

The Museums Alaska Board of Directors proposes the following changes to the Bylaws, as drafted by the Board Development Committee, for a membership vote. The changes are intended to better reflect the work we actually do as an organization and include recent changes in our policies and procedures. A majority of the edits are simplifying sections from the existing Bylaws.

Articles I, II, and III- No changes

Article IV. Membership

Section 3. The new statement simplifies the existing one. Organizational Members can name one representative to vote on their behalf and that person is not eligible to vote as an individual member.

Section 5. A person running for the Board does not have to be an individual member prior to joining the Board, but they will need to maintain an individual membership for the duration of their term.

Section 6. Adds membership can be terminated following a violation of the Code of Conduct adopted at the 8/9/2019 board meeting.

Article V. Dues and Fees

This change reflects the annual membership restructuring to rolling membership.

Article VI. Directors

Section 2. This section discusses the election process, which we've simplified and updated with current Committee names.

Section 3. The addition to this section reflects the inclusion of the new succession plan adopted at the 8/9/2019 board meeting. New Board members will start January 1 rather than directly after the annual meeting, allowing adequate time for training and budget planning.

Section 6. Adds the Board member job description and Code of Conduct to the documents all Board members are responsible for abiding by.

Section 7. Defines the number of Board members needed to prepare a statement for removal of an Officer or Director. At least two Board members promotes more fairness than one.

Section 8. Our current practice for resigning from the Board is to submit a resignation to the full Board, rather than just to the Board President. The change reflects this practice.

Article VII. Officers

Section 1. We propose eliminating the Past President position. A Past President would serve in an advisory capacity and would not be a voting member.

Section 4. We simplified the Treasurer's responsibilities now that we have hired a bookkeeper.

Section 5. We propose eliminating the 30 day requirement for the Secretary to distribute meeting minutes as this is not a practice we do.

Section 6. By eliminating the Past President position we eliminate the need for this section. Sections 7 and 8 will be renumbered.

Article VIII. Committees

Section 2. The proposal is to simplify this section. It retains the definition of who can chair and co-chair a committee, as well as the committee make up. We propose eliminating how power is delegated as it is unnecessary and removing committee reports as that is more procedural, rather than policy.

Section 3. Committee meetings run regardless of whether there is quorum, so we propose eliminating the quorum requirement.

Section 4. We propose simplifying this section. It still defines the membership of the Executive Committee and who serves as Chair. Notes are generally kept during Executive Committee meetings, but it has not been our practice to distribute those notes.

Article IX. Meetings

Section 2. This section discusses the election of Board members at the Annual Meeting. The proposed changes simplify the language and designate the Board Development Committee Chair as the person who counts ballots. This committee was developed during the 2019 committee restructuring. In the event of a tie, rather than drawing straws we propose the full Board go into executive session in order to elect a candidate.

Section 6. This section simplifies the previous statement about voting during meetings.

Section 9. We propose eliminating the requirement to take minutes during Executive Sessions. A summarization of those sessions can still be made available for the Board members not in attendance.

Article X. Funds

Section 2. The addition of investment is in line with our current practice of creating a non-endowed fund with the Alaska Community Foundation.

Section 4. The addition of services is an area where we wish to grow into to earn funds for the organization.

Article XI- No changes

Article XII. Amendments

Section 1. We propose eliminating the two-thirds majority vote of the membership for amendments as an unrealistic expectation since we generally do not have two-thirds of the membership who vote. We also added in that the Secretary can distribute proposed amendments in the absence of an Executive Director. Amendments are voted on electronically.

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.

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 Organizational Member will name one representative who will be eligible to vote. This representative is not eligible to vote as an individual member.

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Deleted: 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. Board members will maintain an individual membership for the duration of their term.

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Section 6. Membership may be terminated with or without cause by a two-thirds majority vote of the Members present at any meeting or by a majority vote of the Borard of Directors following a violation of the Museums Alaska Code of Conduct.

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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 for one year on a rolling basis.

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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.

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Deleted: 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 2.

The Directors of the Corporation shall be elected prior to the Annual Meeting. The 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.

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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.

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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.

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ARTICLE VII. OFFICERS

Section 1. The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer.

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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 will partner with the Board of Directors and contractors or staff to safeguard all funds received by Museums Alaska and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer shall chair the Finance Committee.

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

Section 7. 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. Each committee shall be Chaired by a Board member. Co-chair may be a Board member or Corporation member. Members of committees can include both Board members and Corporation members.

Section 3. Each committee Chair 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 keep full and fair records and accounts of its proceedings and transactions. All actions by the Committee shall be subject to Board approval.

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Deleted: 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. .

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Deleted: 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, (... [3]

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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 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. [Minutes shall not be taken during Executive Sessions but a summary of decisions or actions taken during an Executive Session can be made available for those Board members](#)

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[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 as defined by his/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 [or invested](#) 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 [and services](#), 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. 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

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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 _____.

In witness whereof, I have hereunto set my hand this _____ day of _____, 20____.
