

MANUAL OF PROCEDURE

PROCEDURE NUMBER:	1045	PAGE 1 of 7
PROCEDURE TITLE:	Miami Dade College Museum of Art and Design, By-Laws, Museum Board of Advisors	
STATUTORY REFERENCE:	FLORIDA STATUTES 1001.64 AND 1001.65	
BASED ON POLICY:	V-40, Miami Dade College Art in Public Places	
EFFECTIVE DATE:	October 28, 2015	
LAST REVISION DATE:	N/A	
LAST REVIEW DATE:	February 12, 2024	

I. PURPOSE

To provide standards of advisement for Miami Dade College’s Museum of Art and Design Board of Advisors, who shall advise on all matters related to the College’s Museum.

II. PROCEDURE

A. Name and Principal Office

1. The name of this organization shall be the Board of Advisors (“Board”) of the Miami Dade College MUSEUM OF ART AND DESIGN (hereinafter the “Museum”); a cultural subsidiary of Miami Dade College and the District Board of Trustees of Miami Dade College, a State of Florida public educational institution.
2. The principal museum office of the Board of Advisors shall be located within Miami Dade College, 300 Northeast 2nd Avenue, Miami, Florida, 33132 or at such other place as may be determined.

B. Purpose and Primary Responsibilities

1. Advise and implement the Museum’s mission and vision
2. Facilitate continuity for managing and implementing the Museum’s internal/external affairs
3. Facilitate programming and collection development

4. Support rate of progress the Museum takes in reaching its mission, vision and long-term direction
5. Secure community support and appreciation for the Museum
6. Facilitate accreditation process and implementation by the American Alliance of Museums
7. Support development and fundraising effort
8. Serve in an advisory capacity on Museum governance and policy

C. Seal and Fiscal Year

1. The Museum need not use a common seal. Contracts and agreements shall be legally binding if in the name of the “District Board of Trustees of Miami Dade College on behalf of MDC Museum of Art and Design” and are signed by the College President or designee, or Executive Director of the MDC Museum of Art and Design.
2. The fiscal year of the Museum shall be the College’s fiscal year, from July 1 to June 30, or such other period as determined by Miami Dade College.

D. Board Procedures

1. Appointment

- a. All appointments to the Board of Advisors are based on recommendations made to the College President by the Executive Director of the MDC Museum of Art and Design, the Executive Director of Cultural Affairs and/or the Board.
- b. Prospective members of the Board of Advisors will be contacted in advance to ascertain their willingness to serve if appointed.
- c. The Board members shall be appointed by the College President.
- d. The nominees will be sent an invitation to join the board. The notification will include information regarding the nominees’ potential term of service and the Board of Advisors procedures and meeting schedule. Except for the College President, who may be a member of the Board, nominees shall send notice that they accept or decline the appointment by letter to the Executive Director of the Museum.
- e. Terms of service will be for three years. Members may be reappointed to serve consecutive terms. However, for the initial appointments, the initial board members shall be appointed to either two- or three-year terms so that the terms may be staggered. After those terms are completed, the board members shall be appointed to three-year terms.

2. Attendance and Vacancies

- a. When vacancies occur for any reason, the process outlined above shall be used to fill the position.

- b. Members who miss two consecutive meetings will be contacted to determine their willingness to continue to serve on the Board.

3. Membership for the Board of Advisors

- a. The membership size of the Board of Advisors shall be minimum of nine (9) members composed of a minimum of seven (7) external members and a minimum two (2) members internal to the College. Internal Board members may include the Executive Director of Cultural Affairs and the College President or designee. These members of the Board are voting members.
- b. The Board of Advisors shall not receive a salary or any other compensation for their services as Board members. This provision shall not prohibit the reimbursement of reasonable authorized expenses incurred by the Board members in the performance of their duties. This provision shall not prohibit a Board member from being a College employee and from receiving compensation for services rendered in that capacity.
- c. Any member may resign from the Board of Advisors by giving written notice to the Executive Director of the Museum of Art and Design.
- d. Ex officio Board members may also be appointed by the College President and shall consist of selected industry leaders, state or municipal government officials and school district staff. Ex officio Board Members are non-voting members.

