Section 2: Chair. The Chair shall preside over all meetings of the Board. The Chair shall ensure that all orders, resolutions, and policies of the Board are implemented. The Chair shall have the usual powers and duties customarily vested in the office of Chair of the Board and shall perform other duties as may be assigned by the Board.

Section 3. The Vice-Chair shall discharge the duties of the Chair in his or her absence.

Section 4. Treasurer. The Treasurer shall be responsible for all fiscal matters, budgeting, financial record keeping, and submission of required tax information to local, state, or federal governments. The Treasurer, the Chair, and the Executive Director shall be authorized to sign checks on behalf of the Museum.

Section 5: Secretary. The Secretary shall ensure that an accurate record (minutes) of all Board meetings is retained, and other duties as assigned.

Section 6: Elections. Election of the officers and Board members will be held prior to January of each year.

Section 7: Term of Office. All officers shall serve for a one-year term; consecutive terms may be served. All officers' terms shall begin January 1 of each year.

## **ARTICLE VII: COMMITTEES.**

Section 1: Standing Committees. Standing committees shall be determined by the Board. These Committees may be constituted as Board Committees of the Whole and may include, but are not limited to: Fundraising, Collections and Exhibitions, Education and Programs, Finance; Nominations/Board Development, and Public Relations.

Section 2: Special Committees. The Chair, with Board concurrence, may appoint special or ad hoc committees comprised of Board and non-Board members for such special tasks as shall be needed or desirable for the endeavors of the Museum.

Section 3: Committee membership. The Chair shall appoint committee Chairs and Board members to all committees. Non-Board committee members may be appointed by the Board Chair or by the committee Chair.

Section 4. Length of service. The chair and all members of each committee shall hold office for one (1) year, with consecutive terms allowed; until their successors are appointed and approved; or the work of the special or ad hoc committee has been completed. The chair of a committee shall have the power to fill any vacancies that occur on the committee for the remainder of the year. All committees of the Board shall meet at such time and place as designated by the committee chair and as often as necessary to accomplish their duties. All meetings will be documented with minutes filed with the Secretary.

**ARTICLE VIII: LIABILITY.** All individuals or entities extending credit to, contracting with, or having any claim against the Museum or its Board shall look only to the funds and property of the corporation for payment of any contract or claim, or for payment of any debt or any money that might otherwise become due or payable to them, so that neither individual Museum nor Board members, past, present, or future, shall be personally liable thereof.

**ARTICLE IX: RESIDENT AGENT.** The resident agent of the Museum shall be

Brian Belanger  
Executive Director  
National Capital Radio & Television Museum  
2608 Mitchellville Road  
Bowie, MD 20716

**ARTICLE X: AMENDMENTS.**

The Board may amend the By-Laws by a majority vote at a regular or special meeting, provided prior written notice of such an amendment is given at least ten (10) days in advance.

Approved by the Strategic Planning Committee 11-13-2011  
Approved by the Board: January 7, 2012

Amended by the Board: April 2013  
Amended by the Board: April 2015