

**Bylaws of the International Committee on
Museums and Collections of Natural History,
International Council of Museums (ICOM NATHIST)**

ARTICLE I. NAME AND STATUTE

Section 1. Establishment of Committee

ICOM NATHIST is the International Committee for Museums and Collections of Natural History of the International Council of Museums (ICOM). It is formed and established under Article 16 of the ICOM Statutes and Article 7 of ICOM Internal Rules.

Section 2. Operation within ICOM

ICOM NATHIST is not entitled to operate as separate legal entity. ICOM NATHIST represents ICOM and must operate within the generally accepted framework of ICOM with respect to ICOM NATHIST's specific purpose described in Article II.

Section 3. Applicable statutes/codes

ICOM NATHIST activities shall conform to ICOM Statutes and Rules, the ICOM Code of Ethics for Museums and the ICOM NATHIST Code of Ethics for Natural History Museums. These ICOM governance documents are incorporated by reference. Any deviation between these bylaws and ICOM governance documents shall defer to the latter.

ARTICLE II. PURPOSE

ICOM NATHIST's purpose is to:

- a. Advance international best practices for natural history museums and their activities;
- b. Offer a platform for the exchange of ideas in the natural history field and
- c. Promote the value of natural history collections for scientific study and the protection of the natural world.

ARTICLE III. MEMBERSHIP

Section 1. Registration and composition

- a. Any members in good standing with ICOM may join ICOM NATHIST. Information can be found at the ICOM NATHIST website <https://icomnathist.wordpress.com/>. Registration must be made through the main ICOM website.
- b. ICOM NATHIST must maintain a membership of at least 50 and is composed of those ICOM Members that have chosen to be a member of the International Committee by registration and application through ICOM.

Section 2. Rights

In respect of the criteria described in the previous section, ICOM NATHIST Members are entitled to participate in ICOM NATHIST activities and programs, to attend and vote at Annual General Meetings or send proxies therefore as directed by the Secretary, and to stand for election to the Board as provided herein.

Section 3. Protection of Personal Data

While working with personal data from its Members, ICOM NATHIST takes all the necessary measures to respect the provisions of national and international legislations, and especially to comply with the European Union General Data Protection Regulation (EU-GDPR).

ARTICLE IV. CONFERENCE and MEETINGS

Section 1. Annual Conference and Annual General Meeting

- a. The Annual Conference is an opportunity for museum scientists and other professionals to gather and exchange knowledge regarding the natural sciences, museology, and other topics as selected by ICOM NATHIST and the Conference Host, consistent with ICOM NATHIST's Purpose.
- b. The Annual Conference is hosted by an institution selected by ICOM NATHIST Board applying the principles set forth in the Conference Manual, incorporated by reference or other guiding documentation as may be provided by the Board.
- c. ICOM NATHIST may accept as participants in its Annual Conference other Members of ICOM as well as non-members.
- d. ICOM NATHIST is required to host a general meeting for ICOM NATHIST Members at least once a year. ICOM NATHIST hosts this Annual General Meeting (AGM) in conjunction with its Annual Conference. Every three years the Conference and AGM shall coincide with the ICOM Triennial Conference.

Section 2. Notice of AGM

- a. Notice of the Annual Conference and the AGM shall be posted on the ICOM NATHIST Website no later than one (1) month prior to the meeting.
- b. ICOM NATHIST shall inform the Chair of the National Committee in the State in which any meeting of the Committee is to be held, of the date, place and subject of the meeting.

Section 3. Quorum

The quorum for the AGM is a simple majority of the number of members present, including those represented by valid proxy. If less than a quorum is present, the meeting may be adjourned without further notice.

Section 4. Proxies and voting

- a. Any ICOM NATHIST member may also elect to participate by proxy vote for any meeting. Board members may elect to participate by proxy vote for the annual Board of Directors meeting. Such proxies shall be prepared and distributed by the NATHIST Secretary at least one (1) month in advance of the applicable meeting and must be turned in as instructed. Properly submitted proxies will be counted as votes at the applicable meeting.
- b. Electronic voting may be used whenever technically and logistically possible.

ARTICLE V. BOARD

Section 1. Role and composition

- a. The ICOM NATHIST management responsibilities reside with an elected Board.
- b. The Board shall consist of not less than five (5) nor more than twelve (12) persons including the following; the Chair, the Vice-Chair, the Secretary and the Treasurer. Members not holding office shall be known as Ordinary Board Members.
- c. Each member of the Board shall make every effort to attend the Annual Conference, including the annual board meeting that precedes the AGM. Failure by members of the Board to attend the Board meeting more than two (2) years in a row may result in termination from the Board.

