

JORDAN SCHNITZER MUSEUM OF ART

UNIVERSITY OF OREGON

BYLAWS

MEMBERS OF THE MUSEUM

and

LEADERSHIP COUNCIL OF THE MUSEUM

Approved

March 27, 2012

Revisions approved

July, 2015

BYLAWS

MEMBERS OF THE JORDAN SCHNITZER MUSEUM OF ART UNIVERSITY OF OREGON

I. NAME

The name of this organization shall be the Members of the Jordan Schnitzer Museum of Art at the University of Oregon (“JSMA Members” and “Museum” as the context requires.).

II. GOAL

A. The Goal of this organization is to:

Enhance the Museum’s financial strength, artistic quality, educational integrity, public image and reputation.

B. This organization will fulfill its goal by:

1. providing significant fund raising support for the Museum;
2. assisting with advocacy, promotion, and public relations for the Museum;
3. assisting with the coordination of receptions, hosting of artists and other hospitality events for the Museum;
4. being an important liaison and link to the Museum’s on- and off-campus communities;
5. being advisors to the Leadership Council and the Executive Director on any matters they may bring before the JSMA Members or on matters generated within the organization.

III. MEMBERSHIP IN THE ORGANIZATION

Membership is open to all persons who are interested in the purpose of this organization and who make a financial contribution to the Museum in any annual giving category designated for the JSMA Members. Membership shall run from annual meeting to annual meeting

IV. MEETINGS OF THE JSMA MEMBERS

There shall be an annual meeting of JSMA Members for purposes of a report by the Executive Director of the Museum on the programs, activities, status and progress of the Museum, for announcement of the officers and members of the Leadership Council of the Museum for the following year, and an opportunity for JSMA Members to ask questions and provide suggestions and comments for the benefit of the Museum.

Notice of the annual meeting shall be sent to all JSMA Members not less than 30 or more than 60 days in advance of the meeting. Such notice shall specify the place, day, and hour of the meeting, and the proposed agenda.

Special meetings of the JSMA Members may be called by the Leadership Council. Notice of such special meeting shall be sent to all JSMA Members not less than 15 or more than 60 days in advance of the special meeting. Such notice shall specify the place, day, hour and purpose of the meeting.

BYLAWS

LEADERSHIP COUNCIL OF THE JORDAN SCHNITZER MUSEUM OF ART UNIVERSITY OF OREGON

I. LEADERSHIP COUNCIL

A. Duties

The Leadership Council (“Council”) is the Museum’s primary advisory body with a goal of ensuring the artistic quality, educational integrity, excellence, sustainability, and financial strength of the Museum. The authorities and responsibilities of the Council are granted to it in the Charter Granting Special Authority to the Leadership Council, attached hereto as Appendix A. In addition, the Council shall manage the affairs of the JSMA Members of the Jordan Schnitzer Museum of Art.

B. Number

The Council shall consist of no fewer than fifteen (15) or more than twenty-six (26) members.

C. Composition

The total number of Council members shall reflect, approximately, equal numbers of (a) off-campus representatives and (b) on-campus representatives which shall include one or more University students and the Executive Director of the University of Oregon Alumni Association who shall be an *ex-officio* member of the Council. The Museum’s Executive Director and a person designated by the President of the University as his/her representative shall serve as non-voting members of the Council.

D. Terms of Service

Each Council member shall be eligible for no more than two (2) consecutive terms of three (3) years each, except for the University students whose term shall be one year. To achieve staggered terms, one-third of the Council members shall be appointed or reappointed each year by the President of the University. Terms shall coincide with the Museum’s fiscal year.

Following a second term, a Council member may not be nominated for a subsequent term for at least one year from the date the Council member’s term ends. The President, however, may serve a third term of three years if elected to the office during the second year of his or her second term.

E. Nomination

A Nominating Committee shall develop a slate of candidates for the Leadership Council, subject to approval by the President of the University. Candidates need not be JSMA Members at the time of their nomination, but must become JSMA Members prior to beginning service on the Council.

F. Successors

In the event of a Council member’s death, resignation, or removal of a member by majority vote of all Council members, a successor elected by the remaining Council

members shall serve for the unexpired term, subject to approval by the President of the University. If the number of Council members is less than the maximum provided by these Bylaws, new Council members may be elected at any regularly scheduled Council meeting. Information on the candidate(s) must be provided a minimum of 30 days in advance in writing by the Nominating Committee and the candidate(s) must be approved by the President of the University in advance of being placed in nomination.

