

## Western Association for Art Conservation Bylaws

### **SECTION I Purposes:**

1. The general purposes of the Western Association for Art Conservation, Inc. (hereinafter referred to as WAAC) are to further the purposes set forth in Article II of the Articles of Incorporation.
2. The specific purposes of WAAC are as follows:
  - a) To provide an organization that advances the knowledge of conservation and improves the methods of conservation needed to protect, preserve, and maintain the condition and integrity of objects, structures, or sites that, because of their history, significance, rarity, or quality of work, have a commonly accepted value and importance for the public interest (hereinafter referred to as artistic, historic, and other cultural property ). The term conservation shall include, but not be limited to, all of the following: examination (action taken to determine the nature or properties of materials and the causes of their deterioration and alteration), preservation (action taken to prevent, stop, or retard deterioration), treatment (action taken to correct deterioration and alteration), and restoration (action taken to maintain and recover inherent characteristics of degraded artistic, historic, and other cultural property).
  - b) To expand knowledge of all subjects related to the conservation of artistic, historic, and other cultural property; to encourage education, study, and research in the conservation of artistic, historic, and other cultural property; to promote proficiency and skill in the practice of the conservation of artistic, historic, and other cultural property; and to disseminate technical and professional information related thereto.
  - c) To maintain and promote professional relationships, standards of practice, and ethics for conservators, and to oppose any influences that would tend to lower such standards and ethics.
  - d) To organize and otherwise participate in exhibitions dealing with the conservation of artistic, historic, and other cultural property. Also to publish, sell, circulate, and distribute books, magazines, publications, literature, films, magnetic tapes, and digital media dealing with the conservation of artistic, historic, and other cultural property.
  - e) To solicit funds and to receive donations and legacies. To execute the expenditure of grant monies.
  - f) To take all action necessary or desirable in order to accomplish any of the purposes of WAAC, provided that such action is in conformity with the provisions of the California Law, Revenue and Taxation Code, Section 23701d, or the Federal Internal Revenue Code, Section 501(c)(3).

### **SECTION II Memberships:**

(Revised 6/29/87, 10/8/96 and 11/15/99)

1. There shall be two classes of members: INDIVIDUAL MEMBERS and MEMBER INSTITUTIONS.

#### INDIVIDUAL MEMBERS

- a) Any person who has an interest in the purposes for which WAAC is organized shall be eligible as an INDIVIDUAL MEMBER.
- b) Although specifically a regional organization for the Western United States of America including Hawaii and Alaska, any individual may become a member, regardless of location or national boundary.
- c) An INDIVIDUAL MEMBER shall have the right to stand for office, vote, attend meetings, participate in discussion, serve on committees, and receive the *WAAC Newsletter* and the WAAC Membership Directory.

#### MEMBER INSTITUTIONS

- a) Any corporate body, organization, or association that has an interest in the purposes for which WAAC is established shall be eligible as a MEMBER INSTITUTION, regardless of geographic location.
- b) A MEMBER INSTITUTION shall receive the *WAAC Newsletter* and the WAAC Membership Directory. A MEMBER INSTITUTION is not eligible to stand for office, vote, or attend the general meeting.

2. Dues of each class of membership or assessments may be determined by the Board of Directors. Such dues or assessments will be limited to meet the goals of WAAC and will be reasonable and proper. Such dues or assessments will be used to carry out the general purposes defined in Section I. Funds accumulated from these dues or assessments or from grants, gifts, or bequests made specifically to WAAC will be held in an account and will be administered by the Secretary/Treasurer of WAAC.

3. Failure by an INDIVIDUAL MEMBER or a MEMBER INSTITUTION to pay annual dues will result in being dropped from the membership list.

#### **SECTION III Directors and Officers:**

1. The Board of Directors shall consist of the following ten individuals: President, Vice President, four Members-at-Large, Secretary, Treasurer, Membership Secretary, and Editor of the WAAC Newsletter. The Secretary, Membership Secretary and Newsletter Editor are non-voting Board members. The management and control of WAAC shall be vested in the Board of Directors

2. The Vice President will be elected by the general membership from among the INDIVIDUAL MEMBERS of WAAC, to hold office for a term ending at the general meeting and/or until the successor is elected and qualified. After a term of one year, the Vice President will assume the office of President for a one-year term. The positions of Secretary, Treasurer and Membership Secretary will be appointed

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by the President for a term of one year, beginning on the first day of January after the President assumes office. The positions of Secretary, Treasurer and Membership Secretary may be held by one, two or three people. Individuals holding the offices of Secretary, Treasurer and/or Membership Secretary may be reappointed by successive Presidents indefinitely. The Editor of the WAAC Newsletter will be appointed by the Board of Directors and shall have no specified term.

3. The Members-at-Large of WAAC will be elected by the general membership from among the INDIVIDUAL MEMBERS of WAAC. A Member-at-Large will hold office for a two-year term. At each annual election of Board members, two new Members-at-Large will be elected, the terms of the two individuals who have served as Members-at-Large for two years will end, and the terms of the two individuals who have served as Members-at-Large for one year will continue for a second year.

