City of Valdez

212 Chenega Ave.
Valdez, AK 99686

Meeting Agenda

Valdez Tourism Task Force

Wednesday, April 15, 2026 | **5:00 PM** | **Council Chambers**

Regular Meeting

I. CALL TO ORDER

II. ROLL CALL

III. DISCUSSION ITEMS

1. Discussion Item: Governance Structures and Oversight Mechanisms in Future Bylaws

IV. TASK FORCE MEMBER COMMENTS AND NEXT STEPS

V. ADJOURNMENT

File #: 26-0149, **Version:** 1

ITEM TITLE:
Discussion Item: Governance Structures and Oversight Mechanisms in Future Bylaws

SUBMITTED BY: Elise Sorum-Birk, Deputy City Clerk

FISCAL NOTES:

Expenditure Required: n/a
Unencumbered Balance: n/a
Funding Source: n/a

RECOMMENDATION:

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SUMMARY STATEMENT:

The Valdez Tourism Task Force has been extended by the City Council to assist with the creation of a new quasi-public non-profit destination marketing organization that incorporates additional oversight into its governance structure. The purview of the task force has been expanded to assist with drafting initial bylaws and policies of the future organization.

The goal of this conversation is to reach consensus on what underlying details related to oversight and membership should be incorporated into bylaws.

Consensus on the following was reached in prior discussions:

- Requiring City Council approval of the organization's annual budget and regular financial updates.
- Establishing a memorandum of agreement between the city and the future organization to clearly outline expectations for services provided.
- Ensuring that Public Accommodation Tax revenues continue to be allocated to tourism marketing and visitors' services facilitated by the future organization.
- A single standardized membership level to provide clarity for businesses to ensure fairness for all members and equal access to base level benefits.
- That vision for and priorities of the organization be set by membership.
- Membership in the organization being required in order to serve on the board of directors.

Outstanding questions related to governance structure include:

- What role should City Council play in appointment of a governing board?
    - What might the recruitment process and appointment process of a board of directors look like?
    - How can it be guaranteed that members of the board of directors are adequately prepared to take on the role of managing a non-profit successfully?
    - What standards should directors be held to and when should directors be removed? (code of ethics, attendance, etc.)
- How involved should City Council be in employment actions related to an executive director?
    - Does the city have a role in the recruitment of an executive director?
    - Should City Council have the ability to require the removal or firing of an executive director?
- What non-voting ex-officio members should be included on the governing board?
    - Should this be a member of City Council only?
    - Should a member of city administration play any role?
    - Are there other stakeholder groups who should be at the table as non-voting members?
- What reporting mechanisms can be built into the governance structure to guarantee clear channels of communication and accountability for use of public funds?

After consensus is reached on these questions draft versions of Articles of Incorporation and Bylaws will be developed by the City Clerk's Office and reviewed by the task force members at a future meeting.

The existing bylaws of the Valdez Museum and Historical Archive, Inc. are attached as an example of an existing quasi-public non-profit under the city.

Also attached are additional examples of bylaws used by similar organizations.

BY-LAWS OF THE VALDEZ MUSEUM AND HISTORICAL ARCHIVE ASSOCIATION, INC.

Article I

NAME

Sec. 1 Name: The official name shall be the Valdez Museum and Historical Archive Association, Incorporated [hereinafter called "the Museum Corporation"].

Article II

OFFICES

The principal office of the Museum Corporation in the State of Alaska shall be located in Valdez, Third Judicial District, State of Alaska.

The Museum Corporation shall have and continuously maintain in the State of Alaska registered office, and a registered agent whose office is identical with such registered office, as required by the Alaska Non-Profit Corporation Act. The registered office may be, but need not be; identical with the principal office in the State of Alaska, and the address of the registered office may be changed from time to time by the Board of Directors [hereinafter "Board"]

Article III

PURPOSE

The purpose of the Corporation shall be as set out in the Articles of Incorporation.

Article IV

SEAL

The Museum Corporation shall have a seal.

Article V

MEMBERSHIP

Sec. 1 Members: Membership in the Museum Corporation is limited to those persons holding office on the City Council of the City of Valdez, Alaska. A Member shall retain membership until his/her successor takes office on the City Council.

Sec. 2 Voting: Each Member may vote on any issue brought before the Members in person, but not by proxy.

BY-LAWS OF THE VALDEZ MUSEUM AND HISTORICAL ARCHIVE ASSOCIATION, INC.

Article VI

MEMBERSHIP MEETINGS

Sec. 1 Annual Meetings: The annual meeting of the Members shall be held during the month of October of each year.[i] At such meetings, the Members shall receive reports from the Board of Directors and transact such other business which shall come before the meeting; the place for all meetings will be the City Council chambers unless noticed otherwise. Notice in writing to all Members of the date, time and place of each meeting. This notice shall be given not less than thirty days in advance of the date of the meeting. [iv]

Sec. 2 Special Meetings/Notice: Special meetings of the Members may be called by written request to the President of the Members by at least two or more of the Members. A minimum of 24 hours written notice to the Members and the public shall be given prior to convening of special meetings of the members. [iv]

Notice to all Members which shall include a copy of the agenda for the special meeting. The Members shall not conduct any business at the special meeting unless it appears in the agenda accompanying the notice.

Sec. 3 Quorum: A quorum for the transaction of business of any meeting of the Members shall consist of four of the voting membership. Once established, a quorum is valid for the remainder of the meeting so long as at least four voting Members are present.

Sec. 4 Executive Sessions: The Members may adjourn any meeting into an Executive Session by a majority vote of the quorum present for purposes of discussion as provided in Alaska Statue 44.62.310 and as hereafter amended. The agenda shall state the qualifications of item to be discussed in the Executive Session. Notice of a vote to adjourn to Executive Session must be posted at least 24 hours prior to the start of the meeting. No formal action may be taken in Executive Session.

Sec. 5 Voting: A vote by a majority of the votes entitled to be cast on a matter to be voted upon by the Members present at a meeting at which a quorum has been established is an action by the membership.

Approval of four Members is required for:

1. Removal of a member of the Board of Directors

Approval of six Members is required for:

1. Amendment of the Articles of incorporation or Bylaws [xi]
2. Merger or consolidation
3. Sale or other disposal of substantially all of the assets of the Corporation
4. A decision to expend endowment principal; this action also requires unanimous affirmative vote of the Museum Corporation Board of Directors
5. Dissolution of the Museum Corporation

Each Member shall have one vote; cumulative voting is not permitted.

BY-LAWS OF THE VALDEZ MUSEUM AND HISTORICAL ARCHIVE ASSOCIATION, INC.

Article VII

PROHIBITED ACTIVITIES

The Corporation is a non-profit corporation under the laws of the State of Alaska and under Section 501(c)(3) of the Internal Revenue Code. No Member shall take any action which would jeopardize or in anyway defeat the Organization's status as a non-profit corporation. [v]

Article VIII

BOARD OF DIRECTORS [xiv]

Sec. 1 General Powers: The affairs of the Museum Corporation shall be managed by a Board of Directors, [hereinafter referred to as "the Directors"]. The Directors shall have authority over the operation and administration of the Museum Corporation and will adopt those policies it deems necessary to ensure the Valdez Museum and Historical Archive [hereinafter referred to as "the Museum"] is operated in a professional manner. The directors may employ an Executive Director as it deems necessary to administer and operate the Museum.

Sec. 2 Number, Tenure and Election: The number of voting Directors shall be nine appointed at large by the Members of the Corporation. One Director may be nominated by the Valdez Native Tribe, Inc. and reported in writing to the Members of the Corporation. All appointments to the Board of Directors will be for three years unless such appointment is to fill a vacant position. In this latter event, the person appointed shall complete the remaining term of the director vacating the position. [iii]

Sec. 3 Vacancies: Any vacancy occurring in the Board of Directors shall be filled by the Members of the Museum Corporation; the appointed Director will serve the balance of the unexpired term of such vacant office.

Sec. 4 Replacement: The following are reasons for dismissal or replacement.

1. A Director who, without due cause, fails to attend three consecutive regular or special meetings of the Board of Directors may be removed by an affirmative vote by the majority of the Corporate Members.
2. A Director who is unable to perform the duties of the position due to health reasons.
3. Violation of the terms of these By-Laws, including Article XIV Museum Code of Ethics or other Board policies.

Sec. 5 Meetings: The Board of Directors shall set meetings at a time and place to be fixed by the board. Notice of each regular meeting shall be given in writing to all Board members. Notice shall be given not less than three nor more than thirty days in advance of the meeting date. No business of the organization shall be conducted unless it appears in the agenda attached to the notice of the meeting. [vi]

Sec. 6 Meetings to be Public: In accordance with the Alaska State Open Meetings Act, all meetings of the Board of Directors except those qualified as Executive Session shall be open to the public. The journal of proceedings (minutes) shall be open to public inspection. [xii]

Sec. 7 Quorum: A quorum for the transaction of business of any meeting of the Board of Directors shall consist of five of the voting membership. A quorum must be present at all times to conduct official business.

Sec. 8 Attendance: Notwithstanding anything elsewhere contained in these By-Laws and to the extent permitted by applicable law, any one or more Directors may participate in a meeting by Teleconferencing. Participation by such means shall constitute presence in person at a meeting of the Directors. [xiii]

1. Any Director(s) not able to attend a particular meeting must notify their Executive Director as far in advance as possible.
2. Director(s) may participate via telephone or virtual platform in a Board or Committee meeting, if the Director declares that circumstances prevent physical attendance at the meeting. If the President or Chairperson chooses to participate via telephone or virtual platform, the Vice President or other Director physically present shall preside.
3. The Director(s) shall notify the Executive Director, if reasonable, at least twenty-four hours in advance of a meeting which the Director(s) proposes to attend by telephone or virtual platform and shall provide the physical address of the location, the telephone number, and any available facsimile, email, or other document transmission service.
4. At the meeting, the Staff Liaison shall verify all remote connections prior to call to order.
5. Director(s) participating by telephone or virtual platform shall be counted as present for purposes of discussion, and voting.
6. Director(s) participating by telephone or virtual platform shall make every effort to participate in the entire meeting. From time to time during the meeting the Chair shall confirm the connection.
7. Director(s) participating by telephone or virtual platform may ask to be recognized by the Chair to the same extent as any other Director.
8. To the extent reasonably practical, the Staff Liaison shall provide backup materials to Director(s) participating remotely.
9. If the telephone or virtual platform connection cannot be made or is made then lost, the meeting shall commence or continue as scheduled and the Staff Liaison shall attempt to establish or restore the connection.
10. Meeting times shall be expressed in Alaska Time regardless of the time at the location of any Director participating by telephone or virtual platform.
11. Participation by telephone or virtual platform shall be allowed for regular, special, work sessions and sub-committee meetings of the Committee.
12. Remarks by Directors participating by telephone or virtual platform shall be transmitted so as to be audible by all Directors and the public in attendance at the meeting.
13. All votes shall be taken by audible roll call vote.
14. As used in these rules, "telephone" or "virtual platform" means any system for synchronous two-way voice communication. "Chairperson" includes the Acting Chair or any other Director serving as the chair of the meeting.
15. A quorum (majority of the Directors) must be present at all times during a meeting or work session of the committee.

BY-LAWS OF THE VALDEZ MUSEUM AND HISTORICAL ARCHIVE ASSOCIATION, INC.

Article IX

OFFICERS

Sec. 1 Officers: The officers of the Museum Corporation Board of Directors shall be a President, a Vice President, a Secretary, and a Treasurer. Officers shall be Directors of the Museum Corporation. When appointed by the Directors, an Executive Director will serve as a non-voting *ex-officio* Director of the Museum Corporation Board of Directors.

Sec. 2 Election of Officers: The officers of the Museum Corporation Board of Directors shall be elected annually by the Directors at their initial meeting following appointment by the Members; voting will take place via secret ballot from candidates nominated from the floor or submitted by a nominating committee appointed by the President of the Board of Directors.

Sec. 3 Terms of Office: All officers will serve two-year terms. [ii] Except for Initial Directors, a person must serve at least one year as a Director to be eligible to be elected an officer. No person may serve more than two successive terms as President of the Board of Directors of the Museum Corporation.