G. New Members

New Council members may be elected at any regularly scheduled Council meeting. Information on the candidate(s) must be provided a minimum of 30 days in advance in writing by the Nominating Committee and the candidate(s) must be approved by the President of the University in advance of being placed in nomination.

H. Adjunct Council Members

Adjunct Council members (non-voting) may be appointed at the discretion of the Leadership Council.

II. MEETINGS OF THE LEADERSHIP COUNCIL

A. Regular Meetings

Regular meetings of the Council, ~~not less than quarterly~~, shall be held at times and locations fixed by the Council.

B. Special Meetings

Special meetings of the Council may be called by its Executive Committee.

C. Actions without a Meeting

Any action required or permitted to be taken at any meeting of the Leadership Council or any Committee may be taken without a meeting, if a consent in writing setting forth the action so taken, shall be signed by not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted; provided that prompt notice of the taking of action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

D. Notice

Written notice of regular and special meetings shall be sent to all Council members not less than 10 or more than 30 days in advance of such meeting and shall specify the place, day, and hour of the meeting and the proposed agenda.

E. Quorum and Votes

A quorum of the Council shall be a simple majority, and all matters will be decided by a majority vote of those present and those represented by proxy and voting at the meeting.

F. Proxies

Council members may vote by proxy given in writing to another Council member.

G. Missed Meetings

Any Council member who misses three consecutive Council meetings or five meetings within a term of service shall have his or her Council membership reviewed by the Executive Committee with dismissal possible by a vote of the Council.

III. OFFICERS

A. Titles

The officers of the JSMA Members and the Leadership Council shall consist of a President Emeritus, President, and Vice-President, who shall be members of the Leadership Council. Subordinate officers, who do not need to be Council members but need to be JSMA members, may be appointed by the Council from time to time as needed.

B. Nomination and Election

Candidates for the offices shall be nominated by the Nominating Committee, recommended through vote by the Leadership Council and appointed by the President of the University.

C. Terms

The President and Vice-President shall each serve two-year terms. Upon conclusion of a two-year term as President, that person, under normal circumstances, can be expected to be elected to serve an additional year as President Emeritus. Under normal circumstances, the Vice-President can be expected to be elected to succeed the President, but that is subject to performance satisfactory to the Council.

D. Vacancy

A vacancy shall be filled for the remainder of the term by nomination from the Nominating Committee, recommendation through vote by the Council and appointment by the President of the University.

E. Duties

1. The Emeritus President shall:

- a. provide advice and counsel to the President;
- b. assist in the Presidents' transition to the job; and
- c. be a source of institutional memory to the President and the Council.

2. The President shall:

- a. perform all duties incident to the office of President and such other duties as may be prescribed by the Council;
- b. preside at meetings of the JSMA Members, the Council and the Executive Committee;
- c. serve as liaison from the Council to the University higher administration; and
- d. serve as a public representative of the Museum to the community.

3. The Vice-President shall:

- a. perform the duties of the President in the event that the President is absent or unable to act, and when so acting shall have all the powers of the President.
- b. serve as chair of the Long Range Planning Committee; and

- c. perform such other duties as may be assigned by the President or the Council.

IV. COMMITTEES

Committees and their chairs shall, with the advice of the Executive Director and the Executive Committee, be appointed by and serve at the discretion of the President. Committee Chairs shall be members of the Council. Committee members need not be Council Members, but must be JSMA Members. The Council shall, if practicable, have six standing committees, described as follows, and such other committees as are, from time to time, deemed necessary by the President with the advice of the Executive Director: If a standing committee is not formed, the Executive Committee shall perform the duties of such committee. To the extent practicable, committee membership shall reflect, approximately, equal numbers of on-campus and off-campus representatives. The Executive Director shall be a non-voting *ex-officio* member of all committees.

A. EXECUTIVE COMMITTEE

The Executive Committee is a standing committee with the following responsibilities:

1. To represent and act for the Council and the JSMA Members between meetings on any matter of policy or procedure, such actions to be reported to the Council and JSMA Members at their next meetings.
2. To act as an advisory group on matters of policy and procedure, and when indicated, to make recommendations on policy and procedure decisions to the Council.
3. To advise and counsel the Executive Director on special problems and opportunities that may arise in connection with the Museum.

The Executive Committee shall consist of the President, Vice President, Chair of the Development Committee, and additional members, with the composition approximating an equal number of on and off campus members.