4. In order to ensure the independence of WAAC and to further stimulate a wider participation of individuals from all areas of practice, no more than three members of the Board of Directors may come from a single institution or private organization.

5. All officers of WAAC shall have such duties as customarily pertain to their respective offices:

- a) The President shall be responsible to WAAC for general administration, appointment, definition of established policy, and supervision of all activities. The President should chair the general meetings. The President also shall have the general authority to appoint officers and directors whose positions have been vacated by resignation, death, or other personal reasons, as the President deems necessary, to conduct the affairs of WAAC. Such appointments will remain in effect until the next election.
- b) The Vice President shall succeed the President in the event that the President's office is vacated. The Vice President shall be responsible to the President, and shall assist in the arrangements for the general meeting. The Vice President also shall coordinate the election of officers, including recommending a list of Nominating Committee members to the Board.
- c) The Secretary shall be responsible for the records, minutes at meetings, general correspondence, membership mailings, and the distribution of special publications and back issues, and other duties as may be appointed from time to time by the President. The Secretary may have access to the WAAC accounts, at the discretion of the Treasurer.
- d) The Treasurer shall be responsible for the accounts of dues and monies, and other duties as may be appointed from time to time by the President. The Treasurer shall prepare a Treasurer Report for publication in the WAAC Newsletter whenever deemed appropriate by the Board. Because the California Secretary of State requires that one member of WAAC's Board of Directors be a resident of the State of California, the WAAC Treasurer must be a resident of the State of California, unless that residency requirement has been fulfilled by the Secretary or an elected Board Member.
- e) The Membership Secretary shall be responsible for maintaining the membership list, preparing a Membership Report for publication in the WAAC Newsletter, preparing mailing labels, and preparing the annual Membership Directory.

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- f) The Editor of the *WAAC Newsletter* shall be responsible for all duties involved with the coordination of the Regional Reporters, establishment of thematic topics for the articles in the Newsletter, and the publication and distribution of same.

6. In the event that the President shall find it impossible for any reason to complete the elected term of office, the President shall submit a letter of resignation to the Board. The Vice President shall assume the title and duties of the President upon receipt by the Board of such a letter and shall hold that position for the duration of that term. The Vice President shall then be known as the Acting President. Keeping within the normal rotation of officers, the Acting President shall become President at the next election for the following term. During the partial term in which the Vice President becomes Acting President, the Board shall appoint a Member-at-Large as Acting Vice President who would hold that office until the next election.

#### **SECTION IV Meetings:**

1. One general meeting of WAAC will be held annually at a time and place recommended to the Board of Directors by the President. The time and place will be announced to the membership in writing not less than 30 days in advance of such meeting by the President. Only INDIVIDUAL MEMBERS actually present may vote at the meeting.
2. Special meetings may be called by the President by writing to all members of WAAC, giving no less than 30 days notice of such meetings. All members may vote by proxy at a special meeting whose agenda has been circulated to the membership. Any vote carried out by mail shall be decided upon the basis of responses and not a majority of the paid membership. A 66% majority of the response will carry a motion, regardless of the numerical total of the vote. The duration of the mail vote shall be 30 days, after which the issue(s) in question are considered dispatched.
3. The Board of Directors will meet no less than two times a year for the purpose of administering the needs of WAAC.

#### **SECTION V Elections:**

1. The Nominating Committee of three INDIVIDUAL MEMBERS appointed by the Board of Directors shall select a slate of candidates for the positions of Vice President and Members-at-Large. Nominations from the general membership may also be submitted to the Nominating Committee in writing, provided that they be so submitted no less than 90 days prior to the general meeting. The criteria for submitting a name for a nomination shall be: nominee must be a current member, nominee accepts nomination, and nominee is known to adhere to the specific purposes of WAAC as stated in Section I, 2. It shall be the responsibility of the Nominating Committee to strive to offer a slate of candidates that reflects the regional distribution of members to the extent possible among qualified nominees.

2. Election of the Vice President shall be by the greatest number of the votes received. Election of the Members-at-Large shall be on the basis of the greatest numbers of votes received.
3. The President's vote in the general election shall be reserved and cast to resolve instances of ties.
4. Balloting for the elections shall be the responsibility of the Vice President.

#### **SECTION VI Divisions and Departments:**

1. The Board of Directors may establish divisions and departments of WAAC as it may determine to be desirable and may make such regulations for the management of same and may discontinue the same as it may from time to time determine.

#### **SECTION VII Amendments:**

1. These bylaws may be amended, added to, or repealed by the vote of not less than 66% of the INDIVIDUAL members present at a general meeting announced in accordance with the provisions of Section IV, provided that notice of such changes has been furnished in writing to the general membership.

#### **SECTION VIII Fiscal Year:**

1. The Fiscal Year of WAAC shall commence July 1.

#### **SECTION IX Certification:**

1. Membership in WAAC does not imply professional competence. No member may use his or her WAAC membership in any manner whatsoever on any form of advertisement or in a manner to imply any level of competence. Advertisement, for purposes of this section, includes but is not limited to: business cards, business announcements, brochures, business stamps, stationery, mailing envelopes, proposals, bids, contracts, and invoices. For the purposes of this section, advertisement does not include curriculum vitae and résumés.