

BYLAWS  
OF  
MUSEUMS ALASKA, INC.

**ARTICLE I NAME AND LOCATION**

**Section 1.** The name of this Corporation shall be: Museums Alaska, Inc., hereinafter referred to as the Corporation.

**Section 2.** The Board of Directors may designate the location of the principal office of the Corporation.

**ARTICLE II. PURPOSE**

MUSEUMS ALASKA, INC. is a non-profit corporation incorporated under the laws of the State of Alaska and created for the purpose of providing opportunities for improvement of museum services in Alaska and enhancing public understanding of the purposes and functions of Alaska’s museums.

**Section 1.** The purposes of the Corporation are set forth in its Articles of Incorporation and are educational and charitable under Section 501(c)(3) of the Internal Revenue Code of 1954.

**Section 2.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Board of Directors, Officers, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section I hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or by corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954.

**Section 3.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes qualifying as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any remaining assets shall be disposed of by the Superior Court for the State of Alaska, First Judicial District.

**Section 4.** The Corporation may engage in any and all lawful activities that may be incidental or reasonably necessary to the foregoing purposes and to have and exercise all of the powers and authority conferred upon non-profit corporations under the laws of the State of Alaska.

**ARTICLE III. DURATION**

The duration of Museums Alaska, Inc. shall be perpetual.

**ARTICLE IV. MEMBERSHIP**

**Section 1.** The Members of the Corporation shall be museums and related institutions and individuals who have paid dues in accordance with Article V.

**Section 2.** Each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

**Section 3.** Each Institutional Member will name a representative or representatives based on the category of institutional membership. The name(s) of such representative(s) shall be submitted to the Secretary 30 days prior to the time set for the opening of any Annual meeting of the Corporation, such notice to be signed by a duly authorized Officer of that institutional Member. Each named representative will be eligible to vote, but may not be a voting individual member simultaneously.

**Section 4.** Voting by proxy is not permitted.

**Section 5.** Eligibility to hold office as a member of the Board of Directors of the Corporation shall be limited to Individual Members as listed in Section 1. For newly-elected Directors, an individual membership should be in place for the next full year following their election.

**Section 6.** Membership may be terminated with or without cause by a two-thirds majority vote of the Members present at any meeting.

**Section 7.** Failure to pay dues will automatically terminate membership and all rights therein.

**Section 8.** Membership in this Corporation is not transferable or assignable.

**ARTICLE V. DUES AND FEES**

Each Member shall pay an annual membership fee according to a fee schedule set by a majority vote of the Board. Annual membership is January 1 through December 31 of each year.

**ARTICLE VI. DIRECTORS**

**Section 1.** The affairs and business of the Corporation shall be managed by a Board of nine (9) Directors. The Board of Directors may further delegate authority to committees, individual Directors, or individual Members as it deems necessary to carry out the purposes and business of the Corporation.

**Section 2.** The Directors of the Corporation shall normally be elected prior to the Annual Meeting. The Nominating Committee shall prepare a list of nominations for the Board of Directors and such list shall be electronically mailed to all voting Members at least 30 days in advance of the meeting. Nominations

will also be accepted from any Member who notifies the nominating committee at least 35 days in advance of the meeting.

**Section 3.** Directors shall serve for three years or until their successors are duly elected and qualified, except in the case of their death, resignation or removal from office. Directors may be re-elected for a second consecutive three-year term. After two consecutive terms a hiatus of one year is required before a person is eligible for election again.

**Section 4.** Vacancies among Directors, however arising, shall be filled by a majority vote of the Board of Directors. Candidates must be eligible to hold office as stated in Article IV, Section 1, and may be selected from the entire membership.

**Section 5.** Directors shall receive no compensation for their services as Directors except as may be authorized by a majority of the Board of Directors.

**Section 6.** Each director, principal Officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person 1) has received a copy of the conflict of interest policy, 2) has read and understands the policy, 3) has agreed to comply with the policy and 4) understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 7.** The Board may remove any Officer or Director for cause by two-thirds vote of all Directors then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall be provided to the Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

**Section 8.** Resignations should be submitted to the Board President in writing at least 30 days in advance of departure from the board. This advanced notice is requested in order to provide the Board time to adjust to the absence and find a replacement.