Section 2. Elections

- a. Each member of the Board must be a member in good standing of both ICOM and ICOM NATHIST to be eligible for elected office. The Members of the Board are elected every third year, preferably at the AGM that occurs during the ICOM Triennial Conference. A call for candidates shall be sent to all members at least four (4) months in advance.
- b. All members of the Board must be approved by a majority vote of the ICOM NATHIST members present or represented by valid proxy at the AGM.

Section 3. Mandates

- a. Board members shall be elected for a period not exceeding three (3) years from the date elected and may be re-elected once. A member of the Board may subsequently be elected Chair. However, no Chair/Member of the Board may remain on the Board for more than twelve (12) consecutive years.
- b. The Chair of an International Committee may not at the same time serve as a member of the ICOM Executive Board, a Chair of a National Committee or Regional Alliance or an affiliated organisation.

Section 4. Removal or Termination

Any member of the Board who fails to fulfill any of the requirements as set forth in these bylaws shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Member of the Board in writing that a seat has been declared vacant. The vacancy shall be filled as soon as possible as provided in these bylaws.

Section 5. Vacancies

- a. In case of vacancy, a new member may be appointed at any time by the Board to fill the vacant position. The new member must be formally elected at the first triennial ICOM General Assembly following his/her appointment and begin their three (3)-year term at this time.
- b. In the event there is a Board vacancy in any given year, a call for nominations is sent out at least sixteen (16) weeks before the AGM. Nominations may be self-submitted and are open for eight (8) weeks. The call for nominations is accompanied by a nomination form which must be returned with a biography, photograph and a statement of candidacy written by each candidate. Candidates will prepare a brief overview of their credentials and qualifications at the AGM prior to a vote. Voting procedures will follow the ICOM Statutes and regulations for international committees.

Section 6. Compensation

Members of the Board shall not receive any compensation or reimbursement for their services, directly or indirectly, from ICOM NATHIST.

Section 7. Board Meetings

- a. The Annual Board meeting takes place at the beginning of the Annual Conference. This is a meeting solely for members for the Board. The Board may also invite guests at its discretion to attend Board meetings provided that guests may not vote on Board matters.
- b. Special Meetings may be called by the Chair in the event of an urgent matter requiring immediate attention. For a special meeting, Skype or any other electronic means may be used to convene the Board.

- c. The quorum for a Board meeting is a simple majority of the number of Board members present, including those represented by valid proxy. If less than a quorum is present, the meeting may be adjourned without further notice.

ARTICLE VII. TASKS AND RESPONSIBILITIES OF THE MEMBERS OF THE BOARD

All members of the Board are expected to advocate for, and actively promote, ICOM and ICOM NATHIST. In addition, these members shall ensure that ICOM NATHIST's activities does not compromise ICOM. The following roles are further described:

Section 1. The Chair

- Attends all Board meetings;
- Attends annual ICOM general meetings or other such ICOM meetings as required under the ICOM Statutes, ensuring ICOM NATHIST representation;
- Assists with the Annual Conference and AGM as set forth in these bylaws and the Conference Manual;
- Chairs the AGM and presents a Chair's report to the AGM outlining the work of ICOM NATHIST in the preceding year;
- Calls special meetings of the Board as necessary;
- Works to recruit new Board members and new sources of funding;
- Acts as spokesperson for ICOM NATHIST and manages online presence/social media;
- Periodically consults with Board members on their roles and helps them assess their performance.

Section 2. The Vice-Chair

- Attends all Board meetings;
- Assists with the Annual Conference as requested by the Chair and as outlined in the ICOM NATHIST Conference Manual;
- Carry out special assignments as requested by the Chair;
- Understands the responsibilities of the Chair and is able to perform these duties in the Chair's absence;
- Participates as a vital part of the Board leadership.

Section 3. The Secretary

- Attends all Board meetings;
- Assists in the Annual Conference and AGM as requested by the Chair and as set forth in the in the Conference Manual;
- Manages membership, preparing a Secretary's Report for each AGM outlining membership numbers, trends, and recruitment efforts;
- Ensures the safety and accuracy of all Board records;
- Prepares and reviews Board agendas, minutes, resolutions, proxies, and other documentation as directed by the Board;
- Assumes responsibilities of the Chair in the absence of the Chair and Deputy Chair;
- Participates as a vital part of the Board leadership.

