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.

Section2. 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.

nomination period will close 35 days before the Annual Meeting. The Executive Director shall compile the list of submitted nominations for the Board Development Committee to review.

Section 3. Terms shall begin January 1 following the annual election, and Directors shall serve up to a three-year term 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 at their appointment read and sign 1) a copy of the board member job description, conflict of interest policy, and Code of Conduct, 2) has read and understands the job description and policies, 3) has agreed to comply with the job description and policies, 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, prepared by a minimum of two Directors, 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 full Board of Directors 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, and a Treasurer.

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

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 keep full and fair records and accounts of its proceedings and transactions. 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 Annual Meeting. Members may submit electronic ballots up to 72 hours prior to the Annual Meeting. Verified ballots shall be counted by the Board Development Committee Chair and the results announced at the Annual Meeting. Board members are elected by simple majority. In the event of a tie, the full Board will go into executive session to select the Board member from the tied candidates prior to the Annual Meeting.

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. Voting may take place at meetings of the Board in person or through phone conference call, or by mail, email, or similar means reasonably calculated to permit full Board participation. Board members shall be given at least three days to vote outside regular board meetings, when reasonably possible.

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

Section 1. 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 (or Secretary in the absence of staff) will distribute proposed amendments to the membership by electronic ballot for a vote, and indicate a voting period of at least thirty days by which a vote must be received. Proposed amendments must receive a two-thirds majority of votes cast to take effect.

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 provisions 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 Monica Garcia-Itchoak

In witness whereof, I have hereunto set my hand this 10th. day of October 2019.