Sec. 4 Duties of Officers: Duties of officers of the Museum Board of Directors are as follows:

1. PRESIDENT- the President shall be the principal officer of the Museum Board of Directors and shall in general supervise the businesses and affairs of the Museum Corporation. He/She may sign, with the Secretary or any other proper officer of the Museum Board of Directors authorized by the board, any contracts, or other instruments which the Museum Board of Directors has authorized to be executed, except in cases where the signing and execution thereofshall be expressly delegated by the Museum Board of Directors or by these by-laws or by statute to some other officer or agent of the Museum Board of Directors. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Museum Board of Directors.
2. VICE PRESIDENT- In the absence of the President or in event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the President or by the Museum Board of Directors.
3. SECRETARY- The Secretary shall ensure the minutes of the Museum Board of Directors meetings be kept in one or more books provided for that purpose; oversee that all notices are duly given in accordance with the provision of the by-laws or as required by law; be custodian of the corporate records and of the seal of the Museum Board of Directors and see that the seal of the Museum Board of Directors is affixed to all legally binding documents the execution of which on behalf of the Museum Corporation under its seal is duly authorized in accordance with the provisions of the by-laws; keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and, in general, perform duties incident to the office of Secretary as may be assigned by the President or by the Museum Board of Directors.
4. TREASURER- The Treasurer shall oversee and be responsible for the accounting of all funds, securities, and properties of the Museum Board of Directors; and shall oversee and be responsible for an annual report for the annual meeting; and, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the

President the Museum Board of Directors. [vii]

Article X

COMMITTEES

Sec. 1 Standing Committees: The Standing Committees of the Museum Board of Directors will consist of a Finance Committee, a Board Development Committee, and a Collections Committee. Descriptions and duties of Standing Committees are as follows:

1. FINANCE COMMITTEE: The role of the Finance Committee is to provide financial oversight of the Valdez Museum & Historical Archive Association, Inc. Tasks include budgeting and financial planning; monitor adherence to the budget; financial reporting; and the creation and monitoring of internal controls and accountability policies.
    a. Finance Committee will meet at least four times a year to review the status of the Museum's financial position. During the first Finance Committee Meeting, the Executive Director will provide a schedule outlining the four meetings to be conducted within the fiscal year.
    b. The Finance Committee will include:
        i. Board of Directors – President
        ii. Board of Directors – Treasurer
        iii. Executive Director
        iv. Committee Member (2)
2. BOARD DEVELOPMENT COMMITTEE: The role of the Board Development Committee is to give attention to the composition of the Board – and the effective and appropriate involvement of all Directors to ensure continuing vitality and effective governance. Tasks include, but are not limited to:
    a. Develop an annual recruitment plan that takes into account the expertise, perspective, judgment and resources needed in new Directors. Review potential candidates and present to the Directors.
    b. Develop Board Job Descriptions and Committee Job Descriptions that clearly state the role and expectation of the Directors.
    c. Plan and implement an orientation program, including official briefings, printed materials and individual mentorship to make new Director's part of the Board culture.
    d. Conduct an Annual Review of the Board Manual to ensure that the supplemental materials are up to date.
    e. Review the talents and interests of current and new Directors and recommend to the Board President, committee assignments most appropriate for their involvement.
    f. Recommend to the Board, the policies about expectations for Directors; reaching out to those whose commitment does not match expectations.
    g. Encourage participation in special occasions which bond Directors to each other and to

the organization.

h. The Board Development Committee will include:

i. Board of Directors - Committee Chairperson

ii. Board of Directors – (2)

iii. Executive Director

3. COLLECTIONS COMMITTEE: The Collections Committee exists in accordance with the Valdez Museum & Historical Archive's Lease Management Agreement with the City of Valdez as the stewards of the City's historical collections. The Collections Committee's role is to review and make recommendations to the VMHA Board of Directors regarding collection acquisitions, deaccessions, and collections policy revisions. The Collections Committee will meet at least four times a year. Tasks include, but are not limited to:

a. Recommendations for deaccessions will be included in the monthly report to the Board of Directors. Upon acceptance by the Board, these recommendations will be passed on to the City Council acting as representatives of the Members of the Museum Corporation as per the museum's collections policy.

b. The Collections Committee will be called upon for approval of collections acquisitions exceeding the year's annual acquisitions budget. In instances where time is of the essence, a consensus may be reached and documented in the committee's report to the Board of Directors.

c. The Collections Committee will include, but is not limited to:

i. Board of Directors (Chair)

ii. Board of Directors – Member

iii. City Clerk

iv. Curator of Collections and Exhibitions

v. Curator of Education and Public Programs

vi. 4 Members-At-Large, one each specializing in one of the following areas: Historical Collections, Alaska Native Culture, Art Collections, and Archives [viii]

Sec. 2 Other Committees: The Directors may, by resolution, appoint other standing or *ad hoc* committees. Except as otherwise provided in such resolution, the chairpersons of such committee shall be Directors of the Museum Corporation and the President of the Directors shall appoint the chairperson thereof. Any committee-member may be removed by the person or persons aappointeduthorized to appoint such member whenever in their judgment the best interests of the Museum Corporation shall be served by such removal.

Sec. 3 Terms of Office: Each member of a Standing Committee shall be appointed at the first Directors meeting following the annual meeting of the Museum Corporation and will serve a one-year term of office. Terms of appointment to *ad hoc* committees will be defined in the Committee Description.

Sec. 4 Chairperson: One member of each committee shall be appointed Chairperson by the President or the designee authorized to appoint the members thereof. [ix]

Sec. 5 Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Sec. 6 Quorum: Unless otherwise provided in the Committee Description, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Sec. 7 Rules: Rules for each Committee shall be outlined in the Committee Description as long as those rules are consistent with those of these by-laws.

Article XI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Sec. 1 Contracts: The Directors may authorize any officer or officers, agent or agents of the Museum Board of Directors, in addition to the officers so authorized by these by-laws, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Museum Board of Directors, and such authority may be general or confined to specific instances.

Sec. 2 Checks, Drafts, etc.: All checks drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Museum Board of Directors shall be signed by such officer or officers, agent or agents of the Museum Corporation and in such manner as shall from time to time be determined by resolution of the Directors. In the absence of such determination by the Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Directors.

Sec. 3 Deposits: All funds of the Museum Board of Directors shall be deposited to the credit of the Museum Corporation in such banks, trust companies or other depositories as the Directors may select.

Sec. 4 Gifts: The Directors may accept on behalf of the Museum Corporation any contribution, gift, bequest or other fiscal device for general purposes or for any special purpose of the Museum Corporation.

Sec. 5 Funds: The Directors will establish and manage the general funds of the Museum Corporation and may assign or delegate management authority for these funds to their agent or agents; this assignment will be written and will be specific in defining the authority and limits being assigned or delegated.

Sec. 6 Special Funds: The special funds of the Corporation are the Phyllis Irish Memorial Fund and the Valdez Museum Endowment Fund. The Directors may, by resolution, create other special funds to be managed according to and for purposes defined in their instituting resolutions.

1. *Phyllis Irish Memorial Fund*- Created by the City Council in 1985, the Phyllis Irish Memorial Fund commemorates a founding member of the Valdez Museum. Its purpose is to provide an interest-bearing revolving account for special museum projects. This fund will be managed by the Directors who will have authority for its disbursement; during the annual meeting the Directors will advise Members of expenditures made from this fund.
2. *Valdez Museum Endowment Fund*- Created initially in memory of Clinton J. "Truck" Egan, this fund was instituted by City Council as a separate account to be invested in long-term interest-bearing instruments. The fund's purpose is to provide interest-income to be used ultimately to fund operating expenses of the Valdez Museum in replacement of tax-based General Fund

revenues. The Members will hold the Valdez Museum Endowment Fund Principal in perpetual trust for the benefit of the Valdez Museum. The Members will provide policy guidance to the Directors for the administration, management and investment of the Museum Endowment Fund. Expenditures of the fund principal are not anticipated but may be authorized by unanimous affirmative vote by the Members and the Directors in a joint public meeting noticed at least 24 hours in advance; the notice will specify the purposes of the meeting.

Article XII

MUSEUM ADMINISTRATION

Sec. 1 Executive Director: The Directors shall select, appoint, determine compensation for, evaluate and discharge a Chief Operating and Administrative Officer with the title of Executive Director. The Executive Director shall be given the necessary authority and responsibility to operate the Museum in all its activities and departments, subject only to such policies as may be issued by the Directors or by any of its committees to which it has delegated power for such action or by such constraints as may be imposed by City, State, and/or Federal laws and regulations.

The Executive Director shall act as the duly authorized representative of the Directors in all matters in which the directors have not formally designated some other person to act.

Sec. 2 Authority and Responsibility: The authority and responsibility of the Executive Director shall include:

1. Carrying out all policies established by the Directors and advising on the amendments to these policies.
2. Developing and submitting to the Directors for approval a plan of organization for the conduct of Museum operations and recommended changes when necessary.
3. Preparing an annual budget, including estimated capital expenditures, showing the expected revenues and expenditures as required by the Directors or its committees.
    a. The Executive Director's fiscal management responsibilities include development, execution and/or oversight of a permanent, formal fund development program to enhance the Museum's non-tax fiscal resources.
4. Selecting, employing, training, controlling and discharging employees and developing and managing personnel policies and practices for the Museum Corporation.
5. Maintaining physical properties of the Museum Corporation in a good and safe state of repair and operating condition.
6. Maintaining the public trust properties entrusted to it in accordance with professional standards of such organizations as the American Association of Museums and the society of American Archivists.
7. Supervising the business affairs of the corporation to ensure that funds are collected and expended in a manner consistent with their public trust responsibilities and to the best possible advantage of the Museum Corporation.
8. Working continually with other museum and archive organizations and professionals to the

end those high-quality services may be provided at all times.

9. Presenting to the Directors and Members and/or their committees periodic reports reflecting the professional services, financial activities, acquisitions, loans [to and from the museum], transfers, and other pertinent information regarding the museum's collections, exhibitions, publications, and programs.
10. Attending all meetings of the Directors and serving in person or by appropriate designee on committees thereof; attending all meetings of the Members.
11. Serving as the liaison and channel for communications between the Board and the Members.
12. Preparing a plan for the achievement of the Museum Corporation's specific objectives and periodically reviewing and making recommendations for revision of the objectives.
13. Representing the Museum Corporation in its relationship with other heritage service organizations.
14. Performing other duties that may be necessary or in the best interest of the Museum.

Sec. 3 Performance Review: The performance of the Executive Director shall be reviewed annually by the Directors; this evaluation will be preceded by a self-examination report to the Directors. Adjustments to the Executive Director's compensation may be made on the basis of annual or special evaluations.

Article XIII

MUSEUM STAFF

Sec. 1 Authority: The Executive Director will have sole authority for recruitment, selection, appointment and discharge, and determination of duties and compensation levels for all employees of the Museum Corporation. Exercise of this authority will be consistent with applicable rules, schedules, fiscal resources, and policies of the Corporation established and adopted by the Directors and attached as appendices to these by-laws.

Sec. 2 Rules: The staff of the Museum Corporation will be employed according to terms defined in Personnel Policy formulated and adopted by the Directors; acceptance of the corporation's Personnel Policy will be a condition of employment.

Sec. 3 Compensation, Benefits, etc.: The compensation and benefits for Museum Corporation employees will be in accordance with pay/wage scales and schedules formulated and adopted by the Directors.

Article XIV

MUSEUM CODE OF ETHICS

Sec. 1 Purpose:

The purpose of this article is to set reasonable standards of conduct for Directors, Staff, and the Executive Director of the Museum so that the public may be assured that its trust in such persons is well placed and that the Directors, Staff and Executive Director themselves are aware of the standards of conduct demanded of persons in like office and position. However, it is not the intent of this section to set unreasonable barriers that will serve only to deter aspirants from public service, but

rather it is recognized that Valdez is a small, isolated community. These factors are to be considered in the construction and application of these provisions.

This article is also intended to establish a process which will ensure that complaints or inquiries regarding the conduct of Directors, Staff and the Executive Director are resolved in the shortest practicable time in order to protect the rights of the public at large and the rights of the Directors, Staff and Executive Director.

Sec. 2 Definitions:

As used in this article the following definitions apply:

1. "Director" means an individual actively serving an appointed term on the Board of Directors.
2. "Employee" means an individual employed by the Museum, including the Executive Director.
3. "Engaging in business" or "engage in business" means submitting a written or oral proposal or bid to supply goods, services or other things of value, or furnishing goods, services or other things of value, for consideration or otherwise entering into any contract or transaction with the Museum including but not limited to the lease, sale, exchange or transfer of real or personal property.
4. "Financial interest" means a direct or indirect pecuniary or material benefit accruing to a director or museum employee as a result of a contract or transaction by or with the Museum except for such contracts or transactions which by their terms and by substance of their provisions confer the opportunity and right to realize the accrual of similar benefits to all other persons and/or property similarly situated. A financial interest does not include paid remuneration for official duties or employment. A person has a financial interest in a decision if a substantial possibility exists that a financial interest of that person might vary with the outcome of the decision. A financial interest of an employee or official includes:
    a. Any financial interest of a member of that person's immediate family;
    b. Any financial interest in an entity in which that person or a member of that person's immediate family has an ownership interest, or is a director, officer or employee;
    c. Any financial interest of a person or entity with whom the director or employee or a member of that person's immediate family or an entity described in subsection (ii) of this definition has or is likely to acquire a contractual relationship relating to the transaction in question
5. "Gratuity" means a thing having value given voluntarily or beyond lawful obligation.
6. "Harassment" means unwelcome conduct, whether verbal, physical, or visual, that is based on a person's race, color, ancestry, religion, national origin, age, gender, sex, pregnancy, sexual orientation, marital status, disability, genetic information, or veteran status. Harassment may include unwelcome conduct that occurs outside of work during nonwork hours if it has consequences in the workplace. Harassment does not include a minor annoyance or disappointment that an employee may encounter in the course of performing the employee's work. Harassment becomes unlawful where:
    a. Enduring the offensive conduct becomes a condition of continued employment; or
    b. The conduct is severe or pervasive enough to create a work environment that a reasonable person would consider intimidating, hostile, or abusive.

7. "Immediate family" of a person means anyone related to that person by blood or current marriage or adoption in a degree up to and including the fourth degree of consanguinity or affinity or any relative or nonrelative who lives in that person's household.
8. "Official act" or "action" means any legislative, administrative, appointive or discretionary act of any director or employee of the Museum.
9. "Organization" means any corporation, partnership, firm or association, whether organized for profit or nonprofit.
10. "Sexual harassment" means unwelcome sexual advances, or requests for sexual favors, or verbal/physical/visual conduct of a sexual nature when:
    a. Submission to the conduct is made an explicit or implicit term or condition of employment;
    b. Submission to or rejection of the conduct is used as the basis for an employment decision; or
    c. The conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating or hostile work environment.

Sec. 3 Prohibited acts:

1. Official Action. A director or employee of the Museum shall not participate in any official action in which the person has a financial interest. A director who is a voting member of Museum board shall publicly disclose any existing or potential financial interest in any matter before the board before debate or vote upon the matter and may not participate in the debate or vote upon the decision. No director may testify before the board without first disclosing any financial interest which the director has in the subject of the testimony.
2. Business Prohibition. No director or employee of the Museum may engage in business with the Museum when that person has had substantial involvement in planning, recommending or otherwise supporting the project or transaction at issue. No director or employee shall attempt to influence the Museum's selection of any bid or proposal, or the Museum's conduct of business, in which the person has a financial interest. Newly appointed directors and newly hired employees who have preexisting contracts with the Museum may fulfill the terms and conditions of such contracts without penalty.
3. Use of Office for Personal Gain. No director or employee shall seek or hold office or position for the purpose of obtaining anything of value for the person, the person's immediate family or a business that the person owns or holds an interest in or for any matter in which the person has a financial interest. This prohibition shall not apply to the receipt of authorized remuneration for that office or position.
4. Representing Private Interests. No director or employee shall represent, for compensation, or assist those representing private business or personal interests before the board. Nothing herein shall prevent a director from making verbal or written inquiries on behalf of constituents or the general public to the Museum members or executive director or from requesting explanations or additional information on behalf of such constituents. No director may solicit a benefit or anything of value or accept same from any person for having performed this service.
5. Confidential Information. Confidential financial, personnel, and other matters concerning the

Museum Corporation, donors, staff or clients/consumers may be included in Board materials or discussed from time to time. Directors shall not disclose such confidential information to anyone outside the Museum Corporation unless authorized or required by law to do so.