## **ARTICLE VII. OFFICERS**

**Section 1.** The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and Past President (if that Past President is eligible to continue serving).

**Section 2.** The President shall preside at all meetings of the Board and perform all acts incident to the office of president and shall have such additional powers and duties as may from time to time be assigned to him or her by the Board. Unless otherwise provided for in these Bylaws, the President shall be an ex officio voting member of each Board committee.

**Section 3.** In the absence (or inability to act) of the President, the Vice President shall perform the duties of the President. The Vice President shall also generally assist the President and shall have other powers and duties as may from time to time be designated by the President or the Board.

**Section 4.** The Treasurer shall act under the supervision of the Board and shall have charge and custody of, and be responsible for all the funds of the Corporation, and shall keep and be responsible for accurate and adequate records of the assets, liabilities and transactions of the Corporation. He or she shall deposit all monies and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks, trust companies or other depositories as may be designated from time to time by the Board. He or she shall disburse the funding of the Corporation based upon proper vouchers for such disbursement. In general, he or she will perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the President of the Board. The Treasurer shall work with the Executive Director to complete these duties.

**Section 5.** The Secretary shall act as Secretary of, and keep the minutes of all meetings of, the Board, and shall see that the minutes of meetings of the Board are distributed within 30 days to all members of the Board. He or she shall see that all notices are duly given in accordance with these Bylaws and as required by the Board. The Secretary shall work with the Executive Director to complete these duties.

In the event that the Executive Director position is vacant, the Secretary shall have charge of the records and papers of the Corporation and work with the other Officers to see that all reports, statements or other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer. In general, he or she shall perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the President or by the Board.

**Section 6.** The Past President (immediate or most-recent, depending on eligibility to serve in this capacity) shall serve as an advisor to the President and other officers in order to maintain continuity of business and assist in any way necessary.

**Section 7.** Officers shall be elected by the Directors of the Corporation from among the Directors serving in office at the board meeting directly following annual election of Directors, or as necessary due to resignations from the Board.

**Section 8.** Each Officer shall serve for a term of one year, or until the election, qualification and acceptance of office by his successor, whichever is sooner. No Director shall serve in one office for more than three consecutive terms.

## **ARTICLE VIII. COMMITTEES**

**Section 1.** The Board may by simple majority vote at any meeting of the Board appoint such committees as it deems necessary.

**Section 2.** The Chair of each committee (who will be a Board member) shall be appointed by the President of the Board, or by majority vote of the committee. Co-chair may be a Board member or Corporation member. Each committee shall have the power to the extent delegated to it by the Board and in accordance with the Articles of Incorporation and the laws of the State of Alaska. Each committee shall keep notes of proceedings and report to the Board via a Committee Report. Members of committees can include both Board members and Corporation members.

**Section 3.** A majority of the members then serving on a committee constitutes a quorum for the meeting of the committee, and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the committee. Each committee shall determine and schedule the number or regular meetings it will hold each year.

**Section 4.** The Executive Committee shall include in its membership the Officers of the Corporation. The President of the Board shall serve as Chair. The Executive Committee shall, during intervals between meetings of the Board, exercise all the powers of the Board in the management of the business and affairs of the Corporation, except as otherwise provided by law, these Bylaws, or by resolution of the Board. However, the Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. The minutes of the Executive Committee, recorded by the Secretary, shall be distributed to all members of the Board of Directors within 14 days. All actions by the Committee shall be subject to Board approval.

#### **ARTICLE IX. MEETINGS**

**Section 1.** The Annual Meeting shall be held in an Alaskan community on a date and at a location as may be fixed by the Board of Directors for the purpose of electing Directors and for transactions of other business.

**Section 2.** Ballots for electing of Directors and other major actions affecting the Corporation will be electronically provided to all voting Members at least 30 days in advance of the meeting. Members may submit electronic ballots by email or web-based voting system. Electronic ballots shall be received by the Secretary at least 72 hours in advance of that meeting. Verified ballots shall be opened and counted by the Nominating Committee Chair and the results announced at the Annual Meeting. Board members are elected by simple majority. In the event of a tie, nominees in question shall draw straws.

**Section 3.** At least 30 days notice of an Annual Meeting, specifying the place, date and hour of the meeting shall be given to Members to the last known place of business or residence, or email address, but the non-receipt of such notice shall not invalidate the proceedings of the Annual Meeting.