4. Meetings

- a. Regular meetings of the Board shall be held a minimum of twice a year, preferably in September and March. At regular meetings, the Board shall consider any and all business of the Museum that may properly come before the meeting.
- b. Special meetings of the Board of Advisors may be called on not less than two (2) days' written notice by the Board Chair or by request of three (3) members of the Board. Only the business for which the special meeting is called shall be discussed and acted upon at such special meeting.
- c. Notice of regular Board meetings shall be sent in writing by mail or by any usual means of communication, such as email, at least seven (7) days prior to the scheduled meeting. Notice of special Board meetings shall be sent in writing by mail or by any usual means of communication, such as email, with two (2) days' notice of such meeting. If an annual calendar of meeting dates is prepared by the Museum staff, a copy of the calendar shall be forwarded to all members of the Board, shall be considered sufficient Board member notice of meetings and no additional notice of regular meetings shall be required if delivered in writing and given to the Board members within the time frame outlined above for regular and special meetings.

5. Waiver of Notice/Presumption of Assent

- a. Attendance of a Board member at a meeting shall constitute a waiver of any required notice of such meeting, unless the Board member at the beginning of the meeting (or promptly upon his or her arrival) objects to the holding of the meeting and does not thereafter vote for or assent to action taken at the meeting.

- b. A Board member may also waive the required notice of any meeting by signing a written waiver of such notice which shall be filed with the minutes of the Board meeting. Failure of any Board member to object at the next regular meeting to the approval of the minutes of the meeting for which such notice was not given or waived shall constitute a waiver of such notice.

6. Quorum

- a. At all Board meetings, each Board member shall have one vote.
- b. At Board meetings, one third of the total number of existing voting members of the Board shall constitute a quorum for the transaction of business. If a quorum does not exist, the Board members present may adjourn the meeting.
- c. Unless otherwise specified herein, any action by the Board shall be at a meeting with a quorum and require the affirmative vote of the majority of the members present, defined here and throughout this document as a minimum of 51% of the members of the Board present at that meeting.
- d. The Board Chair shall preside over all Board meetings. If the Chair is not present, the Vice Chair shall preside, or, if s/he is not present, a pro-tempore Chair shall be selected at the meeting from the Board members present.
- e. Board members may participate in a Board meeting or a committee meeting via conference call or any other means of communication by which all persons participating in the meeting can hear each other. Such participation shall constitute presence at the meeting.

7. Voting

- a. Board member shall be entitled to vote on any issue presented at the Board meeting.
- b. Ex officio Board members may voice opinions, but may not vote on issues presented at Board meetings.

8. Minutes

- a. The Executive Director of the Museum of Art and Design or designee will record and distribute the minutes to all Board of Advisors meetings. The Executive Director will assist the Board Chair in coordinating the meetings and developing the agenda. The Executive Director will ensure that absent Board members receive material and minutes distributed at meetings. Agenda and minutes will be distributed to Board members at least one (1) week prior to the next regular Board meeting. For special meetings, the agenda shall be distributed by 5 pm of the day prior to the special meeting.
- b. Records of the Board are to be maintained by the Executive Director of the Museum of Art and Design. Records for the Board and Board members are to be maintained as a matter of public record. MDC Museum of Art and Design shall keep correct and complete records and accounts and meeting notes associated with Board meetings.

9. Finance

- a. The Board shall be provided with the financial reports and other data regarding the Museum to advise on its sound operation, appropriateness of earnings from investment and adequacy of financial control and planning.

E. Duties of Board Officers

1. Officers

- a. Voting Board members shall elect Board officers which shall consist of a Board Chair, Vice Chair, Immediate Past Chair and additional officers as the Board deems necessary. The officers constitute the Executive Committee.
- b. Officers shall hold office until their successors have been elected, unless they resign or are removed sooner from office as provided in the Bylaws. The Board Chair's and Vice Chair's terms of office shall be two (2) years.
- c. Once a Board Chair has completed his or her term, he or she shall be designated as Immediate Past Chair, until the next Board Chair has completed his or her term.

2. Vacancies

- a. Any vacancy which occurs in any office as a result of the resignation, removal or death of any officer shall be filled by the affirmative vote of a majority of the Board members at its next regular or special meeting at which a quorum is present. Any officer so elected shall fill the remaining term of the officer whom he or she replaces.
- b. An officer may resign at any time by submitting a written resignation to the Board Chair with a copy to the Executive Director.
- c. An officer may be removed at any time by a two-thirds (2/3) vote of the Board present at a regular or special meeting.

