Bylaws
Friends of Asian Arts and Cultures
Detroit Institute of Arts

Article I
Name and Preamble
The name of this auxiliary of the Detroit Institute of Arts ("DIA"), a Michigan not-for-profit corporation, is Friends of Asian Arts and Cultures (the "Auxiliary").

As an auxiliary of the DIA, the Auxiliary shall conduct its affairs and be governed in compliance with applicable law and with the bylaws and policies of the DIA (the "DIA Policies"), as may be amended from time-to-time, that are applicable to it. In addition, to the extent not inconsistent with the DIA Policies, the Auxiliary shall conduct its affairs and be governed in accordance with these Bylaws.

Article II
Objectives
The objectives of the Auxiliary shall be to assist the DIA and the Department of Arts of Asian and the Islamic World (the "Department") by:

1. Supporting the mission of the DIA.
2. Supporting the curatorial activities and operation of the Department.
3. Sponsoring and organizing activities and programs intended to promote awareness, interest, appreciation, knowledge and understanding of all aspects of Asian, Ancient Middle East, and Islamic art (the "Discipline"). The programs and activities may include tours of the museum commonly known as the Detroit Institute of Arts (the "Museum"), lectures, seminars, workshops, other collections visits, trips, studio visits, social events, fundraisers and other functions.
4. Encourage and support Museum exhibitions of art of the Discipline.
5. Encourage education, communication, participation and fellowship-as well as the development of the auxiliary-by bringing together individuals interested in the arts of the Discipline.
6. Support the DIA in the care and acquisition of art of the Discipline for the Museum’s permanent collections.
7. Promote interest in and knowledge of the Discipline by performing services requested by the DIA.
Article III
Membership

1. Membership in the Auxiliary shall be open to all persons who are members of the DIA in good standing, and who have a special interest in the objectives of the Auxiliary.

2. Members of the Auxiliary are considered in good standing when the dues for the current fiscal year have been paid to both the DIA and the Auxiliary.

3. Any member whose dues are delinquent for a period of three months shall be considered lapsed, and will be suspended from participation in Auxiliary offices or member activities until such dues are paid.

4. The categories of membership, the corresponding annual dues and any associated benefits shall be determined by the DIA from time-to-time.

Article IV
Board of Directors

1. The Auxiliary shall be governed by its Board of Directors (the “Board”).

2. The Auxiliary’s Board shall consist of up to forty persons. Directors shall be elected annually from the general membership of the Auxiliary for three year terms.

   A. The Directors of the Auxiliary shall be elected by the members of Auxiliary at its Annual Meeting or by mailed or electronic ballot.

   B. Any person who has served as an elected Director for two consecutive full three year terms shall be ineligible for election to the Board for one (1) year after the end of his/her last full term.

   D. The Board of the Auxiliary shall have the authority to elect persons otherwise eligible to be elected to the Board to fill vacancies on the Board.

   E. The following persons shall serve as ex-officio Directors of the Board, without voting rights: DIA Director, Curators in the Department (others if needed).
F. The Board will levy a fee on all Directors to defray the cost of food, drinks and entertainment at its meetings and events (Annual Board dues-if applicable).

3. Members of the Auxiliary are considered in good standing their Auxiliary and DIA dues are current. It is expected but not required that the members of the Board shall become upper-category members of the Auxiliary, minimally at the Two Hundred and Fifty and 00/100 ($250) dollar level.

4. The Board of the Auxiliary shall have the authority to remove any Director, elected or ex-officio, for cause. Causes shall include, but are not limited to:

   A. Conflict of interest or violation of professional practices
   B. Non-payment of dues or otherwise not in good standing
   C. Chronic absenteeism
   D. Failure to carry out appointed duties
   E. Moral turpitude

5. Statement of Conflict of Interest

   No Director shall vote on any Auxiliary matter in which he/she has any personal interest. The Board shall govern the Auxiliary in conformance with all DIA Policies. Any Director who may have a conflict of interest with respect to an Auxiliary matter must inform an officer of the Board and one of the Auxiliary liaisons.

6. Board meetings

   A. The Board shall meet a minimum of five times per year, at times and places convenient to the Board, with one of the five required meetings to be designated as the annual meeting at which the election of the Board shall take place. Special meetings may be called by the Chairperson who shall set the date, time, place and purpose of the special meeting. Only matters specified in the special meeting notice may be voted on at the special meeting of the Board. Board members will receive at least three days’ notice by mail or email of any regular or special meeting.

   B. All actions undertaken by the Board will be by majority vote.

      I. A majority of the Directors shall constitute a quorum.

      II. The actions of the majority of the directors present at a meeting at which a quorum is present shall be the action of the Board. All actions of
the Board shall be recorded in the minutes and approved at the next meeting of the Board.