6. Outside Activities. A director or employee may not engage in business or accept employment with, or render services for, a person other than the Museum or hold an office or position where that activity or position is incompatible with the proper discharge of the duties of the director or employee or would tend to impair the independence of judgment of the director or employee in performing official duties. This prohibition shall include but not be limited to the following activities:
   a. During the term of employment, a Museum employee shall not be eligible for appointment to the board of directors or election to City Council.
   b. A Director shall not be eligible for employment with the Museum, or election to City Council during their term of office.
7. Gratuities. No director or employee shall accept a gratuity from any person engaging in business with the Museum or having a financial interest in a decision pending with the board. No director or employee shall give a gratuity to another director or employee for the purpose of influencing that person's opinion, judgment, action, decision or exercise of discretion as a director or employee. This subsection does not prohibit accepting:
   a. A meal;
   b. Discounts or prizes that are generally available to the public or large sections thereof;
   c. Gifts presented by employers in recognition of meritorious service or other civic or public awards;
   d. A candidate for public office other than City Council accepting campaign contributions;
   e. An occasional nonpecuniary gift insignificant in value;
   f. Any gift which would have been offered or given to him if he were not an official or employee.
8. Use of Museum Property. No director or employee may request or permit the use of museum vehicles, equipment, materials or property for an unofficial purpose, including but not limited to private financial gain, unless that use is available to the general public on the same terms or unless specifically authorized by the board.
9. Political Activities—Limitations of Individuals. Museum directors and employees may not take an active part in a political campaign or other matter to be brought before the voters when on duty. Nothing herein shall be construed as preventing directors or employees from exercising their voting franchise, contributing to a campaign or candidate of their choice or expressing their political views when not on duty or otherwise conspicuously representing the Museum.
10. Coercing Another Director's Vote. A director may not attempt to influence another director's vote or position on a particular item through contact with a director's employer or by threatening financial harm to another director.
11. Harassment and Discrimination. The Museum will not tolerate, condone, or permit unlawful

harassment, including sexual harassment, or discrimination on the basis of race, religion, color, national origin, age, physical or mental disability, sex, marital status, changes in marital status, pregnancy, or parenthood. All directors or employees who instigate or participate in unlawful harassment, including sexual harassment, or discrimination against any employee or official will be subject to disciplinary action. All directors and employees shall also refrain from discriminating against or harassing citizens and others while acting in an official capacity.

12. Retaliation. An employee or director may not engage in retaliation. All directors or employees who instigate or participate in retaliation against any employee or director will be subject to disciplinary action.
13. Hostile Work Environment. Discriminatory behavior or harassment sufficiently severe or pervasive to alter the conditions of the subject's employment and to create a hostile work environment is prohibited. All directors or employees who instigate or participate in unlawful harassment or discrimination that creates a hostile work environment will be subject to disciplinary action.

Sec. 4 Standards of Behavior:

1. Directors are responsible for adding value to the Museum and contributing to the ethical success of this organization.
2. Directors shall adhere to the highest standards of ethical and professional behavior.
3. The Board will have an open dialogue, productive discussions, and respect for everyone involved.
    a. While dissenting opinions are valued and discussions may be controversial and heated, Directors shall avoid personal attacks during meetings. A director who dissents from the actions taken during the Board meetings is encouraged to make sure their opinion is recorded in the minutes.
4. Directors are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. Directors shall:
    a. Be prepared to discuss the issues and business on the agenda and read all background materials relevant to agenda topics.
    b. Be informed about the Museum Corporation's mission, services, policies, and programs.
    c. Regardless of personal interests, support decisions made by the Board that are both ethical and legal.
    d. Except for the purpose of inquiry, not become involved in specific management, personnel, or administrative issues, or give orders to any subordinate of the Executive Director.
    e. Observe established lines of communication by directing all requests for information or assistance from staff through the Executive Director.
5. Directors shall ensure an environment of inclusiveness and a commitment to diversity in the Museum by advocating for policies and procedures that foster fair, consistent and equitable treatment for all.

6. Any Director who fails to comply with this Museum Code of Ethics is subject to removal from the Board.

Sec. 5 Enforcement:

1. Any Director who has a complaint can take it to the Board President or acting President who will discuss the situation confidentially with the involved parties. If the parties involved in the complaint cannot come to a resolution, then the person filing the complaint can elevate it to the Membership of the Museum Corporation.
2. The Executive Director may file a complaint against a Director of the Board based upon a violation of the Museum Code of Ethics.
    a. The complaint will be made in writing to the Board President or acting President who will discuss the situation with the involved parties as confidentially as possible. If the parties involved in the complaint cannot come to a resolution, then the person filing the complaint can elevate it to the Membership of the Museum Corporation.
    b. Nothing in this section shall preclude the Executive Director from seeking relief through any State of Alaska administrative body responsible for investigating employment related grievances or through the judicial system. [xv]

Article XV

CONFLICT OF INTERESTS

Sec. 1 Purpose: This Conflict of Interest Article is to protect the Valdez Museum & Historical Archive (VMHA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member, Director, Executive Director, Staff or Volunteer of the Museum Corporation; or might result in a possible excess benefit transaction. This Article supplements (not replaces) local, state, or federal laws governing conflict of interest applicable to nonprofit and charitable organizations. [x]

Sec. 2 Policy:

1. The Members, Directors, Executive Director, Staff, and Volunteers, including immediate family (to include spouse, parents, siblings, and children) or someone in the immediate household, shall exercise the utmost good faith in all transactions in which they are involved in the course of their duties for the Museum Corporation. In their dealings with and on behalf of the Museum, they shall be held to a strict standard of honest and fair dealings between themselves and the Museum. They shall not use their position or any knowledge gained thereby, in such a way that a conflict may arise between the interests of the Museum Corporation and that of the individual.
2. All acts of such persons shall be for the best interest of the Valdez Museum Corporation.
3. Such persons shall not accept any gift, factor or hospitality which would influence their decisions or actions which affect the Museum Corporation.
4. It is the policy of the corporation to require complete disclosure of any material conflict of interest. Any officer or director of the corporation with a material financial interest or other conflict of interest in an item or items of business of the corporation shall disclose that conflict

of interest to the presiding officer. If the conflict of interest arises in the presiding officer it shall be disclosed to the Board. After disclosure, the officer, director or member may not vote on any matter involving the conflict of interest without the consent of the Board.

5. If a matter before the board involves a "disqualified person" as that term is defined in section 4958 of the IRS Code and the associated regulations, then the Board shall satisfy the requirements of section 4958 as to that "disqualified person" including, but not limited, to the requirements that apply to conflicts of interest and the "safe harbor" standards with regard to the "disqualified person".

Sec. 3 Annual Statements: 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 By-laws outlining conflict of interest.
2. Has read and understands Article XV, Conflict of Interest
3. Has agreed to comply with Article XV, Conflict of Interest, and
4. Understands the Museum Corporation 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.

Article XVI

FISCAL YEAR

The Fiscal Year of the Museum Corporation shall be the calendar year.

Article XVII

INDEMNIFICATION

Sec. 1 Non-Derivative Actions: Subject to the provisions of Sections 3, 5, and 6 below, the Museum Corporation shall defend, indemnify and hold financially harmless any person who was or is a part, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (Other than an action or in the right of the Museum Corporation) by reason of or arising from the fact that the person is or was a Member, Director, Officer, employee, or agent of the Museum Corporation, or is or was serving at the request of the Museum Corporation as a director, officer, employee, agent, partner, or trustee of another corporation, partnership, joint venture, trust, or other enterprise, against costs and expenses (including attorney's fees when counsel is selected by the Directors or Members) of said suit, action or proceeding, judgments, fines and amounts paid in settlement actually or reasonable incurred in connection with the action, suit or proceeding if:

1. The person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Museum Corporation and, with respect to a criminal action

or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful.

2. The person's act or omission giving rise to such action, suit or proceedings is ratified, adopted or confirmed by the Museum Corporation or the benefit thereof received by the Corporation.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption, and settlement shall not constitute any evidence that the person did not act in good faith and in a manner which the person reasonably believe to be in or not opposed to the best interests of the Museum Corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe that the conduct was unlawful.

Sec. 2 Derivative Actions: Subject to the provisions of 3, 5, and 6 below, the Corporation shall defend, indemnify and hold financially harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its factor by reason of or arising from the fact that the person is or was a Member, Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, partnership, joint venture trust or other enterprise, against costs and expenses (including attorney fees when counsel has been selected by the Directors or Members) actually and reasonably incurred in connection with the defense or settlement of such action or suit if:

1. The person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Museum Corporation, or
2. The person's act or omission giving rise to such action or suit is ratified, adopted, or confirmed by the Museum Corporation or the benefit thereof received by the Corporation.

No indemnification shall be made in respect of any claim, issue or matter as to which such person as a Member, Director, employee or agent shall have been adjudged to be liable for: (a) a breach of that person's duty of loyalty to the Corporation; (b) acts or omissions not in good faith or that involve intentional misconduct of a knowing violation of law; or (c) a transaction from which the person derives an improper personal benefit, unless, and only to the extent that, the court in which the action or suit was brought, shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court considers proper.

Sec. 3 Denial of Right of Indemnification: Subject to the provisions of section 5 and 6 below, defense and indemnification under sections 1 and 2 of this article automatically shall be made by the Museum Corporation unless it is expressly determined that defense and indemnification of the person is not proper under the circumstances because the person has not met the applicable standard of conduct set forth is section 1 or 2 of this article. The person shall be afforded a fair opportunity to be heard as to such determination. Defense and indemnification payment may be made, in the case of any challenge to the propriety thereof, subject to repayment upon ultimate determination that indemnification is not proper.

Sec. 4 Determination: The determination described in section 3 shall be made:

1. By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding, or
2. If such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel selected by Directors or Members in a written opinion.

Sec. 5 Successful defense: Notwithstanding any other provision of sections 1, 2, 3, or 4 of this article, but subject to the provision of section 6 below, if a person is successful on the merits of otherwise in defense of any action, suit or proceeding referred to in section 1 or 2 of this article, or in defense of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (including attorney fees when counsel is selected by the Directors) actually and reasonably incurred in connection therewith.

Sec. 6 Condition Precedent to Indemnification: Any person who desires to receive defense and indemnification under this article shall notify to Museum Corporation reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in sections 1 or 2 and that person intends to rely upon the right of indemnification described in this article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the Executive Director of the Corporation at the principal office of the Corporation or, in the event the notice is from the Executive Director to the President of the Board of Directors and to the registered agent of the Corporation. Notice need not be given when the Corporation is otherwise notified by being named a party to the action. This notice alone does not provide indemnification.

Sec. 7 Insurance: At the discretion of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Member, Director, officer, employee, agent, partner or trustee of another, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Museum Corporation would have the power to defend and indemnify the person against such liability under to provisions of this article.

Sec. 8 Former Members, Officers, Directors, etc.: The indemnification provisions of this article shall be extend a person who has ceased to be a Member, Director, Officer, employee, or agent as described above and shall insure to the benefit of the heirs, personal representatives, executors, and administrators of such person.

Sec. 9 Purpose and Exclusivity: The defense and indemnification referred to in the various sections of this article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Members or Board of Directors or otherwise. The purpose of this article is to augment pursuant to AS 10.06.490(f), the provisions of AS 10.20.011(14), and the other provisions of AS 10.06.490.

Sec. 10 Limitation of Liability: If set forth in the articles of Incorporation, no Member or Director of the Museum Corporation shall have any personal liability to the Corporation for monetary damages for thebreach of fiduciary duty as a Member or Director except as provided in AS 10.20.151 (d).

Sec. 11 Director Reliance: In acting for the Museum Corporation and unless the Member or Director has knowledge concerning the matter in question that makes reliance unwarranted, Members or Directors may rely upon information, opinions, reports, or statements, including financial statements, and data prepared by (1) officer, employees, and agent of the Corporation whom the Director believes to be reliable and competent in the matters presented, (2) counsel, public accountants, or other person as to matters that the Director reasonably believes to be within the person's professional or expert competence, and (3) committees of the Board of Directors as to matters within the authority of the committee which the Director believes to merit confidence.

BY-LAWS OF THE VALDEZ MUSEUM AND HISTORICAL ARCHIVE ASSOCIATION, INC.

Article XVIII

PARLIAMENTARY PROCEDURES

Unless inconsistent with law, these By-laws or the Articles of Incorporation, meetings of the Members and Directors shall be conducted in accordance with Roberts Rules of Order; the Directors and Members may modify or suspend the rules by majority vote of those present during a regular or special meeting.

Article XIX

AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-laws adopted by an affirmative vote of sixof the Members of the Corporation present in any regular or special meeting of the Members provided that a full statement of such purpose shall have been published in a notice calling the meeting and written notices of the proposed changes shall have been given to each Member and Director. However, any provision herein contained required to be approved by the Members or which require Member vote or action may not be altered, amended or repealed without such approval by the Members of this Corporation.