B. DEVELOPMENT COMMITTEE

The Development Committee is a standing committee that works in partnership with the Executive Director and the University's Development Office to:

1. review development goals as part of the annual budget planning process for the Museum and to recommend the Leadership Council's annual giving goal.
2. assist in procuring annual, endowed and planned gifts from individuals, including Council members, as well as annual and endowed gifts, sponsorships and/or grants from corporations and foundations in collaboration with the Executive Director and the University's Development Office.
3. support the fundraising and public relations goals of the Museum by planning and carrying out special events which advance the Museum's mission.

The Development Committee shall consist of a Chair, the President, Vice President, a representative of the University's Development Office, and other members.

C. LONG RANGE PLANNING COMMITTEE

The Long Range Planning Committee is a standing committee with the following responsibilities:

1. To assist the Executive Director in identifying long-term Museum goals, creating a long-range plan for achieving those goals, and updating the plan annually.
2. To review the long-range plan prior to its being presented to the Council and the President of the University for their approval.

The Long-Range Planning Committee shall consist of the Vice President as Chair, a Co-Chair if appointed by the President, and other members.

D. NOMINATING COMMITTEE

The Nominating Committee is a standing committee with the following responsibilities: To propose qualified candidates for at-large membership on the Leadership Council.

Candidates must be approved by the President of the University prior to contacting them about their possible interest in becoming Council members.

1. The following should be considered in selecting nominees.
 - a. Professional, philanthropic, or volunteer capacity;
 - b. Ability to meet the annual financial commitment required of all directors;
 - c. Cultural and geographic diversity, including on and off campus representation;
 - d. Demonstrated interest in art, and support of the Museum and the University of Oregon.
2. To propose candidates for the officers' positions to be elected for the ensuing terms.
3. For orientation of Directors-Elect at the time of their election.
4. To maintain the roster of Council members and their contact information.
5. The Nominating Committee shall be responsible for maintaining records of all Council appointments and elections.

The Nominating Committee shall consist of a Chair and other members.

E. PROGRAM SUPPORT COMMITTEE

The Committee Program Support Committee is a standing committee that works in partnership with the JSMA staff to plan, organize, oversee, and measure the performance of Action Teams and to assist with such other projects as may be requested by the Executive Director:

1. Develop guidelines for the functions of Action Teams which have the responsibility of assisting the Museum in
 - a. Developing plans to encourage university and community members to visit the upcoming exhibitions and related programs.
 - b. Developing plans for University departments, other colleges, and community group involvement in programs related to upcoming exhibitions.
 - c. Developing ideas for financial support and assisting where feasible in raising funds for upcoming exhibitions.
2. Evaluate action team performance and develop suggestions for improvement.
3. Assist the Museum in identifying and attracting constituents, resources, and visibility for [all] programs.

4. Assist the Museum in identifying and attracting constituents, resources, and visibility for all programs

The Program Support Committee shall consist of a Chair and other members.

F. COLLECTIONS COMMITTEE

The Collections Committee is a standing committee with the following responsibilities:

1. Assist the Museum in identifying and cultivating donors of works of art, including bequests;
2. Develop programs and special projects, including trips, for those interested in collecting;
3. Support collections acquisitions through identification of funders;
4. Review Museum's collections acquisition and management documents;
5. Review new and offered acquisitions and make recommendations.

The Collections Committee shall consist of a Chair and other members.

V. COMPLIANCE WITH LAW, PROFESSIONAL ETHICS AND PRACTICES

Leadership Council members and Committee members shall conduct themselves with high ethical standards. Their actions shall comply with the letter and spirit of all rules and regulations of the Museum and The University of Oregon, as well as all governmental regulations and laws. The Leadership Council and its members will comply with the Leadership Council Code of Ethics (Appendix B), with the JSMA Code of Ethics, and with established standards of the American Association of Museums.

VI. LIABILITY

To the extent members of the Leadership Council are acting as “agents” of the University, the State will indemnify and hold them harmless from any liability as required by Oregon Revised Statutes 30.265 and 30.285.

VII. CONTRACTS AND COMMITMENTS

The members of the Leadership Council have no contractual or other authority to bind the Museum or the University.

VIII. AMENDMENTS

Subject to the consent of the President of the University, these Bylaws may be amended, altered, or repealed by a majority vote of the Council voting provided that notice of such meeting contains notification of the proposed change in the Bylaws in writing and is sent to the Council members no less than fifteen (15) days in advance of the meeting. A majority vote of the Council may waive the notice period provided such waiver is not contested within 15 days after the minutes for such meeting have been distributed.

