

**AMENDED AND RESTATED
CODE OF REGULATIONS OF
THE CANTON MUSEUM OF ART**

**Section 1
General**

1.1 Name. This Corporation will be known as The Canton Museum of Art (the “Museum”).

1.2 Purposes. The Museum will have such purposes as are now, or may hereafter be, set forth in its Articles of Incorporation and which comply with the Nonprofit Corporation Law of the State of Ohio.

1.3 Powers. The Museum will have the powers as are now, or may hereafter be, granted by the Nonprofit Corporation Law of the State of Ohio, and by its Articles of Incorporation. The Board of Trustees will exercise these powers on behalf of the Museum, and will also have the powers set forth in the By-Laws created by the Board of Trustees.

1.4 Property and Earning. No members, trustees or officers of the Museum will have any right, title or interest in the property of the Museum, and no earnings of the Museum, if any, may inure to the benefit of any member, trustee or officer.

1.5 Volunteers. The trustees and executive officers will serve without compensation for their services; however, they may be reimbursed for out-of-pocket expenses incurred for the benefit of the Museum, subject to the approval by the Board of Trustees. The Directors, Associate Directors, Administrative Assistants, Curators and other persons employed by the Museum may be compensated only for the reasonable value of services rendered.

**Section 2
Offices**

Offices. The principal office and mailing address of the Museum will be 1001 Market Avenue North, Canton, Ohio 44702, or at such other place as the Board of Trustees may from time to time appoint or as the activities of the Museum may require.

**Section 3
Membership**

3.1 Members. The Members of the Museum (the “Members”) will be any individual who pays annual membership dues to the Museum and whose membership has not been terminated.

3.2 Termination of Membership. A Member who has not paid dues on or before the last day of the month during which that Member’s dues become payable will cease to be a member and any member paying on any other basis who is not in good standing according to the

terms of that Member's pledge of dues will not have the right to vote at any annual meeting. The membership of any person will terminate on death or resignation. The membership of any individual may be terminated for good cause by a majority vote of the Board of Trustees.

3.3 Membership Classification. Membership in the Museum may be classified as determined by the Board of Trustees, such classification being based upon the amount of annual dues to be paid by the Member or the family of the Member. Each Member will have the right to vote at the meeting of the Members. In addition, the Board of Trustees may establish different privileges for Members based upon the Member's class of membership.

3.4 Honorary Membership. Honorary membership may be conferred upon any individual who is a distinguished artist or has provided exceptional service or patronage to the arts that are related to the Museum, by the vote of a majority of the members at any annual or special meeting upon recommendation by the Board of Trustees. Honorary members will be granted a lifetime membership without the payment of any further dues.

3.5 Membership Year. Membership year will commence on the first day of the month during which membership dues are paid and will continue for one year. On the termination of the membership period, dues for the following year will become due and payable.

3.6 Membership Records. The Museum must keep membership records containing the name and address of each Member and the date of admission to membership. Upon the termination of any membership for cause, the facts supporting the termination will be recorded in the membership records, together with the date for which membership ceased.

Section 4 **Meetings of the Members**

4.2 Annual Meetings. The annual meeting of the Members will be held at the Museum, or another place within the County of Stark in the State of Ohio as the President of the Board of Trustees may designate. The annual meeting will be held not later than the fourth Tuesday of the fourth month following the close of each fiscal year of the Museum. Written Notice of the meeting must be given to all Members of record at the time the date of the annual meeting is set.

4.3 Special Meetings. A special meeting of the Members may be called at any time by the President or the Vice President of the Board of Trustees, or by any five trustees acting with or without a meeting, or by written request to the Board of Trustees of the lesser of ten percent (10%) of the voting members or 100 of such members entitled to vote at the date of the request that a special meeting be scheduled. Written notice of the special meeting must state the date, time and location, as well as the specific purpose(s) for the meeting, and no business will be considered at the special meeting other than the purpose(s) specified in the notice.

4.4 Notice of Meetings. Notice of all meetings of the Members, whether annual or special, must be given in writing by the President or Vice President or the Secretary of the Board of Trustees, or in case of their refusal, by the person or persons entitled to call meetings. The notice must state the purpose(s) for which the meeting will be held or is called, and the time and place where the meeting will be held. No business other than that specified in written notice may be transacted at the meeting.

- (a) A copy of the written notice must be given not more than 30 days and not less than 15 days prior to an annual meeting and not less than 5 days prior to a special meeting to all Members at their respective addresses as appear upon the records of the Museum.
- (b) Written notice may be delivered by regular U.S. mail, facsimile, or electronic mail at the Member's address (being a street address, facsimile number or electronic mail address) as appears upon the records of the Museum.
- (c) The written notice must state the date, time and location; and if it is a special meeting, it must state the specific purpose(s) for the meeting. The written notice must be hand delivered or sent to the Members no more than 30 days nor less than 10 days prior to the date of the meeting
- (d) If the notice is mailed, it will be deemed to be delivered when deposited in the United States Mail so addressed with postage thereon prepaid.
- (e) If notice is given by facsimile or electronic mail, such notice will be deemed to be delivered when the facsimile is delivered to the receiving facility or when the electronic mail is transmitted to the addressee.