End Notes

i. Amendment 97-1 adopted 3/16/97 by Members: Article V, Sec 2 changing the annual Meeting from September to October. Amended again on1/22/01 by Members: changed the annual meeting date to any time in October.

ii. Amendment 97-2 adopted 3/16/97 by Members: Art. VII, Sec 3 extending Board officer terms to two years from one year.

iii. Amendment 98-1 adopted 7/20/98 by Members: Art VI, Sec 2 adding two more seats, one at large, one designated for VNT and making all seats three-year terms except when filling a seat vacated early.

iv. Amendment 13-1 adopted 8/5/13 by Members: Art VI, Sec 2 Secretary shall provide 30 days' notice, Sec 3 Special Meeting notice, Sec 4 adjourn when less than quorum.

v. Amendment 13-2 adopted 8/5/13 by Members: Art VII, prohibited activities.

vi. Amendment 13-3 adopted 8/5/13 by Members: Art VIII, Sec 5 agenda and notice of meetings.

vii. Amendment 13-4 adopted 8/5/13 by Members, Art IX, Sec 4 duties of officers.

viii. Amendment 13-5 adopted 8/5/13 by Members, Art X, Sec 1, Descriptions and duties of Standing Committees.

ix. Amendment 13-6 adopted 8/5/13 by Members, Art X, Sec 4, one member of each committee shall be appointed Chairperson by the President or the designee authorized to appoint the members thereof.

x. Amendment 13-7 adopted 8/5/13 by Members, Art XIV, Sec 1 thru Sec 4, Conflict of Interest purpose and policy.

xi. Amendment 13-7 adopted 8/5/13 by Members, Art XIII, Bylaws may be altered, amended, repealed and new By-laws adopted by an affirmative vote of six of the Members of the Corporation.

xii. Amendment 15-1 adopted 3/2/15 by Members, Art VIII, Sec 6, comply with Alaska Open Meetings Act. Meetings to be public.

xiii. Amendment 15-2 adopted 3/2/15 by Members, Art VIII, Sec 8, attendance and teleconferencing.

xiv. Amendment 23-1 adopted 4/4/23 by Members, Art VIII, Sec 2, changing Board of Directors membership from 11 to 9; Sec 4 replacement of members; sec 5 notice requirement, sec 7 quorum reduced to match membership; sec 8 meeting by virtual platform.

xv. Amendment 23-1 adopted 4/4/23 by Members, Art XIV Museum Code of Ethics added and subsequent articles renumbered.

Filed for Record
State of Alaska

DEC 2 0 1995

Department of Commerce
and Economic Development

ARTICLES OF INCORPORATION

OF THE

VALDEZ MUSEUM AND HISTORICAL ARCHIVE ASSOCIATION, INC.

ARTICLE I
CORPORATION NAME

The name of this corporation is: **THE VALDEZ MUSEUM AND HISTORICAL ARCHIVE ASSOCIATION, INC.**

ARTICLE II
DURATION

The duration and existence of this corporation shall be perpetual.

ARTICLE III
PURPOSE

The objects and purposes for which this corporation is formed is as follows:

(A) To own, build, erect, construct, lease, maintain, manage and operate museums, archives, historic homes and sites or related facilities, or all of them, within the City of Valdez, Alaska, for the collection, preservation and interpretation of Valdez area history for purposes of heritage preservation, public education and economic development: to be carried on and the objectives thereof not for profit, but rather exclusively for charitable, scientific and educational purposes within the meaning of the Alaska Nonprofit Corporation Act and of Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or as may hereafter be amended;

(B) To carry on educational activities related to the interpreting of local and regional history or to the promotion of historical awareness and to carry on historical research related to the history of Valdez and surrounding regions;

(C) To do and engage in all lawful activities that are in furtherance of one or more of the general purposes of this corporation;

(D) To have and exercise the general powers specified in A.S. 10.20.011, as now in force or as may hereafter be amended.

The objects and purposes of this corporation shall be construed also as powers, and the matters expressed in each of the foregoing clauses shall, unless otherwise expressly provided, be and no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation; nor the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE IV
REGULATION OF AFFAIRS

The following additional provisions are inserted for the regulation of the affairs of the corporation.

(a) No substantial part of the activities of the corporation shall consist of attempting to influence legislation by propaganda or otherwise or directly or indirectly participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(b) Upon dissolution of the corporation, its remaining assets, if any, shall be distributed (1) to an Alaskan charity recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code, as now in force or afterward amended, or (2) to a local Alaska government for public purposes.

(c) The corporation shall not engage in any of the prohibited transactions described in Section 503(b) of the Internal Revenue Code or of the Alaska Nonprofit Corporation Act, as now in force or as may hereafter be amended.

(d) The corporation shall not be operated for the primary purposes of carrying on a trade or business as defined in Section 502 or as unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or as may hereafter be amended.

(e) No part of the net earnings of the corporation shall inure to the benefit of any private individual or member within the meaning of Section 501(c)(3) of the Internal Revenue Code as now in force or as may hereafter be amended.

(f) No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it, except as to reasonable allowance for services actually rendered to or for the corporation.

(g) No loans shall be made by the corporation to any of its members, directors or officers.

(h) The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or members of the corporation, or persons controlled directly or indirectly by such private interests.

ARTICLE V
MEMBERSHIP

The members of this Corporation shall be incumbent members of the Valdez City Council and will retain their positions as Members in the Corporation until their successors on the Valdez City Council take office. The City Manager and the Chairman of the Board of Directors of the Museum Corporation will serve as non-voting *ex officio* Members and will retain their positions until his/her successors are appointed.

ARTICLE VI
INITIAL MEMBERS

The number of Members of this Corporation is seven (7) and the names and addresses of the persons who are to serve as the initial Members are:

JOHN HARRIS
P O BOX 307
VALDEZ AK 99686

DAVE COBB
P O BOX 307
VALDEZ, AK 99686

LYNN CHRYSTAL
P O BOX 307
VALDEZ AK 99686

LELAND OLKJER
P O BOX 307
VALDEZ AK 99686

TIM PLUMMER
P O BOX 307
VALDEZ AK 99686

BRIAN JOHNSON
P O BOX 307
VALDEZ AK 99686

RYAN SONTAG
P O BOX 307
VALDEZ, AK 99686

CITY MANAGER [*ex officio member*]
P O BOX 307
VALDEZ, AK 99686

CHAIRMAN, Board of Directors [*ex officio* member]
Valdez Museum & Historical Archive Association
P O BOX 307
VALDEZ, AK 99686

ARTICLE VII
INCORPORATION

The names and addresses of the initial directors and incorporators are:

NAME	ADDRESS
John L. Harris	P.O. Box 307, Valdez, AK 99686
Phil Hubbard	P. O. Box 307 Valdez, AK 99686
Richard Dunkin	P. O. Box 307, Valdez, AK 99686

ARTICLE VIII
OFFICE & AGENT

The initial registered agent of the Corporation is M. Joseph Leahy and the address of the initial registered office is 217 Egan Drive, P.O. Box 8, Valdez, Alaska 99686-0008.

ARTICLE IX
BOARD OF DIRECTORS

(a) The Members shall meet within forty (40) days of the date of incorporation to elect a secretary, adopt by-laws, appoint the Initial Board of Directors and set the date of the first regular meeting of the Board of Directors. The Secretary of the Members shall record and certify the actions of the Members. The corporation shall be under the management and control of a Board of Directors.

(b) The Board of Directors shall consist of eleven (11) persons appointed by the Members of the Corporation; their terms shall be staggered as defined in the By-Laws of the Corporation.

(c) The Executive Director of the Valdez Museum and Historical Archive shall be a non-voting *ex-officio* member of the Board of Directors.

(d) In selecting Directors, the Members shall seek to appoint persons who provide reasonable representation of the various historical, cultural, educational and economic interests of the community and who bring knowledge and skills to the board that will assist in the operations of the museum and historical archive programs.

(e) No person may be selected as a Director who is an employee of the facilities under this board's jurisdiction or an employee of any management contractor of the Board of Directors.

(f) The first meeting of the Board of Directors shall take place within 90 days of incorporation. The bylaws shall establish the date of the regular annual meeting of the Members of the Corporation.

ARTICLE X
AMENDMENTS

(a) Amendments to the Articles of Incorporation shall require the affirmative vote of at least four of the Members of the Corporation.

ARTICLE XI
BOARD MEETINGS

Meetings of the Board of Directors and its Committees shall be open to the public unless the subject matter under discussion or consideration involves confidential or personal information about a donor or Board Member or involves claims, litigation or confidential legal communication of any type involving the Museum or the Museum Corporation.

ARTICLE XII
DISSOLUTION

(a) The Corporation may be dissolved in the manner set forth in the bylaws.

(b) Upon the vote of dissolution, the assets of the Corporation shall be distributed in accordance with the provisions of AS 10.20.295, and with a Plan of Distribution, where such a plan is not inconsistent with State law. The Plan of Distribution shall be approved by an affirmative vote of at least five (5) of the Members eligible to vote.

DATED THIS 11th day of December, 1995.

BY:

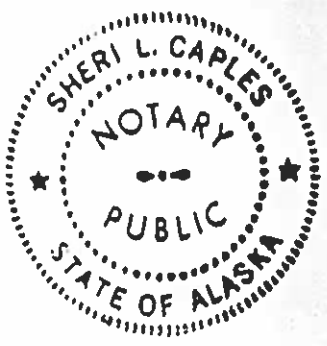
John L. Harris _____
Phil Hubbard _____
Richard Dunkin _____

INCORPORATORS OF
THE VALDEZ MUSEUM AND HISTORICAL ARCHIVE
ASSOCIATION

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

Before me the undersigned Notary Public in and for the State of Alaska, duly commissioned and sworn as such, this day personally appeared John L. Harris, Phil Hubbard and Richard Dunkin, known to me and known to me to be the original incorporators of **THE VALDEZ MUSEUM AND HISTORICAL ARCHIVE ASSOCIATION**, and they acknowledged to me that they executed the foregoing, in duplicate, by virtue of authority granted in the bylaws or by resolution of the Members.

Sheri L. Caples Sheri L. Caples
Notary Public in and for Alaska
My Commission Expires 7-9-97



Bylaws of the Estes Park Destination Marketing Organization

Adopted October 04, 2011
Revised Aug. 6, 2013

Article I
Organization

Section 101 Name: the Estes Park Local Marketing District, DBA as the Estes Park Destination Marketing Organization hereafter referred to as the DMO.

Section 102. Mission: Attract visitors to the District through effective and efficient marketing in order to drive year-round economic growth.

Section 103. Vision: To be a year-round tourism and group destination that supports our healthy mountain community with a balance of financial success, memorable experiences for visitors and quality of life for our residents and employees.

Section 104. Fiscal Responsibility: The fiscal year of the DMO is from January 1st- December 31st. The Board of Directors will make lawful and adequate provisions for sound fiscal policies and practices of the DMO, including the preparation of an annual audit by a certified public accountant, the preparation of an annual budget, and ample fidelity bonding of the officers and employees entrusted with the handling of funds or property of the DMO in accordance with state laws.

Section 105. Colorado State Law
The DMO is a Special District and is governed by the applicable provisions of the Colorado State Statute, Title 29, Article 25.

Section 106. Liability / Indemnification
Nothing in these Bylaws will constitute Directors or officers of the DMO as partners for any purpose. No Director, officer, agent or employee of the DMO will be liable for acts (or failure to act) on the part of any officer, Director, agent or employee. All Directors, officers and employees shall be entitled to and have such immunity from and limitations upon their liability as such, and such indemnification from and against same, as is and shall be provided by law or by action of the Board of Directors.

Article II
Directors

Section 201. Structure and Make-Up of Board

2 Seats appointed by Larimer County Commissioners
5 Seats appointed by Estes Park Town Trustees
The President will be an Ex-officio member of the Board.

Section 202. Requirements
Each Director must live within the Marketing District at the time of their Board service.

Section 203. Nominations / Selections
A nominating taskforce will be appointed by the Chair of the Board and submit names to the Estes Park Town Trustees and the Larimer Country Commissioners no later than September 30th of any year that has an open seat. While the Town Trustees and County Commissioners are under no obligation to choose one of the recommended candidates, efforts by the Board of Directors should be taken to find and encourage those Candidates that will enhance the DMO and its mission.

Section 204. Term of Office

a) The term of each Director is 4 years and until his or her successor has been appointed. Directors may be reappointed to serve a second term, but not serve more than two consecutive terms except as hereinafter provided. A Director who has served two consecutive terms is eligible for reappointment one year after the expiration of his or her second term. A Director elected to fill an unexpired term of less than one (1) year shall be eligible for reappointment to two consecutive two-year terms.
b) Any vacancy occurring on the Board of Directors shall be filled as soon as practical by appointment by either the Town or County.

Section 205. Regular Meetings
The Board of Directors will schedule and announce the dates and times of its regular meetings for the coming year at the DMO's Annual Meeting which shall be held in the second quarter of the year, and then post again monthly on the DMOs' website. Regular meetings of the Board shall occur on a monthly basis, at a minimum.

Section 206. Special Meetings / Work Sessions
The Chair of the DMO may call a special meeting of the Board of Directors any time, and must do so whenever asked by any one-third of the total number of Directors. In the second case, the request must be made in writing and the meeting must be set for no sooner than seven days and no later than fourteen days from the date the request is made. Meeting must then be posted as required by compliance with the Sunshine Law.

Section 207. Quorum

A majority of the entire number of Directors is a quorum for the transaction of any business. If, at any point during a meeting, a quorum is no longer present, then the meeting must be adjourned.

Section 208. Voting

All Board action shall be taken only upon formal vote of the Directors at a duly constituted meeting of the Board. A majority vote of the Directors present at a duly constituted meeting, as long as they have a quorum, will constitute an act of the Board.

Section 209. Powers of the Board

The Board of Directors will manage the DMO. All of the corporate powers (except as otherwise provided in these Bylaws) are vested in and will be exercised by, the Board of Directors.

Section 210. Board Roles and Responsibilities

a) Create a Program of Work to include an Operating Plan, Marketing Plan, and Strategic Plan, with associated measurement criteria, as well as provide policy and overall direction for the DMO.
b) After a decision has been reached, speak publicly as one voice.
c) Perform appropriate fiduciary responsibilities.
d) Act in the best interest of the DMO as a whole and not on the basis of individual interest.
e) Retain a President / CEO to manager the DMO operations and monitor the President's performance against the Program of Work and associated ROI.
f) Review the results of the DMO efforts and hold the DMO accountable for achieving objectives.
g) Serve on committees and task forces as requested by the Chair.
h) Be advocates for the industry and the DMO in the community.
i) Develop and maintain liaison relationships with the elected leadership of the Town of Estes Park and Larimer County.
j) Performance Review - The Board, in conjunction with the President, will review performance criteria regarding the Program of Work no less than on a quarterly basis. The President's performance will be evaluated annually based on accomplishments of said criteria.