C. Any action required or permitted to be taken pursuant to authorized vote at any meeting of the Board or a committee thereof, may be taken without a meeting if, before the action all Directors or all members of the committee consent thereto in writing. Written consent shall be filed with the minutes of the proceedings of the Board. Such consent shall have the same effect as the vote of the Board for all purposes.

D. Attendance at any meeting of the Board or a committee thereof shall be limited to directors or the committee or group members, as applicable, unless otherwise determined by the chairperson of the Board or the committee or subgroup or as otherwise provided under the Bylaws.


Volunteer participation at the DIA is a strong and vital tradition, and the Museum’s program could not continue without the contributions and personal involvement of devoted volunteers. The DIA staff is committed to supporting volunteers by providing adequate training as well as opportunities for intellectual and personal enrichment. While volunteers participate in most DIA and Museum activities, those with access to the Museum’s collection, programs and associated privileged and sensitive information must act with heightened level of responsibility and care. Access to the Museum’s inner activities is an honor, and the lack of material compensation for effort expended on behalf of the Museum in no way frees the volunteer from adherence to standards that apply to paid staff.

The volunteer must work toward the betterment of the DIA and the Museum and not for personal gain other than the gratification, knowledge and enrichment to be derived from Museum participation. Although the DIA may accord special privileges, volunteers should not accept gifts, favors, discounts, loans, or other items of value from other parties in connection with carrying out their duties for the institution. Auxiliary members and volunteers must hold confidential matters of program function and administration that are not generally known or available to the public.

Article V
Officers
1. The Board shall elect annually from its ranks the officers of the Auxiliary. This election shall take place after the annual election of Directors, at the first Board meeting of the year.

2. The officers shall include a President/Chairperson, one or more Vice-Presidents as determined by the Chairperson, Secretary, Treasurer, and Membership Chairperson.

   A. The regular term of office commences upon election by the Board.

   B. Officers shall serve a one (1) year term, and shall be eligible for re-election if their term as a Director has not expired.

   C. Officers may not serve in the same office for more than two consecutive full two year terms.

   D. The duties of each officer shall be those duties customarily appropriate for such offices, and as described below.

3. The President/Chairperson, or his/her designate, shall chair all meetings of the Board, and of the general membership and shall be an ex-officio member of each standing or ad hoc committee.

   A. With the curatorial and development liaison, oversee and facilitate the operations of the Auxiliary to support the mission of the DIA and the curatorial activities of the Department.

   B. The President/Chairperson shall annually appoint a Nominating Committee. The committee shall comprise the current President, at least two Board members and the curatorial liaison.

4. The Treasurer will ensure that all funds are managed in accordance with DIA guidelines. The Treasurer is responsible for reporting these statements at Board meetings.

5. The Membership Chairperson will be responsible for the monitoring and encouragement of the payment of dues, notifying the President of the presence of new members and lapsed members. The chair will also be responsible for encouraging lapsed members to renew their membership, and for identifying potential new members to the Board.

6. The Secretary shall be responsible for the recording of minutes at meetings, and all other necessary correspondence.
Article VI
Committees

1. Executive Committee. The Executive Committee shall consist of the officers of the Auxiliary and other members of the Board as designated by the Chairperson. It has the authority to act for Auxiliary on any matter that occurs between regular meetings of its Board. A quorum of the Executive Committee shall be one half of its members. The Executive Committee shall keep a record of its acts and proceedings and shall report on such acts and proceedings to the Board.

2. Nominating Committee. The Chairperson, with the advice of the curatorial liaison, annually shall appoint a Nominating Committee with approval from the Board. Annually, the Nominating Committee shall prepare a slate of eligible nominees, as necessary to fill vacancies, for the Board. These nominees shall be subject to election by the general membership of the Auxiliary. If the election of the Board is to be accomplished by vote at the Annual Meeting, the slate of nominees will be sent to the general membership by mail or email at least fourteen (14) days prior to said meeting. If the election of the Board is to be accomplished by mailed or emailed ballot, the ballots will be sent to the General Membership by mail or email at least twenty one (21) days before the votes will be counted, and prior to the Annual Meeting.

3. Standing and Special Committees. The Chairperson, with the advice of the curatorial liaison, annually shall appoint such standing committees and from time to time such special committees as are appropriate and advisable for the operation of the Auxiliary. The President and curators of the Department will be active members of all general committees of the Auxiliary. Committees will meet as necessary to carry out objectives communicated by the President at meetings of the Board. Committee heads will report regularly on committee activities at meetings of the Board.