Section 4. The Treasurer

- Attends all Board meetings;
- Assists in the Annual Conference and AGM as requested by the Chair and as set forth in the Conference Manual;
- Prepares a financial report for presentation to the AGM;
- Ensures the safety and accuracy of all Board financial records;
- Understands financial accounting for international nonprofit organizations;

- Works closely with ICOM secretariat on necessary financial documentation required by ICOM;
- Manages the Board's review of and action related to the Board's financial responsibilities;
- Presents the annual budget to the Board for approval;
- Present the annual budget to ICOM secretariat for approval;
- Participates as a vital part of the Board leadership.

Section 5. The Ordinary Board Members

The Ordinary Board Members are the Members of the Board who are not holding any specific tasks. These members share the following responsibilities:

- Attend the Annual Conference, AGM and Board meetings as practicable, understanding that missing any of these meetings for more than 2 consecutive years may result in termination from the Board;
- Comment on draft documents or operational matters as requested by the Chair;
- Vote on behalf of ICOM NATHIST as appropriate;
- Exercise effective oversight of ICOM NATHIST by reviewing Board agendas, minutes, resolutions, proxies, and other documentation, and by asking questions to clarify any matter not fully understood.

ARTICLE VII. GOVERNANCE

Section 1. Duties of Loyalty and Good Faith.

ICOM NATHIST members and its Board act in the best interests of ICOM NATHIST and are committed to loyalty, good faith, sound financial practice and accountability. Members have an ongoing affirmative duty to disclose any personal, private or financial interest in the proposed or actual activities of ICOM NATHIST.

Section 2. Conflicts of Interest

The Board shall take appropriate action by vote to resolve any potential or actual conflict of interest. Disclosing members shall not be entitled to vote on matters concerning the conflict disclosed.

ARTICLE VIII. WORKING GROUPS

Section 1. Working Groups

ICOM NATHIST may create working groups to address specific projects or activities upon member approval. The Board shall appoint the members of these working groups.

Section 2. Composition

Non ICOM NATHIST members may be invited to participate or sit on such groups so that ICOM NATHIST may utilize their expertise. These individuals shall not receive any compensation for such services and have no voting rights.

ARTICLE IX. FINANCIAL RESOURCES

Section 1. Consistency with ICOM

The ICOM NATHIST Board shall ensure that the ICOM NATHIST's financial management does not compromise ICOM.

Section 2. Annual Report

ICOM NATHIST shall submit an annual report of activities and an annual financial report to ICOM (as provided in Article X). Upon the submission of these reports, ICOM NATHIST is eligible to receive a subsidy from ICOM. ICOM may withhold the subsidy if the annual report is not delivered or is incomplete.

Section 3 Financial Resources

ICOM NATHIST may accept sponsorship and apply for subventions, grants or other supports for activities and projects. It may request fees for special activities and services rendered (within the limitation of Section 1 and subject to prior agreement by ICOM (since ICOM NATHIST is not a separate legal entity).

ARTICLE X. BOOKS AND RECORDS

ICOM NATHIST shall keep complete books and records of financial accounts and expenditures, annual financial reports, annual report of activities, and minutes of the proceedings of the Board, the AGM and any special meetings. Such records will be maintained by the Secretary in electronic and hard copy form and will be communicated to the ICOM Secretariat for archives.

ARTICLE XI. AMENDMENTS

These bylaws may be amended upon a quorum of members at an AGM. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to the ICOM NATHIST members at least four (4) months before voting.

ARTICLE XII. DISSOLUTION

The majority of ICOM NATHIST members or the ICOM Executive Board may decide that ICOM NATHIST may be suspended if the Committee is no longer functioning effectively or has acted in violation of the ICOM Statutory documents (i.e. Statutes, Internal Rules, Code of Ethics for Museums), and failed to comply with such norms despite formal notice from the ICOM Executive Board. In the event of dissolution being declared, the ICOM Executive Board shall appoint one (1) or two (2) liquidators. Any remaining assets should be transferred to ICOM.

We, ICOM NATHIST

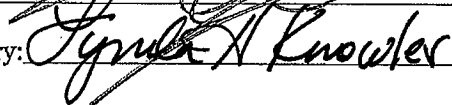
ADOPTED AND APPROVED these By-laws on this 7th day of November, 2018.

Attest:

Chair:

 ERIC DORFMAN #43818

Secretary:

 LYNDA KNOWLES #71500