Article III
Officers

Section 301. Qualifications

Every officer must be a natural person over twenty-one years of age and a member of the Board of Directors. No officer will hold more than one office at a time with the exception of Secretary / Treasurer.

Section 302. Classification

The officers of the DMO shall be:

- Chair
- *Vice* Chair
- Secretary / Treasurer

Section 303. Appointments

a) The Board of Directors will elect officers of the DMO at the first regularly scheduled Board meeting following the annual appointments of the Board.

b) Whenever an officer's position becomes vacant (except for a vacancy caused by the normal expiration of an officer's term) the Chair of the DMO can appoint an eligible person to fill the vacancy, subject to the approval of the Board of Directors. The appointed person will serve until the vacancy has been filled by the vote of the Board of Directors at the first regularly scheduled Board meeting following the Annual Meeting.

Section 304. Removal

Officers may be removed for cause or not for cause by a vote of two thirds of the total number of Board of Directors. The removal of an officer without cause will be without prejudice to his contract rights, if any. The appointment of an officer will not of itself create a contract rights.

Section 305. Term of Office

Subject to the provisions of the preceding section, officers will serve as such for one year and until their successors have been elected and qualified.

Section 306. Powers and Duties of the Chair

The Chair will preside at all meetings of the Stakeholders and the Board of Directors. Subject to the direction of the Board, he or she will have and exercise general charge and supervision of the affairs of the DMO. The Chair will appoint persons to chair standing and ad hoc committees established by these Bylaws or the Board of Directors.

Section 307. Powers and Duties of the Vice – Chair

At the request of the Chair, or in the event of the Chair's absence or disability, the Vice Chair will perform the duties and possess and exercise the powers of the Chair.

Section 308. Powers and Duties of the Secretary

The Secretary will ensure that the documents and papers of the DMO are properly kept. The Secretary will ensure that the minutes of all meetings of the Board of Directors are taken. The Secretary will ensure that all minutes of regular Board Meetings will be posted on the DMO website for review of all Stakeholders.

Section 309. Powers and Duties of the Treasurer

a) The Treasurer will ensure that all funds, property, and securities of the DMO are properly kept, subject to any regulations imposed by the Board of Directors.
b) The Treasurer will ensure that all check, notes and other obligations to the DMO are collected, and then properly deposited at whatever banks or depository the Board of Directors may designate.
c) The Treasurer and 2 other Board members are designated by the Board of Directors are empowered to sign DMO checks issued by the DMO.
d) The Treasurer will ensure that necessary and proper payments from the funds of the DMO are made. He or she will ensure that the books of the DMO are kept and that full and accurate accounts of all monies and obligations received, paid, or incurred by the DMO are entered in them on a regular basis.
e) The Treasurer, *or,* in his or her absence, a Director or employee designated by the Treasurer, will make regular reports on the state of the DMO finances at all regular Board of Director meetings.
f) The Treasurer will supply quarterly reporting on all LMD and Town Sales Tax collections to the Chairman and President.

Section 310. President

Duties: The Board of Directors shall employ a President whose duties, performance review and compensation will be outlined in an employment contract between the DMO and the President. The President shall be the principal executive officer of the DMO. The President will be administratively responsible to the Board of Directors.

Hiring Employees and Delegation of Duties: The President shall have the authority, within parameters of approved policy and budget, to hire such staff as may be needed to delegate the duties the President may desire. The President shall have the right to discharge employees, set the hours, and establish salaries and duties of the employees.

Reporting: The President will ensure that all marketing activities are aligned with the Program of Work as approved by the Board. The President shall prepare and administer an annual budget and get approval by the Board.

Article IV
Standing Committees

Section 401. Standing Committees

All standing committees and task forces will report to the Board of Directors. They will submit all recommendations to the Board for approval. All recommendations that constitute a change in DMO policy will be submitted to the Board for review prior to submission to the full Board of Directors.

The following committees will be considered standing committees of the DMO:

- Strategic Marketing Committee
- Nominating Committee
- Governance Committee
- Finance Committee

Article V
Amendments of Bylaws

Section 501. By Directors

The Board of Directors will have the power to make, amend, and repeal the bylaws of the DMO. They may do this by a two-thirds vote cast by persons legally entitled to vote, excluding blanks or abstentions, at a regular or properly called meeting at which a quorum is present. Notice of proposed changes shall be mailed to the Board of Directors at least ten days (10) prior to the meeting at which the changes will receive a vote. Changes should be highlighted in red with original text struck to clearly show intended changes.

BYLAWS

Lenoir Tourism Development Authority

ARTICLE I

AUTHORIZATION

Section 1. Lenoir Tourism Development Authority

The name of the Authority shall be the Lenoir Tourism Development Authority, such having been established by the Resolution Creating the Lenoir Tourism Development Authority adopted September 22, 2009, by the City Council of the City of Lenoir, North Carolina. Such authority was granted to the City of Lenoir, North Carolina pursuant to GSS§ 160A-215 as amended by S.L. 2009-169 and S.L. 2009-291.

Section 2. Public Body.

The Authority shall be a "public authority", and shall operate as such public authorities do operate under the Local Government Budget and Fiscal Control Act, and also pursuant to those Laws which govern bodies conducting meetings pursuant to the Open Meetings Law for the State of North Carolina.

Section 3. Powers and Duties.

The Authority shall have the Powers and Duties as set out in Section 2. Duties of the enabling resolution adopted by the City of Lenoir, North Carolina on September 22, 2009, or as may be amended.

Section 4. Objectives and Mission.

The Authority's objectives shall be to promote, solicit, and encourage tourism in the City of Lenoir, North Carolina, and to provide such services as are related to tourism. The Authority shall represent Lenoir in promoting Lenoir, North Carolina through state, national, and international advertising and promotion of the City of Lenoir for business and pleasure.

ARTICLE II

GOVERNING BODY

Section 1. Governing Body.

An Authority to promote and develop tourism in Lenoir, North Carolina is hereby created and established.

Section 2. Appointment of Membership.

a) The Lenoir Tourism Development Authority shall consist of not less than (9) members who shall be appointed by the Mayor and City Council of the City of Lenoir. At least one-half of the members shall be individuals who are currently active in the promotion of travel and tourism in the city.

b) Lodging Members
At least one-third of the membership of the Lenoir Tourism Development Authority shall be individuals who are affiliated with the businesses that collect the occupancy tax.

c) Ex-Officio Members
The Finance Officer of the City of Lenoir shall serve as an ex officio member and serve as Finance Officer of TDA. The City Manager of Lenoir and/or his designee shall serve as an ex-officio member and serve as the Secretary of the TDA. These two ex-officio members will be non-voting members.

Section 3. Terms of Appointments .

The members of the Lenoir Tourism Development Authority shall be appointed for terms of four (4) years. Term of office of the initial appointees to the Lenoir Tourism Development Authority shall be staggered as designated by the City Council upon original appointment.

Section 4. Vacancies.

Vacancies occurring for reasons other than expiration of terms shall be filled as they occur for the period of the unexpired term.

Section 5. Compensation.

Members of the Authority shall serve without compensation but may be reimbursed for expenses actually incurred in connection with the performance of their duties in accordance with such rules as the Authority may from time to time adopt.

ARTICLE III

MEETINGS

Section 1. Regular and Special Meetings.

The Authority shall meet as deemed necessary by the Chairperson but in any event it shall hold meetings at least quarterly. Special Meetings of the Authority

may be called at any time by the Chairperson. At least forty-eight (48) hours notice of the time and place of Special Meetings shall be given by the Secretary or by the Chairperson to each member of the Authority.

The Authority may adopt its own rules of procedure or in absence thereof, "Robert's Rules of Order" shall apply.

Section 2. Open Meetings.

All meetings of the Authority are to be held in accordance with Article 33C of Chapter 143 of the General Statutes of North Carolina, commonly referred to as the Open Meetings Law.

Section 3. Attendance/Removal.

Faithful attendance at all meetings of the Authority and conscientious performance of the duties required of members of the Authority shall be considered a prerequisite of continuing membership on the Authority. Any member, who misses more than two (2) consecutive meetings without an excused absence or for any good cause related to performance of duties, may be replaced at the recommendation of the Authority, and at the discretion of the Lenoir City Council.

Section 4. Quorum.

A quorum shall consist of a simple majority of the voting members of the Authority.

Section 5. Voting/Rules of Conduct for Members.

No voting member shall be excused from voting, except upon matters involving consideration and determination in which a member has a direct personal or financial interest as defined by the City of Lenoir Conflict of Interest Policy adopted June 6, 2006 in accordance with NC General Statute Section 14-234.

Each member shall maintain the confidential nature of confidential material to which members may become privy to as a member of the Authority. No Authority member shall directly or indirectly solicit any gift, or accept or receive any gift, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or any other form, under circumstances in which a reasonable person would believe that the gift was intended to influence him/her in the performance of his/her duties, or was intended as a reward for any official action on his or her part.

Section 6. Minutes.

The Authority shall be responsible for keeping records of all meetings, including minutes, resolutions, discussions, findings, recommendations and attendance records. The minutes shall be available for public inspection during regular business hours at Lenoir City Hall, 801 West Avenue, Lenoir, North Carolina, and in accordance with N.C.G.S. 143-318.10.

ARTICLE IV

OFFICERS

Section 1. Officers.

The Officers of the Authority shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer. The Chairperson of the Authority shall be appointed by the Lenoir City Council. The Authority shall elect from the membership a Vice-Chairperson to serve in the absence of the Chairperson. The Finance Officer of the City of Lenoir shall be the ex-officio Finance Officer of the Authority, and the City Manager of Lenoir and/or his designee shall be the ex-officio Secretary to the Authority.

Section 2. Chairperson.

The Chairperson shall call and preside at all regular and special meetings of the Authority and make certain that lawful notices are provided to the members, to the public, and to the media. The Chairperson shall, with the assistance of the Secretary and/or Treasurer, be responsible for the preparation of the agendas for the meetings of the Authority. In addition, the Chairperson shall also perform such additional duties as may from time to time be designated by the Authority.

Section 3. Vice-Chairperson.

The Vice-Chairperson shall act in absence of the Chairperson to perform the duties and exercise the office that would be performed by the Chairperson. Also, the Vice-Chairperson shall perform such other duties as from time to time may be delegated to the Vice-Chairperson by the Authority,

Section 4 Secretary.

The Secretary shall be responsible for keeping accurate records of all acts, proceedings and minutes of the Authority. The Secretary shall further assist the Chairperson in causing all appropriate notices to be given as are required to the public, the media and as otherwise by law required. The Secretary of the

Authority shall be the City Manager of Lenoir and/or his designee and shall act as an ex -officio member of the Authority.

Section 5. Treasurer.

The Treasurer shall have the custody of all funds belonging to the Authority, shall receive, deposit, and disburse the same under the direction of the Authority. The Treasurer shall keep full and accurate accounts of the finances of the Authority and shall further report to the members of the Authority and the Lenoir City Council as is required pursuant to the Resolution Establishing and Levying Lenoir Occupancy Tax and the Resolution Creating the Lenoir Tourism Development Authority, both of which were adopted September 22, 2009, by the Lenoir City Council.

The Treasurer of the Authority shall be the Finance Officer for City of Lenoir and shall act as an ex-officio member of the Authority.

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ARTICLE V

COMMITTEES

Section 1. Committees.

Committees may be established by the Authority from time to time and may be assigned such duties and responsibilities as are deemed appropriate by the Authority. Committee members may be non-Lenoir Tourism Development Authority members.

Section 2. Committee Authority.

Committees shall have the duty to make recommendations as are deemed appropriate to the Authority, but shall not undertake any activity or encumber or spend funds without the approval of the Authority.

ARTICLE VI

ADMINISTRATIVE STAFF

Section 1. Administrative Staff.

The Authority may employ staff, subject to the provisions of these bylaws, to assist in carrying out the objectives and mission of the Authority. In addition, the Authority may contract with another entity to assist in carrying out the objectives and mission of the Authority.

ARTICLE VII

FISCAL AFFAIRS

Section 1. Annual Budget.

The Authority's fiscal year shall begin on July 1st and end on the following June 30th. The Authority shall appoint a budget officer (G.S. 159-9) to prepare an annual budget in compliance with the directions and limitations set forth in G.S. 159-13(b) for consideration and adoption by the governing board by July 1.

The Authority shall operate under an annual balanced budget ordinance, in which estimated revenues include only those revenues reasonably expected to be realized in the budget year and in which the sum of estimated revenue plus appropriated fund balance equal total appropriations as required by G.S. 159-8.

Section 2. Use of Occupancy Tax Proceeds.

The Authority shall use the proceeds, as collected through the room occupancy tax, as is set out in that Resolution adopted by the City Council of Lenoir, North Carolina, on September 22, 2009, or as may be amended.

Section 3. Audits.

The Authority shall cause an independent annual audit to be made of all revenues and expenditures, following the close of the fiscal year. Such audit shall be submitted to the Lenoir City Council after presentation to the Authority.

Section 4. Contracts and Instruments.

The Authority may authorize the Officers of the Authority to enter into contracts or execute and deliver instruments, provided such have been approved by the Authority, and that the required expenditure funds, if any, have been provided by the Authority.

Section 5. Checks, Drafts, and Orders.

All checks, drafts or orders for the payment of money issues in the name of the Authority shall be signed by the appropriate officers of the Authority, in accordance with procedures adopted from time to time by the Authority.

Section 6. Bonding.

The Authority shall obtain a bond or bonds on the Treasurer or any other officers and in such amounts as shall in the opinion of the board protect the Authority from loss.

Section 7. Indemnity.