3. Compensation

- a. The officers shall not receive a salary or any other compensation for their services as officers. This provision shall not prohibit the reimbursement of authorized expenses incurred by officers in the performance of their duties.

4. Duties of the Board Chair

- a. The Chair shall preside over and serve as chair of all meetings of the Board. The Executive Director shall organize, and present the business of the Museum at all meetings. Annually, there shall be a meeting of the Board and the Museum membership. At such meeting, the Chair shall present a report on the status of the Museum for the preceding year and plans and programs scheduled or contemplated for the upcoming year. The Chair shall appoint the chairs of all committees of the Board. The Chair may establish special committees, subject to the approval of the Executive Committee. The Chair shall also perform such other duties as the Board may from time to time advise.

5. Duties of the Vice Chair

- a. The Vice Chair shall, in the absence of the Chair, perform the duties of the Chair. The Vice Chair shall further perform such other duties as the Board may from time to time advise. The Vice Chair shall automatically become the Board Chair upon the expiration of the current Chair's term of office or upon the removal, active resignation or death of the Board Chair until a new election.

F. Standing Committees

Structure of Committees: There shall be a minimum of two (2) standing committees as set forth herein. Each committee shall consist of the number of members necessary to conduct the work delegated to that Committee. The Board Chair shall appoint all committee chairs from members of the Board of Advisors. The size and composition of each committee shall be decided by the committee chair. All Board members must be a member of a standing committee. However, non-Board members may be members of the Committees. The Board Chair and the Executive Director shall be non-voting ex officio members of all standing committees. The Executive Director may assign appropriate staff members to assist each committee. All committee recommendations shall be subject to the approval of the Board of Advisors. The standing committees shall include, but not be limited to:

1. Curatorial Advisory Committee, which shall advise on the actions and plans of the Museum regarding collection development, exhibitions and loans from the permanent collection in order to further the mission of the Museum.
2. Acquisitions and Collections Advisory Committee which shall assist the Museum and the College in the planning and implementation of acquisition and de-accession of works of art.

G. Auxiliaries

Museum Circle: The Museum Circle is a membership program composed of individuals who demonstrate a strong interest in supporting the arts, philanthropy and culture while preserving the history of the Museum.

H. Special Committees

1. The Board Chair may create additional special committees. When such committee is created, the Board shall designate the membership, powers and functions of the committee and the tenure of the committee chairs and members.
2. Chairs of special committees may be invited by the Board to serve as ex officio members of the Board.

I. Museum Executive Director

The Executive Director, a full-time employee of Miami Dade College, shall be the chief executive officer of the Museum and shall report to the Executive Director of Cultural Affairs

and is subject to all College policies and procedures. The Executive Director has responsibility and authority for the day-to-day operation of the Museum. He or she shall be authorized to execute all contracts and instruments on behalf of the Museum. He or she shall be responsible for the selection, retention, development and dismissal of Museum staff members. He or she shall implement policies, programs and actions under the advisement of the Board of Advisors.

J. Governance

Board members shall abide by federal state and local laws, College policies and procedures, and the Board/Museum Bylaws and Code of Ethics.

K. Channel of Communication


The Executive Director shall be the liaison between the Board of Advisors and the Museum staff.

L. Rules of Order

All questions of parliamentary procedure and order shall be governed by the current edition of Robert’s Rules of Order.

M. Amendments

1. Amendments to the Bylaws may be recommended by the vote of a majority of the Board members at a duly noticed meeting.
2. No amendment to these Bylaws shall be recommended unless written notice of the proposed amendment has been forwarded to all members of the Board at least seven (7) days prior to the meeting at which the amendment is considered. Notice of the proposed amendment may also be given by distributing copies of the proposed amendment at a meeting of the Board of Advisors, along with notice that the proposed amendment will be considered at the next regular meeting of the Board of Advisors, where notice is given at least seven (7) days prior to the meeting.
3. Amendments to the Bylaws become official College procedure after approval by Miami Dade College President.

	02/12/2024
PRESIDENT	DATE