4.5 Waiver of Notice. Notice of meetings of the Members may be waived either before or after the meeting, by written consent, or by attendance at the meeting without objection.

4.7 Qualification of Voters. Each individual who is a Member as of the date of the annual or special meeting taking place, will be entitled to vote. Each Member will be entitled to one vote for each matter as well as one vote for each trusteeship position to be filled. Voting may be accomplished by a signed written proxy of a Member given to another Member.

4.8 Quorum. The members present in person at any meeting, annual or special, will constitute a quorum for the transaction of business, and a majority of the votes cast will control.

4.9 Organization of the Meeting. The President of the Museum, or in the President's absence, the Vice President, will preside over the meeting. In the absence of the President or Vice President, a Member chosen by a majority of the Members present at the meeting may serve as a chairperson for the meeting. The Secretary, or in the absence of the Secretary, a Member appointed by the person overseeing the meeting, will record the minutes of the meeting.

4.10 Order of Business. The order of business at all annual meetings of the Members as far as practicable, will be as follows:

- (a) Call to order
- (b) Proof of notice of meeting
- (c) Reading of minutes of preceding meeting, unless dispensed with by majority vote
- (d) Financial Report
- (e) Report of the President of the Board of Trustees
- (f) Report of the Executive Director
- (g) Report of the Nominating Committee
- (h) Election of Trustees
- (i) Adjournment

4.11 Adjournment. Upon inability of the Members to transact the business for which an annual or special meeting was called, a majority of the Members present and entitled to vote at the meeting may adjourn the meeting from time to time for periods not exceeding thirty (30) days until the business for which the meeting was called is transacted. In case of adjournment to another time, no further notice of such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken.

4.12 Action Without a Meeting. Any action which may be taken at a meeting of the Members may be taken without a meeting if the action is authorized in a writing signed by all the Members of record at the time the action is taken.

Section 5 **Board of Trustees**

5.1 Number, Election. The Members will annually elect a Board of Trustees consisting of a number of the Members which will not be less than 21. In addition, those supporting organizations of the Museum approved by the Board of Trustees to have a representative of the organization serve as a Trustee, will appoint a representative of that organization to serve as a Trustee with the full rights and responsibilities of an elected Trustee. Each Trustee elected by the Members will have a set tenure as follows:

- (a) A Nominating Committee, consisting of at least 5 but no more than 7 Members appointed by the President or Vice President, will submit to the Members at the Members' annual meeting recommendations of Members to serve as Trustees. Nominations will also be accepted from the floor at the Members' annual meeting. All nominees must be duly notified and agree to serve if elected.
- (b) Each Member attending the annual meeting or who has submitted a proxy, may cast one vote per nominee, but only up to the number of Trustees stated to be elected at the meeting. Unless the presiding officer decides otherwise, the vote will be a voice vote. The nominees receiving the greatest votes will be elected for the number of open Trustee positions. In the event of a tie, a second vote will be

taken by the Members only for the nominees who received the same number of votes in the first round of voting; and if necessary, the President will vote to break a second tie in the votes.

5.2 Term of Trustees. Each Trustee elected by the Members will serve for a term of 3 years, unless sooner removed by a majority vote by the Board of Trustees. No Trustee may serve more than 2 successive terms of 3 years each, but may be elected as a Trustee to serve again after a break in the service of at least 1 year's duration. Trustees who serve as Officers will continue in office until their successors are duly elected.

5.3 Qualifications. Each trustee must be a member of the Museum and at least a majority of the trustees must be citizens of the State of Ohio.

5.4 Vacancies in Board. Any vacancy in the Board of Trustees caused by death, resignation or otherwise, will be filled for the unexpired term by the remaining members of the Board of Trustees.

5.5 Board of Trustees By-Laws. The Board of Trustees will adopt By-Laws for their own government consistent with the Articles of Incorporation and the Museum's Code of Regulations.

Section 6 **Total Liquidation**

The Museum will not sell, lease, mortgage or otherwise dispose of the entire assets owned by it except in accordance with the laws of the State of Ohio and only after approval of the Members of the Museum at its annual meeting or special meeting upon proper notice.

Section 7 **Amendments**

The Articles of Incorporation and the Code of Regulations of the Museum may be amended at any meeting of the Members upon due notice as required by this Code of Regulations. Action for amendment must be taken in accordance with Section 4 of this Code of Regulations.