The Authority shall indemnify and hold harmless any member, officer, or employee of the Authority for any loss, including reasonable expense, incurred in defense of any action or claim, resulting to such member, officer or employee as a result of serving in such capacity, except to the extent such loss might be occasioned by intentional wrongdoing.

Section 8. Reports to the Lenoir City Council.

The Authority shall report quarterly and at the close of the fiscal year to the Lenoir City Council, as to its receipts and expenditures for the preceding quarter and for the year, in such detail as the Council shall require.

Section 9. Gifts.

The Authority may accept ,with the approval of the Finance Officer of the City of Lenoir, any contribution, gift, bequest or devise, for any purpose consistent with the objectives and missions of the Authority, and as may otherwise be subject to law.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments.

These bylaws or any portion thereof may be amended, altered or repealed by the affirmative vote of four-fifths (4/5) of all of the voting members of the Authority.

ARTICLE IX

ADOPTION

Section 1. Adoption.

These bylaws shall become the bylaws of the Lenoir Tourism Development Authority upon adoption.

5/26/2011

Bylaws

Article 1

NAME

Section 1. NAME

This association shall be known as the Mississippi Tourism Association, Inc. The name is commonly abbreviated as MTA.

Article 2

NATURE AND PURPOSE

Section 1. PURPOSE

The purpose of this association is to unite representatives of the travel and tourism industry to include, but not limited to accommodations, restaurants, attractions, casinos, destination marketplace organizations and tourism service organizations, for the promotion, protection, and development of their common interests

Section 2. DIVERSITY AND INCLUSION STATEMENT OF PURPOSE

The Mississippi Tourism Association is committed to fostering an inclusive membership that reflects the cultural diversity of our state. The values and unique backgrounds and perspectives of all members are welcome and appreciated. Our intention will always be to respect and celebrate diversity of thought, culture, and identities. Mississippi Tourism Association is committed to the principle that all people will enrich the quality of life and expand the reach of our hospitality industry throughout the state of Mississippi.

Section 3. NATURE

This association is a membership organization and shall be a non-profit, non-stock Mississippi corporation.

Section 4. LIMITATIONS

No officer or board of the association shall receive directly or indirectly, any remuneration for services rendered in his/her capacity as officer or board member, or in any other capacity, unless authorized by the bylaws of the association or the board of directors.

Notwithstanding any other provision of these bylaws, the association shall not carry on any other activities not permitted to be carried on by an entity exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code.

Article 3

OBJECTIVES

Section 1. OBJECTIVES

The objectives of the association shall be to represent the common interests of the travel and tourism industry, with particular attention to the following:

A. Attract more out-of-state visitors to Mississippi, and to encourage them to stay longer in the state.
B. Encourage state residents to see Mississippi first.
C. Foster cooperative action in advancing all lawful means the common purposes of its members.
D. Assert a more cohesive, well-defined travel and tourism industry presence and voice within the government of Mississippi.
E. Encourage professional development of the travel and tourism industry.
F. Educate the citizens of Mississippi on the importance of the travel and tourism industry as related to economic development.

Article 4

MEMBERSHIP

Section 1. COMPOSITION

The membership of the association shall be composed of individuals and entities, (persons, firms, or corporations) engaged in business within or with the State of Mississippi tourism industry.

Section 2. INDUSTRY DIVISIONS

Membership in the association shall be in the name of an individual or individuals in one of the following industry divisions:

A. Accommodations: An entity engaged in owning, operating, or managing a licensed business within the state of Mississippi, such as, but not limited to a hotel, motel, condominium, vacation rental, bed and breakfast or campground.
B. Restaurants: An entity engaged in owning, operating, or managing a licensed business within the state of Mississippi for preparing and serving food to the public, such as, but not limited to, a restaurant, lounge or nightclub.
C. Attractions: An entity engaged in owning, operating or marketing a city, county or region in the state of Mississippi.
D. Attractions: An entity engaged in owning, operating or managing of an attraction within the state of Mississippi such as, but not limited to, museums, festivals and fairs.
E. Tourism and Associate Member Organizations: Any entity that supports the objectives of the Mississippi Tourism Association
F. Casinos and Resorts: An entity engaged in owning, operating or managing a licensed casino or resort in the state of Mississippi
G. Individuals: Anyone who supports the objectives of the Mississippi Tourism Association.
H. Outdoor Recreation: Any entity engaged in outdoor recreational activities that specifically promote tourism related activities in Mississippi, such as, but not limited to, golf, fishing, camping, hunting, boating and other sporting activities.

Section 3. QUALIFICATIONS FOR MEMBERSHIP

To qualify for membership an applicant must A) Meet the requirements for the classification for which he/she seeks admission, and B) Must support the objectives of the Mississippi Tourism Association.

Section 4. MEMBERS IN GOOD STANDING

To remain a member in good standing a member must maintain their membership by the payment of dues and compliance with the provisions of the bylaws and other duly adopted regulations. Only members in good standing may be entitled to vote, hold office or otherwise enjoy the rights and privileges of membership.

Section 5. DISMISSAL AND REMOVAL

The association shall have the right to exclude, suspend or expel a member who has violated the bylaws or who is 60 days delinquent in their dues.

Article 5

BOARD OF DIRECTORS

Section 1. AUTHORITY

A. The property, business, and affairs of the association shall be managed under the direction of the board of directors with the executive director having the discretion to run the day-to-day operations of the office and programs.
B. The board of directors shall have the sole power to contractually obligate the association in amounts of $5,000 or more but for no more than 3 years duration on any single contract without it being reconsidered for renewal.
C. The board shall hire and evaluate the performance of, or if necessary, retain the services of an association management firm to manage the association.

Section 2. COMPOSITION OF THE BOARD OF DIRECTORS

The board of directors shall consist of the following:

A. Directors Elected by Membership: The following members of the board of directors shall be elected by the membership and have the power to vote:
President of the Board – One Year Term
President-Elect – One Year Term
Vice President – One Year Term
Secretary-Treasurer – One Year Term
Immediate Past President – One Year Term
Nine (9) Directors elected from the following geographical areas who are from the active member classification, as follows:
Area I: Northwest Mississippi "The Hills"
Area II: Northwest Mississippi "The Delta"
Area III: East-Central Mississippi "The Pines"
Area IV: Southwest Mississippi "The Capital/River",
Area V: Southwest Mississippi "The Coastal" – three year terms.
Three At Large Directors – State Wide
Two (2) Industry Directors – State Wide
The following shall be ex-officio voting members of the board of directors:
All executive directors of destination marketing organizations who are not currently serving on the board.
The executive director of the Mississippi Tourism Association.
Director, Visit Mississippi, Mississippi Development Authority.
Ex-officio members of the board shall have no voting and shall meet with the full board of directors. Members shall receive due notice of the scheduled meetings.

Section 3. NOMINATING DIRECTORS

A. Prior to the date selected for the annual meeting, the president of the board shall appoint a nominating committee, which shall consist of: The immediate past president, if he/she is willing to continue to serve on the board of the association and the current president, and (3) member from each area. In addition, the executive director shall serve as an ex-officio member of the nominating committee.
B. Members will nominate one person for the executive board for position of secretary/treasurer, one person for area director, within their respective region and one at-large director. These directors and at-large directors will serve a three year staggered term.
C. At least (2x) days prior to the annual meeting the chairman of the nominating committee shall advise the general membership of the positions to be filled on the board of directors by election at the annual meeting and, he/she shall request that the membership nominate to the chairman of the nominating committee the names of members who are highly qualified, willing and able. These names are to be received by the chairman of the nominating committee within (10) days after said notice is sent to the membership. Nominations may also be made from the floor at the annual meeting.
D. The nominating committee shall meet to select a slate of candidates to fill the elective positions on the board of directors. In selecting such candidates, the committee shall give due consideration to their potential for enhancing the efforts and influence of the association, the degree of their active participation in the committee programs and other activities of the association in the past as well as their regularity in attendance at all association meetings which they had a responsibility to attend during the previous year, and the committee shall nominate those members in good standing whom they believe best qualified to serve the interests of the association.
E. At least one (1) prior to the annual meeting the nominating committee shall report to the membership, publish the proposed slate of directors.
Additional nominations for election to the board of directors may be made by a member in good standing by submitting in writing the name and business address of such nominee to the secretary of the association at least (10) days prior to the annual meeting. Nominations may also be made from the floor at the annual meeting if a quorum is present. Nominations made in writing from the membership shall be presented to the nominating committee for consideration at the time it is to be presented at the annual meeting. Such additional nominees must be members in good standing and meet the qualifications for directors to fill the specific positions for which nominated.

Section 4. ELECTION OF DIRECTORS

At the annual meeting the membership will elect members of the board of directors from the slate of directors that have been duly nominated and who meet geographical, industry, and other qualifications of the bylaws. Directors shall be elected by a majority of the votes of the members present and voting at the annual meeting. There shall be no voting by proxy.

Section 5. TERM OF OFFICE OF DIRECTORS

Members of the board of directors shall be elected to serve as follows: Officers for one year in each position and will rotate up. Example: the secretary/treasurer will rotate to the vice president position after one year; the vice president will rotate to the president elect position; the president elect will move to the president position; the president will rotate to the past president position; directors from the five (5) areas of the state will serve three years and will have staggered terms for each area. Newly elected directors shall take office at the (1) January following their election to office. If a board seat becomes vacant at any time, the Executive Committee has (6) days to appoint a replacement with a member in good standing.

Section 6. MEETINGS OF THE BOARD OF DIRECTORS

The board of directors shall meet quarterly. General notice of quarterly board of director's meetings shall be sent to board members ten (10) days prior to the board meeting. Special meetings of the board may be called by the president and three board members.

Board members who fail to attend 50% of scheduled board meetings in one fiscal year without an excused absence will be removed from their position on the board. Unexcused absences will be determined by the executive committee. The president will appoint a replacement of any vacated position of the board of directors.

Section 7. QUORUM OF BOARD MEETINGS

A majority of the voting members of the board of directors shall constitute a quorum of the board.

Section 8. EXECUTIVE SESSION

The president may request at any regularly scheduled board meeting that the board go into executive session to discuss sensitive matters. At this time, only voting members of the executive board may stay. A quorum consists of a majority of the voting members.

The president may also call a special meeting of voting members only and must give four days' notice of such meeting.

Section 9. MISSISSIPPI TOURISM ASSOCIATION MARKETING ADVISORY BOARD

As set forth in the Mississippi Tourism Association Marketing Advisory Board's section with the Mississippi Development Authority in the planning of initiatives for advertising and promoting tourism in Mississippi; to establish the membership of such board; to amend section 27-65-75, Mississippi code of 1972, to divert one percent of sales tax revenue from restaurants and hotels to the Mississippi Development Authority Tourism Advertising fund in fiscal year 2020, to be increased to two percent in fiscal year 2021 and to three percent in fiscal year 2022 and thereafter; to provide that the joint legislative committee on performance evaluation and expenditure review shall provide an annual report to the legislature evaluating the amount of funds deposited into The Mississippi Development Authority Tourism Advertising Fund and a detailed record of how the funds are spent; and for related purposes. Be it enacted by the legislature of the State of Mississippi:

section 1) Creates a twelve-member Mississippi Tourism Association Marketing Advisory Board to assist the Mississippi Development Authority in the planning of initiatives for advertising and promoting tourism in Mississippi. (2) the advisory board shall be composed of the following members: (a) the executive director of the Mississippi Tourism Association, or his/her designee, who shall serve as chairman of the board; (b) one member appointed by the Mississippi Tourism Association as being geographically and ethnically diverse members from the five (5) tourism regions designated as the hills, the delta, the capital/river, the pines and the coastal regions of Mississippi, and three (3) at-large members. (3) members of the advisory board may not be compensated for the performance of their duties. (a) the advisory board will give input and advice to the Mississippi Development Authority's tourism division on marketing and advertising planning, but shall have no executive powers at the Mississippi Development Authority.

Article 6

EXECUTIVE COMMITTEE

Section 1. COMPOSITION OF THE COMMITTEE

The executive committee shall possess and may exercise all the powers of the board of directors between meetings of the board. The executive committee will also perform such specific duties and functions as may be assigned to it by the board of directors.

Section 2. DUTIES AND RESPONSIBILITIES

The executive committee shall possess and may exercise all of the powers of the board of directors between meetings of the board. The executive committee will also perform such specific duties and functions as may be assigned to it by the board of directors.

Section 3. MEETINGS

The executive committee shall meet as often as deemed necessary by the president, who shall give members of the committee at least five (5) days advance notice of such meetings unless such advance notice is expressly waived by committee members who do not attend the meeting. Emergency meetings may be called by the president with notice of meeting sent via email. Such meeting may be conducted by conference call with a quorum participating and the secretary/treasurer recording minutes. If a vote is required, said vote must be emailed to the MTA executive director.

Section 4. QUORUM

At any regular or special meeting of the executive committee a quorum shall consist of a majority of members of the executive committee entitled to vote, and a majority of the votes cast by the executive committee members who are present at any meeting at which a quorum is present shall be necessary and sufficient for the transaction of any business.

Article 7

OFFICERS

Section 1. PRESIDENT OF THE BOARD

The president of the board shall preside at all meetings of the association, the board of directors, and the executive committee, with the power to vote in each such meeting; and shall have the authority to call special meetings of the board and meetings of the executive committee between regular meetings of the board. He/she shall advise with the board and keep it fully informed concerning the business and activities of the association, and shall make on behalf of the board an annual report to the members of the association.

Section 2. PRESIDENT ELECT OF THE BOARD

The president-elect of the board shall serve a one-year term as president-elect of the board and then rotate to president of the board. He/she shall serve as president in the absence of the president of the board.

Section 3. VICE PRESIDENT OF THE BOARD

The vice president shall serve a one-year term as vice president of the board and then rotate to president-elect of the board. He/she shall serve as secretary/treasurer in the absence of the secretary/treasurer of the board.