IX. RELATION OF BYLAWS TO CHARTER

The terms of these Bylaws shall exist concomitantly with the Charter by the President of the University Granting Special Authority to the Leadership Council, dated June 12, 2008. Conflicts

between the terms of these Bylaws and the Council’s Charter shall be resolved by the President of the University.

X. RULES OF ORDER

Roberts Rules of Order, Revised, shall govern the proceedings of all meeting of the JSMA Members and the Leadership Council and committees, except as may be provided in these Bylaws.

May, 2008

CHARTER
GRANTING SPECIAL AUTHORITY
to the
LEADERSHIP COUNCIL
of the
UNIVERSITY OF OREGON
JORDAN SCHNITZER MUSEUM OF ART
Delegated by Dave Frohnmayer, President,
University of Oregon
June 12, 2008

This Charter establishes the Leadership Council of the Jordan Schnitzer Museum of Art at the University of Oregon as the primary advisory body with a goal of ensuring the artistic quality, educational integrity, and financial strength of the Museum, and serving as one of the custodians of a public trust of the Museum and its functions that promote excellence and sustainability.

PREAMBLE

The University of Oregon believes that opportunities to experience the artistic and educational excellence of the Museum should be available to all. These opportunities, which take the form of exhibitions, events and educational programs, should serve both the educational mission of the University and the broader community.

The Council brings together faculty, staff, students and community members committed to assisting the Museum achieve its goals. As the Museum's primary advisory body, the Leadership Council is an essential partner with the University, working collaboratively to ensure success for the Museum. The Council is in a key position to offer advice and assistance on a broad range of subjects, and to support the Museum's enhancement, artistic quality, and fiscal soundness.

This Charter grants the Leadership Council of the Jordan Schnitzer Museum of Art at the University of Oregon (hereafter referred to as the Council) the authority to advise the President of the University or designee and the Executive Director of the Museum concerning the Museum's artistic direction, exhibitions, collection development and conservation, educational programs, finances and any other matters that may be delegated to it by the President, the President's designee or the Executive Director.

COMPOSITION OF THE COUNCIL

The Council shall consist of no fewer than fifteen (15) or more than twenty six (26) members, each eligible for no more than two (2) consecutive terms of three (3) years each. Following a second term, a member may not be nominated for a subsequent term as a member of the Council for at least one year from the date the Council member's term on the Council ends. The total number of Council members shall reflect, approximately, equal numbers of on-campus and off-campus representatives. In addition, the Council members will include one or more students enrolled at the University. To achieve staggered terms, one-third of the Council members shall be elected or re-elected each year. The Executive Director and a person designated by the

May, 2008

President or the President's designee as the President's representative shall serve as non-voting members of the Council. Candidates for the Council need not be members of the Museum at the time of their nomination, but must become members prior to beginning service the Council.

AUTHORITIES AND RESPONSIBILITIES OF THE COUNCIL

The Council shall have the authority and responsibilities, as delegated by the President or his assignee, to:

- Advise the President, the President's representatives and the Executive Director of the Museum
 - on the definition and fulfillment of the mission of the Museum.
 - on strategies, tactics and logistics necessary to fulfill the mission
 - on the recruitment of key leadership personnel in the Museum.
 - on the proposed budget summary as presented prior to the beginning of the fiscal year and, during the year, any significant changes to the budget prior to the expenditure of the funds.
- Attend Council meetings, committee meetings and public events of the Museum on a regular basis.
- Serve on standing and ad hoc Museum committees as requested by the Executive Director.
- Act as an advocate for the Museum's artistic and educational programming at local, state, national, and international levels.
- Contribute materially to the Museum on an annual basis.
- Act within the structure and guidelines of the Museum's ethics policy.
- Advise the Executive Director and the President's representatives regarding fundraising priorities and goals and actively assist in achieving those goals.
- Encourage contributions to the Museum (or to the University of Oregon Foundation on behalf of the Museum) from friends, artists, corporations, foundations, and other organizations.
- Transfer, convey, and deliver freely to the Museum any and all monies and property acquired by the Council or its members for the benefit of the Museum.

May, 2008

Signed on this day of June 12, 2008

by Dave Frohnmayr

Dave Frohnmayr
President
University of Oregon
Eugene, Oregon

Any changes to the terms of this Charter or the Council's By-laws require the approval of the President of the University. Conflicts between the terms of this Charter and the Council's By-laws shall be resolved by the President of the University.