**Section 4.** A regular meeting of the Board of Directors shall be held immediately after, and at the same place, as the Annual Meeting of Members. The frequency and dates of regular meetings of the Board of Directors shall be fixed by the Board, normally at its Annual Meeting.

**Section 5.** Special meetings of the Board of Directors may be called by the President or any three

Directors.

**Section 6.** In the event that business comes before the Board at times when it cannot meet, voting may take place by conference phone calls, certified mail, email, or similar means reasonably calculated to permit full Board participation. Notice of such converse votes should, when reasonably possible, take place at least three days in advance.

**Section 7.** Any notice of any regular meeting or any special meeting which is required by the Bylaws, the laws of the United States or the State of Alaska, or the Articles of Incorporation, to be given to the Members or Directors of the Corporation may be waived in writing by any Member or Director or by the personal attendance of that Member or Director at such meeting.

**Section 8.** Robert's Rules of Order shall govern all meetings. Any rule or procedure prescribed herein for regular or special meeting of Members and Directors other than those rules dealing with quorum and vote requirements may be waived on motion or resolution adopted by a majority of votes cast.

**Section 9.** Any meeting of the Board of Directors or a committee may enter Executive Session, following a motion and majority vote to do so, under the following circumstances: (a) to discuss pending legal matters, (b) to discuss or act on personnel issues, or (c) to address such other matters as the Board deems appropriate. The confidential minutes of an Executive Session will be taken and considered only by those in attendance of the Executive Session, and only summarized for the rest of the members not in attendance.

**Section 10.** A Director's unexcused absence from three consecutive meetings of the board may constitute a resignation by that director. The President of the Board shall notify a Director of the provisions of this subsection whenever that Director has missed two consecutive meetings of the Board without being excused. When a Director requests and offers good cause for being absent, the Board President may excuse a Director in advance of the meeting or the Board may do so at the meeting itself. The Executive Committee shall decide whether to remove a director for non-attendance.

## **ARTICLE X. FUNDS**

**Section 1.** Contracts for the Corporation shall be made on behalf of the Corporation and upon terms the Board of Directors or other authorized representatives of the Corporation shall determine. The Board of Directors may contract for or employ an Executive Director and define his or her duties as it sees fit, in a separate position description. The Board may by resolution authorize any person or persons to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation. This authority may be general delegation or limited to specific instances.

**Section 2.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors selects.

**Section 3.** All revenues shall be devoted to the carrying out of the general purposes of the Corporation.

**Section 4.** Funding will be derived from membership fees and other sources, which may include but are not limited to donations, grants, and sales of materials, consistent with the purposes of the Corporation. The Corporation shall exercise no borrowing powers.

**ARTICLE XI. FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE XII. AMENDMENTS**

**Section 1.** These Bylaws may be amended, repealed or altered in part or in whole by a vote of two-thirds of the Members voting by electronic mail. Proposed amendments to the Bylaws should be submitted in writing to the President by at least three Members in good standing. Proposed amendments shall be approved by a majority vote of the Board prior to submitting to the full Corporation membership for a vote. The Executive Director will distribute proposed amendments to the membership for a vote, and indicate a specific date by which a vote must be received. This date must be at least 72 hours prior to the Annual Meeting.

**Section 2.** These Bylaws will be reviewed and appropriately amended at least once every 5 years.

**ARTICLE XIII. DISSOLUTION**

At any regular or special meeting called and noticed for this purpose, the Corporation may elect to dissolve by a vote of two-thirds of the membership. Members shall cast their votes at the time of such meeting. In the event such dissolution is voted, the voting Members shall designate three Members as trustees who, on behalf of the Corporation shall liquidate its assets and distribute them in accordance with the provision of the Articles of Incorporation.

**CERTIFICATE OF PRESIDENT**

I, the undersigned, do certify:

1. That I am the duly elected President of Museums Alaska, Inc. a non-profit corporation organized under the laws of the State of Alaska; and,
2. That the foregoing Bylaws constitute the Bylaws of said Corporation as duly adopted by majority vote of the Members thereof as received by September 28, 2017.

In witness whereof, I have hereunto set my hand this 13<sup>th</sup> day of October, 2017.

Molly Conley  
Signature