Section 4. SECRETARY/TREASURER

The secretary/treasurer shall be elected by the membership and shall serve a one-year term as secretary/treasurer and rotate to the vice president of the board. The secretary/treasurer shall consult with the executive director and CPA on a regular basis on the financial condition of the association. He/she shall see that adequate and accurate records are maintained and received covering all such receipts and disbursements, as well as all reserve and special funds of the association.

Section 5. IMMEDIATE PAST PRESIDENT OF THE BOARD

The immediate past president shall serve a one-year term as immediate past president before rotating off the board of directors.

Article 8

EXECUTIVE DIRECTOR

Section 1. POLICIES AND GOALS

A. The executive director will implement the policies of the association as adopted by the board.
B. The executive director will provide and manage the staff necessary to accomplish the annual goals of the association.

Section 2. POWERS

The executive director shall exercise appropriate fiduciary authority to implement the goals of the association as outlined in its budget, including, but not limited to, The Mississippi Tour Guide, Governor's Conference on Tourism and other events and programs.

Article 9

COMMITTEES

Section 1. AD HOC COMMITTEES

The president in consultation with the executive committee may from time to time establish ad hoc committees for special purposes or projects and shall name the chairman and membership to serve on any such ad hoc committee, such as:
A. Marketing/Public Relations
B. Membership
C. Education
D. Advocacy
F. Long-Range Planning
G. CVB

The primary duty of these ad hoc committees is to review the association's activities and functions, which fall within their respective committees. The committee may make recommendations to the executive committee for improvements to effectively support and assist the officers in planning and performing such activities and functions of the association when requested by the president to do so.

Article 10

DUES

Section 1. ANNUAL DUES

The annual dues of each association member shall be in such amount as may be determined by the board of directors and shall be payable in advance on the first day of July each year or may be paid monthly.

Section 2. ADJUSTMENT AND PAYMENT OF DUES; PENALTIES FOR NON-PAYMENT AND TERMINATION FOR NON-PAYMENT OF DUES

In case of unusual conditions or circumstances, either permanent or temporary, affecting any member of the association, the board of directors by two-thirds vote of those present and voting at any meeting of the board, may suspend, reduce the amount of dues to be paid by such member, or may use different methods of computation, and may limit or restrict the rights and privileges of any such member.

Article 11

MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING

The annual meeting of the members of the association for the election of the officers and directors and the transaction of any business relating to the affairs of the association shall be held in such fiscal year on such date at such time and place as may be designated by the board of directors. If, due to an emergency, such annual meeting or a special meeting of the members of the association cannot be held, the executive committee may, by resolution, adopted by the board of directors, provide for other means of electing officers and directors and taking such action as is necessary.

Section 2. MEETING NOTICES

The executive director, at the direction of the president of the board, shall cause notice of the annual meeting to be sent to each member in good standing by general notice not less than twenty (20) days prior to the meeting. But no failure or defect in the delivery of the notice shall invalidate the meeting or any procedure taken thereat. Notice of membership meetings may be waived either by signing a form waiver by the members, by conduct where attendance occurs without notice, or by ratification of the actions taken at the meeting.

Section 3. SPECIAL MEETING

A special meeting of the members may be held at any time and place as deemed necessary by the board of directors with appropriate notice or appropriate waiver of notice.

Section 4. QUORUM

If a majority of the membership shall not be present at an annual meeting of the association, the majority of such members as are present and entitled to vote, may transact any business.

Section 5. NO VOTE BY PROXY

At all meetings of the membership of the association, a vote shall be cast in person by the duly designated representative of a member establishment in good standing. There shall be no voting by proxy except authorized or prescribed by the board of directors.

Article 12

BYLAWS

Section 1. Subject to the Articles of Incorporation

The basic rules for the management and government of the association shall be set forth in the bylaws. The board of directors shall approve the bylaws and any changes or amendments thereof.

Section 2. The bylaws may be amended, repealed, or added to in the following manner only:

A. The executive committee or the bylaws committee, or one-third of the members of the association eligible to vote may at any time propose in writing, addressed to the president of the board, the proposed amendment or deletion of or addition to any existing provision or provisions of the bylaws.
B. The president shall present such proposed amendments, repeals or additions at the next regular or special meeting of the board of directors and shall incorporate in the notice of that meeting a statement that such proposed amendments, deletions or additions will be considered. No such proposed amendments, deletions or additions shall be considered at any meeting of the board of directors unless such notice has been given to each member of the board of directors not less than (10) days prior to its meeting.
C. Any such proposed amendment, deletion or addition to the bylaws shall be approved by a majority vote of the board of directors present at the meeting at which action is considered upon by the directors present who are eligible to vote. If, at this meeting, a quorum being present, a majority of the directors vote in favor of such amendments, deletions, or additions, it shall be considered as adopted by the board of directors. If there is not a quorum present, the president of the board shall within ten (10) days thereafter transmit, by mail or email, such proposed amendments, deletions or additions to each voting member of the board of directors for vote. If the president of the board shall have received within thirty (30) days thereafter votes in writing of a majority of the board in favor of such proposed amendments, deletions or additions, it shall be deemed to be adopted with the same force and effect as if it had been adopted at a duly constituted meeting.
D. Amendments, deletions, or additions to the bylaws adopted by the board of directors shall be published by the president of the board in the official bulletin. They shall become effective thirty (30) days after the publication.

Article 13

MISCELLANEOUS PROVISIONS

Section 1. FISCAL YEAR

The fiscal year of the association shall be July 1 through June 30.

Section 2. NOTICES

Any notice to members or to any officer or director shall be deemed sufficiently given if sent to the last physical or e-mail address furnished by him/her to the association.

Section 3. ACTIVITIES

With the objective of achieving service for the general benefit of the members and others, the association may undertake such activities at the sole discretion and judgement of the board of directors as designated to promote and develop the association and to carry into effect the purposes stated in the bylaws, including the establishment of divisions or sections to meet specialized interests and needs, provided the rights and privileges of all members are not adversely affected.

Section 4. ORDER OF BUSINESS AT MEETINGS

The order of business at meetings of the association, the board of directors, the executive committee and other committees shall be such as may be prescribed by presiding officers, or if objection be made then by a majority vote those present and qualified to vote thereat or as follows:

(1) Roll call
(2) Agenda
(3) Reading of minutes of preceding meeting
(4) Reports of officers
(5) Reports of ad hoc committees
(6) Unfinished business
(7) New business
(8) Adjournment

ROBERTS RULE OF ORDER shall govern all meetings of the association, of the board of directors, the executive committee, and of all other committees on any point not covered by the bylaws.

Section 5. FINANCES

All checks, drafts, and notes of this association shall be signed by such officer or officers or such other person or persons as the executive committee may from time to time designate.

Article 14

PROFESSIONAL SERVICES

Section 1. LEGAL COUNSEL

The legal counsel of the association shall be named by the executive committee as deemed necessary, and shall handle the association's legal affairs and represent the association as its attorney at law. Special counsel to handle particular matters requiring specialized knowledge and experience may be employed by the association or joint recommendation of the legal counsel and the president and executive director, the executive committee and with approval by the board of directors.

Section 2. AUDITORS

The board of directors shall designate a firm of Certified Public Accountants to conduct an audit of the association every three years. The executive committee shall request an audit prior to the scheduled audit when deemed necessary.

Bylaws for Organizations with Members Template

This template is not intended as legal advice. Your organizational goals, purpose, and values should drive the creation of this document.

MEMBERSHIP ORGANIZATION
BYLAWS
OF
Insert Organization

Article I – Offices

Section 1. Registered office and Registered Agent.
The registered office shall be located at _____ and may be changed by a resolution of the Board of directors and filed with the State of Alaska.

Section 2. Principal Office.
The principal office of the Corporation in the State of Alaska shall be located in _____. The Corporation may have other offices, either within or outside the State of Alaska, as determines by the Board of Director.

> Practice Pointer: The city in which the office is located shall be inserted in the first sentence of section 2.

Article II – Membership

Section 1. Membership Eligibility.
The Corporation shall have members. Any natural person may become a member of the Corporation by paying the specified annual membership fee and subscribing to the purpose of the Corporation. The initial Members of the Corporation shall be the Initial Board of Directors.

Section 2. Membership Year.
The Membership year shall commence the day after the annual meeting and last through the last day of the following annual meeting.

> Practice Pointer: An organization could determine what constitutes a membership year and insert that definition here.

Section 3. Membership Classes and Dues.
There shall be one class of members. Each member shall have one vote and shall pay a membership fee of_____.

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Practice Pointer: The Corporation may establish classes of membership. Those classes would be inserted here with the same or different rights. For example:

(i) Regular Membership: dues of one hundred dollars ($100.00) annually, and
(ii) Life Memberships: dues of a one-time payment of one thousand dollars ($1,000).

Section 4. Authority of Membership.
The Membership of the Corporation shall have authority to elect Directors and to vote on any proposal of merger, consolidation or dissolution of the Corporation.

Article III – Meetings of the Membership

Section 1. Annual Meeting.
An annual meeting of the Membership shall be held in the _____ quarter of each year for the purpose of electing Directors (if the Directors were not elected by other means) and for the transaction of any other authorized business of the Membership.

Section 2. Special Meetings.
Special meetings of the Membership may be called by the presiding officer of the Board of Directors, the Board of Directors, or if there are Members other than the Board of Directors, by not less than one-tenth of the Membership.

Practice Pointer: In the absence of a provision as to quorum, the statute specifies one-tenth. A different provision could be included.

Section 3. Place of Meeting.
The Board of Directors may designate any place, either within or outside of the State of Alaska, as the place of meeting for any annual or special meeting. If the Board of Directors does not designate a location, then the place of meeting shall be the registered office of the Corporation in the State of Alaska.

Section 4. Notice of Meetings.
Written notice stating the place, day and hour of any meeting of the Membership shall be delivered either personally or by mail, to each Member entitled to vote at the meeting, not less than ten nor more than fifty days before the date of the meeting by or at the direction of the President, or the Secretary, or the Officers. In case of a special meeting, or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation.

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Practice Pointer: The statute does not explicitly permit notice by email despite the fact that email notification is customarily used as the electronic means for notice purposes. First amend the Bylaws to allow for email notification and confirm that all members are able to receive email.

Section 7. Quorum.
One-tenth of the authorized voting members shall constitute a quorum. If a quorum is not present at any meetings of Members, a majority of the Members present may recess the meeting from time to time without further notice. Once a quorum has been established, no departure of a Member or Members shall defeat the quorum, and the Membership may conduct business.

Section 8. No Proxies.
No attendance or voting by proxy is allowed.

Practice Pointer: Alaska law allows members to vote by proxy unless the Articles or Bylaws prohibit it. If you wish to permit the use of proxies, then delete the present Section 8 and insert in its place the following:

Section 8 – Proxies
A member entitled to vote may vote by proxy. The proxy shall be in writing and executed by the member granting it, or by the attorney-in-fact for the member. A proxy is not valid after eleven months from the date of its execution.

Note that the statute does not yet permit the practice of voting by email. However, if the nonprofit corporation allows for voting by proxy, it could provide for accepting those proxies in the form of a PDF or fax.

Section 9. Manner of Acting.
At a meeting at which a quorum is present the majority of the votes represented at the meeting is the act of the Membership. If voting is by mail, a vote of a majority of a quorum of the membership is the act of the Membership.

Article IV – Board of Directors

Section 1. General Powers.
The affairs of the Corporation shall be managed by its Board of Directors ("Board").

Section 2. Number, Tenure, and Qualifications.
The number of Directors is, provided however that the Board shall be at least three and no more than members. Each director shall hold office for a _____ year term and until his or her successor shall have been elected and qualified. No amendment of these Bylaws reducing the number of Directors shall reduce the terms of any incumbent Director. Each Director shall be a Member of the Corporation.

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Practice Pointer: The Bylaws may establish other qualifications for membership of the board.

Practice Pointer: Many corporations are intended from their incorporation to have directors with staggered terms or amend their articles to provide for such terms. In this event, the Bylaws may provide as follows, using as an example a board of three directors;

"The number of Directors shall be three with each serving a staggered term. At the first meeting of the Board of Directors (or at the first meeting of the Board of Directors after the adoption of the amendment to provide for staggered terms and the election of directors) the Directors shall draw lots for a one-year term, a two-year term and a three-year term. Each director will serve the term drawn. All subsequently elected directors shall be elected to a three-year term and shall serve until their successor has been elected and qualified."

The Bylaws may also provide for two-year staggered terms, with half of the directors being elected each year. It is not recommended that the term for directors exceed three years.

Section 3. Term Limits. No individual may serve more than ____ consecutive terms as Director.

Practice Pointer: This section is optional. It is recommended that each separate term for directors not exceed three years.

Section 4. Annual Meetings.
The Annual Meeting of the Board of Directors shall be held without notice other than this Bylaw, immediately after, and at the same place as, the Annual Meeting of Membership.

Section 5. Regular Meetings.
The Board of Directors may provide by resolution the time and place, either within or outside of the State of Alaska, for the holding of additional regular meetings of the Board. Notice of those meetings shall be given in a manner reasonably calculated to reach Directors on a timely basis.

Section 6. Special Meetings.
Special meetings of the Board of Directors may be called by or at the request of the President, the presiding officer or any [three, four, five, etc.] of the Directors. The officer or directors to call a special meeting shall specify a place, either within or outside of the State of Alaska, as the place for holding the special meeting.

Section 7. Notice of Special Meetings.
Notice of any special meeting of the Board of Directors shall be given to each Director at his or her address as shown by the records of the Corporation at least two days in advance by

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written notice, delivered personally or by electronic means or at least seven days in advance if sent by mail. If mailed, notice shall be deemed to be delivered when deposited in the United States mail.

See the Practice Pointer for section Article III, Section 4.

Section 8. Waiver of Notice.
Any Director may waive notive of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the board need to be specified in the notice.

Practice Pointer: The statute allows for the Bylaws to include a provision requiring that notice include notice as to actual business to be transacted.

Section 9. Quorum.
A majority of the authorized seats on the Board of Directors shall constitute a quorum for the transaction of business at any meetings of the Board. If a quorum is not initually present, a majoirty of the Directors present may postpone the convening of the meeting later on the same day at the same location without further notice.