(add other committees as appropriate)

Article VII
Amendments/By-laws

1. The adoption of these by-laws shall be effective upon approval by the members of the Board.

2. These by-laws may be amended at any meeting of the Board by two-thirds vote of the members present, provided that notice of the proposed amendments shall be mailed or emailed to the Board at least seven (7) days prior to the meeting.

3. In the event that there is a conflict between the provisions of these by-laws and the now existing or hereafter adopted bylaws or policies of the DIA, the policies of the DIA shall take precedence.
Article VIII
Detroit Institute of Arts Approval/Auxiliary Guidelines

1. No Conflict with Policies of the DIA: all members of the Auxiliary shall comply with all DIA Policies and all Auxiliary policies, and shall not take any action, or omit to take any action, which might adversely affect the status of the DIA as a tax exempt organization described in Section 501(c)(3) of the Internal Revenue Code.

2. Status and Authority of Auxiliaries: auxiliaries are part of the DIA and are not separate legal entities. Accordingly, auxiliaries and their members, as such, have no authority to enter contracts or bind the DIA in any manner. If auxiliaries purport to enter into contracts or otherwise attempt to bind the DIA, absent express written approval or ratification by an authorized officer of the DIA, the contract or other matter will not be binding on the DIA or its members.

3. Special Events, Trips, Fund Raising: The DIA endorses the continued development of these activities. Each event sponsored by an auxiliary must be for the benefit of the DIA. All events, trips, fund raising activities and other functions (other than regular meetings of the members not involving a special event) must be approved in advance by the Executive Committee or its designee. Any activity that is not at the Museum must be covered by a general liability insurance policy, naming the DIA and its members as insured, on terms satisfactory to the DIA. Each trip shall comply with the Group Travel Policy in effect on the date of the adoption of these guidelines as amended or supplemented from time to time. In accordance with that policy, each individual participating in any trip or tour held away from the Museum is required to sign an approved form of release of liability in advance of the trip. [Under review by DIA to ensure accuracy and compliance with insurance]

4. Handling of Funds: Accounting - All funds of Auxiliary shall be held in accounts maintained by the DIA so that deposits and withdrawals are administered by DIA personnel under the requirements applicable to the DIA accounts.

5. Publications: Any printed or published material shall be submitted to the Director of the DIA or his designee for prior review and approval. However, if the material follows a previously approved standard form, further review and approval will not be necessary. Two areas where consistency of presentation needs to be assured are graphic reproductions and statements concerning federal income tax matters: When any work of art is displayed in an Auxiliary publication, the object and donor should be described by using an approved credit line. [DIA to confirm]

Article IX
Termination of Auxiliary

The Auxiliary may be terminated and dissolved by action of the Board or by the DIA.
Appendix

Summary of Role of DIA-Auxiliary Liaison

1. The DIA will endeavor to appoint a curatorial and a development liaison for each Auxiliary.

2. The curatorial liaison will:
   A. With the Auxiliary Board, oversee and facilitate the operations of the Auxiliary to support the mission of the Museum and the curatorial activities of the Department.
   B. Work with Auxiliary Board to identify auxiliary priorities and to develop and implement a long-term strategic plan.
   C. Ensure that auxiliary activities adhere to DIA Policies.
   D. Raise awareness of the Museum’s collection of art of the Discipline.
   E. Organize Auxiliary Board meetings and executive committee meetings.
   F. Attend Auxiliary Board committee meetings, subcommittee meetings, special events and social events as possible.
   G. Act as an ex-officio member of the nominating committee of the Auxiliary.
   H. Will work to strengthen the connections tying Auxiliary members to the Department and the DIA.
   I. Share information about museum priorities and initiatives with Auxiliary members.
   J. Ensure that Auxiliary fundraising initiatives are in alignment with other DIA fundraising priorities.
   K. Ensure that special events and trips adhere to DIA Policies.
   L. Report relevant issues to the Chief Curator or another appropriate member of the DIA staff.

3. The development liaison will:
   A. With the Auxiliary Board and curatorial liaison, facilitate the operations of the Auxiliary to support the mission of the DIA and the curatorial activities of the Department.
   B. Ensure that Auxiliary activities adhere to DIA Policies.
   C. Attend Auxiliary Board committee meetings, subcommittee meetings, special events and social events as possible.
D. Cultivate relationships with Auxiliary members.

E. Share information about development priorities and initiatives with Auxiliary members.

F. Offer guidance in raising financial support and planning special events.

G. Ensure that Auxiliary fundraising initiatives are in alignment with other DIA fundraising priorities.

H. Ensure that special events and trips adhere to DIA Policies.

I. Vet individual, foundation and corporate prospects with development colleagues.

J. Report relevant issues to development colleagues and other appropriate members of the DIA staff.