Once a quorum is established, the Board may continue to conduct business despite the withdrawal of a Director or Directors.

Section 10. Manner of Acting.
The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 11. Vacancies.
Any vacancy occurring in the Board of Directors and any Directorship to be filled because of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. No vacancy shall continue for longer than six months or until the next annual meeting of the Membership, whichever occurs first.

Section 12. Compensation.
Directors shall not receive salaries for their services, but by resolution of the Board, may receive a fixed sum and expenses for attendance at each regular or special meeting of the Board. However, nothing in this section shall prevent any director from serving the Corporation in another capacity and being compensated for that service.

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Practice Pointer: There are inherent problems for employees or contractors to be directors. Also, the Corporation should consult an adviser as to more extensive provisions for those corporations planning to routinely compensate board members for attendance.

Section 13. Informal Action by Directors.
Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

Section 14. Standards of Conduct for Directors.

(a) A director shall perform his or her duties, including the duties as a member of a committee: (1)in good faith; (2) with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and (3)in a manner the Director reasonably believes to be in the best interests of the Corporation.
(b) In performing his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
    i. one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
    ii. legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
    iii. a committee of the Board of which the director is not a member, as to matters within its purview, if the director reasonably believes the committee merits confidence.
(c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.

Section 15. Conflicts of Interest.
A director shall disclose all conflicts of interest and may not act in matters in which he or she has a substantial and material conflict of interest.

i. Conflict of Interest Defined.
A director shall be considered to have a conflict of interest if he or she or a member of his or her immediate family:
    i. has an economic interest in a transaction which is the subject of proposed action by the Corporation and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the Corporation;
    ii. is a member or holds a significant interest in another entity that is the subject of the proposed action by the Corporation;

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iii. is a member of the Board of Directors (or other governing body), or an officer or manager of another entity that is the subject of the proposed action by the Corporation; or,

iv. is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the corporation.

However, a Director does not have a Conflict of Interest where the interest of the Director or his or her immediate family is no different than that of Members of the Corporation generally or of other Directors.

ii. Determination of Substantial and Material Conflict of Interest.
When a Director has a potential Conflict of Interest, the Director shall notify the Board of Directors before the Board considers the matter with respect to which the actual or potential conflict exists, of all material facts concerning the nature of the Conflict of Interest. The existence of a Conflict of Interest shall be recorded in the minutes of the meeting of the Board of Directors.

The Board shall determine if a particular Director has a substantial and material Conflict of Interest under this Section. The issue shall be voted on by the Directors who do not have a Conflict of Interest on the matter to be considered. The Director with a Conflict of Interest shall not participate in the discussion of the conflict and shall abstain from voting on the issue of the conflict and shall leave the meeting while the disinterested Directors discuss and vote on the conflict. However, the Director may be counted in determining the presence of a quorum at the meeting at which the Board of Directors considers the matter giving rise to the conflict.

The Membership may void an Action of the Board of Directors when the action included participation of a Director with a Conflict of Interest, upon a showing that (i) the vote of the disinterested Directors present at the meeting and voting, would have been insufficient to take the challenged action without the inclusion of the vote of the Director who had the Conflict, and (ii) the action taken was unfair to the Corporation.

iii. Disqualification of Director.
If a majority of the voting Directors votes that a substantial and material Conflict of Interest exists, then the Director shall be disqualified from discussing or voting on the matter in which he or she has a substantial and material Conflict of Interest.

Section 16. Rules of Procedure.
The Board of Directors may adopt rules of procedure for meetings of the Membership, the Board of Directors, and Committees of the Corporation consistent with these Bylaws.

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Article V – Officers

Section 1. Officers.
The Officers of the Corporation shall be elected from and by the Board of Directors, and shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may elect or appoint other necessary officers and assistant officers and agents and designate their duties. The officers have the authority and perform the duties prescribed by the Board of directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. Any Officer who leaves the Board will no longer be eligible to serve as an officer.

Practice Pointer: If provided in the Bylaws, not all officers have to be directors.

Also, despite common practice to the contrary, the term "President" as used in Alaska Statutes assumes that the President if the chairman of the board and a volunteer, not a staff member.

Section 2. Election and Term of Office.
The Officers of the Corporation shall be elected [annually/other] by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at the Annual Meeting, the election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor has been duly elected and qualified.

Practice Pointer: It would depend upon the term of the board. If you have board members elected every year then officers should be elected yearly, if the requirement is that officers must be directors.

Section 3. Vacancies.
A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors at any regular or special meeting for the unexpired portion of the term.

Section 4. President.
The President shall be the principal officer of the Corporation and shall preside at all meetings of the Membership and of the Board of Directors; may sign, with the Secretary or any other proper officer of the Corporation, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of President and other duties as may be prescribed by the Board of Directors.

Practice Pointer: President in this instance and in the Alaska Statues is the functional equivalent of Chair of the Board.

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Section 5. Vice President.
In the absence of the President or in event of his or her inability or refusal to act, a Vice President (or in the event there is more than one Vice President, the Vice President in the order of election) shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as assigned by the President or by the Board of Directors.

Section 6. Secretary.
The Secretary is responsible for the minutes of the meetings of the Membership and of the Board of Directors and committees having any of the authority of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation; keep a register of the name and address of each Member; and in general perform all duties incident to the office of Secretary and other duties as assigned by the President or by the Board of Directors.

Section 7. Treasurer.
The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in the banks, trust companies or other depositories selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and other duties as assigned by the President or by the Board of Directors.

Section 8. Removal.
Any officer elected or appointed by the Board of Directors may be removed by the vote of a majority of the members of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but removal shall be without prejudice to the contractual rights, if any, of the officer so removed. Election or appointment of an officer or agent does not of itself create contract rights.

Article VI -- Committees

Section 1. Committees.
The Board may appoint any committees that it deems necessary. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be established by resolution of the Board. Except as otherwise provided in that resolution, the President of the Corporation shall appoint the committee members. Any member may be removed, without cause stated, by the person or persons authorized to appoint the member whenever, in the judgment of the appointing authority, the best interests of the Corporation is served by the removal.

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Section 2. Term of Office.
Each member of a committee shall continue as a member of the committee until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee is terminated sooner or unless the member is removed from the committee or no longer qualifies as a member of the committee.

Section 3. Chairperson.
One member of each committee shall be appointed chairperson by the appointing authority.

Section 4. Quorum.
Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Practice Pointer: If you have an Executive Committee it is imperative that you have a quorum standard. If it is an advisory committee, then the quorum is not an overriding concern as long as you have enough representation to provide the benefit of the committee.

Section 5. Rules.
Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

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Practice Pointer: An Executive Committee is optional. A sample section is provided in the event that one is to be created. However, many nonprofit consultants in Alaska recommend moving away from using an Executive Committee and instead have only two standing committees: a Finance Committee and a Board Development or Enrichment Committee as described below:

Sample Section. Executive Committee.
The Board of Directors may, by resolution, create an Executive Committee and establish the membership and duties of the committee. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation to the extent provided in that resolution. However, it shall not have the authority to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any committee or any Director or officer of the Corporation; amend the Articles of Incorporation; restate Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage property or assets of the Corporation; authorize the voluntary dissolution of the Corporation; or amend, alter or repeal any resolution of the board of Directors which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee. The designation and appointment of an Executive Committee and the delegation of authority to it shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed up the Board of any Director by law.

Sample Section 1. Finance Committee.
The Finance Committee is responsible for monitoring the financial status of the Corporation, and reporting to the Board. The Finance Committee will do the following:

A. At each regular meeting of the Board, report to the Board on the current financial condition of the Corporation.

B. Insure the integrity of the Corporation's financial records, which it shall do by:

1. Selecting annually a firm of independent accountants to examine, upon ratification of the Board, the accounting records and financial statements of the organization;
2. Reviewing the results of the annual audit or review, as well as any recommendations pertaining to accounting practices, policies and procedures, and making appropriate recommendations to the Board;
3. Periodically reviewing the adequacy and effectiveness of the Corporation's internal systems of controls and financial reporting procedures and making reports about these reviews to the Board; and
4. Making any further investigations to inform itself as to the conduct of the Corporation's financial affairs.

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C. The Finance Committee shall consist of the treasurer and at least ___ other Board members. At least one committee member shall have accounting or other equivalent experience and expertise.

Sample Section 2. Board Enrichment Committee.
The Board Enrichment Committee is responsible for the corporate health and effectiveness of the Board. Its responsibilities include identifying and recommending to the Board the optimum mix of Board members. The Committee also is responsible for Board development, which includes training new Board members as well as ongoing Board training and evaluation. The Board Enrichment Committee also is responsible for seasonably reviewing the Corporation's Bylaws and practices and recommending any changes it deems appropriate related to Board structure or operations. By way of example, the Board Enrichment Committee should periodically review the manner in which meetings are conducted, the size of the Board, the responsibilities of the Board officers, the use of both standing and ad hoc committees.

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Organizations with a significant budget should consider having an independent Audit Committee.

Article VII – Contracts, Checks, Deposits and Gifts

Section 1. Contracts.
The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers expressly authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.
All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the officer or officers, agent or agents of the Corporation and in a manner determined by resolution of the Board of Directors.

Section 3. Deposits.
All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Practice Pointer: The Board should adopt financial guidelines for the management of funds and its bank accounts.

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Section 4. Gifts.
The Board of Directors or its designee may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation so long as the contribution, bequest or devise is consistent with the gift acceptance policy adopted by the Board of Directors. In the absence of a gift acceptance policy, the Board shall exercise due diligence in determining that acceptance of the contribution, gift, bequest or device is in the best interest of the Corporation.

Article VIII –Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Membership, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Article IX – Fiscal Year

The fiscal year of the Corporation shall begin on the [1st day of July and end on the 30th day of June] in each year.

Practice Pointer: Check with your accountant as to whether you are required to use a fiscal year or whether you use a calendar year.

Article X – Indemnification

Section 1. Duty to Indemnify.
Subject to the sections below, the Corporation shall defend, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of or arising from the fact that the person is or was a director, officer, employee or agent of the Corporation against costs and expenses (including attorney's fees) of the suit, action or proceeding, judgments, fines, and settlements actually and reasonably incurred in connection with the action, suit or proceeding if:

i. the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, or

The termination of any action, suit or proceeding shall not of itself create a presumption

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that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to a criminal action or proceeding, a presumption that the person did not know and had no reasonable cause to believe that the conduct was unlawful.

Section 2. Denial of Right to Indemnification.

Subject to the provisions of Sections 5 and 6 below, or unless otherwise ordered by a court, indemnification and defense under section 1 of this article may only be made by the corporation upon a determination by the board that defense and indemnification of the director, officer, employee, or agent, is proper under the circumstances because the person has met the standard of conduct set forth in Section 1 of this Article, provided however, no person may receive defense or indemnification in those matters in which that person was adjudged to be liable for negligence or misconduct in the performance of corporate duties. In the case of any challenge to the propriety thereof, the person shall be afforded a fair opportunity to be heard as to that determination. Defense and indemnification payment may be made, subject to repayment upon ultimate determination that defense and indemnification is not proper.

Section 3. Determination. The determination described in Section 2 shall be made:

i. by the Board of Directors by a majority vote, or
ii. by independent legal counsel, if directed by the Board of Directors by a majority vote of disinterested directors or in the absence of a quorum.

Section 4. Successful Defense.
Notwithstanding any other provisions of Sections 1, 2 or 3 of this Article, but subject to the provisions of Section 5 below, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 of this Article, or in defense of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

Section 5. Condition Precedent to Indemnification.
Any person who desires to receive defense and indemnification under this Article shall notify the Corporation reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in Section 1 and that the person intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the President of the Board of the Corporation at the principle office of the Corporation or, in the event the notice is from the President, to the Secretary of the Corporation. Notice need not be given when the Corporation is notified by being named a party to the action.

Section 6. Insurance.
The Board of Directors, in its discretion, may purchase insurance coverage for the risks described in this Article. To the extent that such an insurance policy (or policies) provides

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coverage where this Article does not, a director seeking indemnity shall have the benefit of that coverage, and the rules set out in this Article shall apply to any deductible or co-insurance requirement, or to any claims in excess of policy limits.

Section 7. Former Officers, Directors, Etc.
The indemnification provisions of this Article shall be extended to a person who has ceased to be a director/Director, officer, employee or agent as described above and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.

Section 8. Purpose and Exclusivity.
The defense and indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Members or Board of Directors, or otherwise. The purpose of this Article is to augment, pursuant to AS 10.06.490(f), the provisions of AS 10.20.011(14), and the other provisions of AS 10.06.490.

Section 9. Limitation of Liability.
If set forth in the Articles of Incorporation, no director/Director of this corporation shall have any personal liability to the Corporation for monetary damages for the breach of fiduciary duty as a director/Director except as provided in AS 10.20.151(d) and (e).

Article XI – Seal; Shares of Stock; Loans

Section 1. Seal. The Corporation shall have no seal.

Section 2. Shares of Stock. The Corporation may not issue shares of stock nor pay dividends.

Section 3. Loans. The Corporation may not make loans to its officers or Directors.

Practice Pointer: Expense reports, company credit cards, etc. which have not been filed might be treated as a loan from the Corporation to the individual.

Note that in some Corporations, Boards are required to include consumers or clients as members of the Board of Directors. In that instance, a provision might be included to create an exception to allow for loans that are in the normal course of the core purpose of the Corporation for those consumers or clients sitting on the Board of Directors, (e.g. a home loan for a client and Board member of a low-income housing organization that requires Board membership from clients.

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Article XII – Waiver of Notice

Whenever any notice is required to be given under the provisions of the Alaska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver, in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

Article XIII – Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at a meeting.

Practice Pointer: Have your tax counsel review your articles of incorporation and your bylaws in order to determine whether any additional provisions are required.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned Secretary of _____does hereby certify that the above and foregoing Bylaws were duly adopted [amended] by the Board of Directors on the____ day of_____, 201_.

Secretary

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