



# City of Valdez

212 Chenega Ave.  
Valdez, AK 99686

## Meeting Agenda

### City Council

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Tuesday, April 4, 2023

6:00 PM

Council Chambers

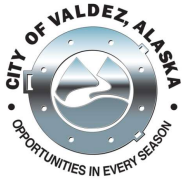
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#### Museum Corporation Meeting

#### MUSEUM CORPORATION AGENDA - 6:00 pm

##### CORPORATIONS

1. [Approval of Amendment to Article IX \(b\) Articles of Incorporation of the Valdez Museum and Historical Archive Inc.](#)
2. [Approval of Amendments to the Bylaws of the Valdez Museum and Historical Archive, Inc.](#)
3. [Appointment to Valdez Museum & Historical Archive Board of Directors, Applicant: Jim Shirrell. Postponed on 3/21/23.](#)
4. [Appointment to Valdez Museum & Historical Archive Board of Directors, Applicant: Karen Allred](#)



## Legislation Text

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**File #:** 23-0141, **Version:** 1

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**ITEM TITLE:**

Approval of Amendment to Article IX (b) Articles of Incorporation of the Valdez Museum and Historical Archive Inc.

**SUBMITTED BY:** Elise Sorum-Birk, Deputy City Clerk

**FISCAL NOTES:**

Expenditure Required: n/a

Unencumbered Balance: n/a

Funding Source: n/a

**RECOMMENDATION:**

n/a

**SUMMARY STATEMENT:**

Article IX(b) states "The Board of Directors shall consist of eleven (11) persons" the proposed amendment to this section would read "The Board of Directors shall consist of nine (9) persons" instead to align with proposed bylaw changes.

Under Article X of the VMHA Articles of Incorporation Membership of the Museum Corporation may amend the Articles of Incorporation with an affirmative vote of 4 members.

After approval the City Clerk's office will file the amendment paperwork with the State of Alaska Division of Corporations, Business and Professional Licensing.

Filed for Record  
State of Alaska

DEC 20 1995

## ARTICLES OF INCORPORATION

### OF THE

Department of Commerce  
and Economic Development

## 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;

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**Articles of Incorporation: Valdez Museum & Historical Archive Association, Inc.**

(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.

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**Articles of Incorporation: Valdez Museum & Historical Archive Association, Inc.**

(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.

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Articles of Incorporation: Valdez Museum & Historical Archive Association, Inc.

# 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

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Articles of Incorporation: Valdez Museum & Historical Archive Association, Inc.

#### ARTICLE VII INCORPORATION

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

<u>NAME</u>	<u>ADDRESS</u>
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.

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**Articles of Incorporation: Valdez Museum & Historical Archive Association, Inc.**

(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.



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**Articles of Incorporation: Valdez Museum & Historical Archive Association, Inc.**

**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.

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Articles of Incorporation: Valdez Museum & Historical Archive Association, Inc.

DATED THIS 11th day of December, 1995.

BY:

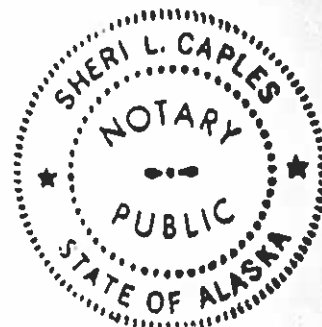
John L. Harris [Signature]  
 Phil Hubbard [Signature]  
 Richard Dunkin [Signature]

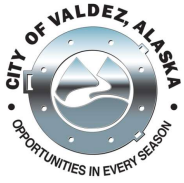
INCORPORATORS OF  
 THE VALDEZ MUSEUM AND HISTORICAL ARCHIVE  
 ASSOCIATION

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 [Signature]  
 Notary Public in and for Alaska  
 My Commission Expires 7-9-97





## Legislation Text

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**File #:** 23-0142, **Version:** 1

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**ITEM TITLE:**

Approval of Amendments to the Bylaws of the Valdez Museum and Historical Archive, Inc.

**SUBMITTED BY:** Elise Sorum-Birk, Deputy Clerk

**FISCAL NOTES:**

Expenditure Required: n/a

Unencumbered Balance: n/a

Funding Source: n/a

**RECOMMENDATION:**

VHMA Board of Directors recommends approval of proposed changes.

**SUMMARY STATEMENT:**

The Valdez Museum and Historical Archive (VMHA) Board of Directors created a subcommittee to review and suggest amendments to the bylaws of the Valdez Museum and Historical Archive Association, Inc. (Museum Corporation). This subcommittee did a careful review of the bylaws and worked closely with the City of Valdez's legal counsel and the Clerk's Department in drafting the proposed changes.

The proposed changes add a Code of Ethics mirroring the language found in VMC 2.24 on the topic, clarify language around remote attendance and alter the board of directors' composition by reducing the size from 11 to 9 members.

The VMHA Board of Directors reviewed these changes at their March 2023 Meeting and have forward their recommendation to the Museum Corporation membership for consideration.

It is the purview of the Museum Corporation (City Council acting in their capacity as Corporate Members) to approve any changes to VMHA bylaws.

The proposed changes to the number of members on the board of directors also requires an amendment to the corporation's Articles of Incorporation.

# 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. 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.

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.

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 Statute 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
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.

## Article VIII

### BOARD OF DIRECTORS

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~~ eleven, 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.<sup>2</sup>

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: ~~A Director may be removed by an affirmative vote of the majority of the Corporate Membership. 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 quorum present at a regular or special meeting. The motion to declare a Director position vacant shall include a recommendation to fill the vacancy as outlined in Section 3 above.~~
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 by the Secretary in writing to all Board members. Notice shall be given not less than ~~ten~~ 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. An emergency

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.

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

*Sec. 7 Quorum:* A quorum for the transaction of business of any meeting of the Board of Directors shall consist of ~~six~~ five of the voting membership. ~~Once established, A quorum must be present at all times to conduct official business. is valid for the remainder of the meeting so long as at least six voting Members are present.~~

*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.

1. Any Director(s) not able to attend a particular meeting must notify their Executive Director as far in advance as possible.
2. A 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 ~~Chair~~ or other Director ~~member~~ 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 ~~establish~~ verify all remote connections prior to call to order. ~~the telephone connection when the call to order is imminent.~~
5. A Director(s) participating by telephone or virtual platform shall be counted as present for purposes of discussion, and voting.
6. Director(s) ~~The member~~ 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. ~~The~~ 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) members participating remotely. ~~by telephone.~~
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 ~~member~~ 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



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

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 worksession of the committee

## *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<sup>3</sup> terms. 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 thereof shall 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 insure 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.



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

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 or by the Museum Board of Directors.

## 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 ~~board members~~. 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.

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

- 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 VMHA 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

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 authorized 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.

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

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

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.

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

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.

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

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 a 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.

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

## *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.



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

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.

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

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.



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

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.

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

- 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.

### *Article ~~XIV~~ 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.

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

## Sec. 2 Policy:

1. The Members, Directors, Executive Directors, 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. 4 ~~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 ~~XIV~~ **XV**, Conflict of Interest
3. Has agreed to comply with Article ~~XIV~~ **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 ~~XIV~~ **XVI**

### FISCAL YEAR

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

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

## Article ~~XIV~~ 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 reasonably 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 favor 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.

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

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 in 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 Chairman 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 the provisions of this article.

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

Sec. 8 Former Members, Officers, Directors, etc.: The indemnification provisions of this article shall be extended to 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 the breach 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.

### ~~Article XVII~~ 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 XIII~~ XIX

## AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-laws adopted by an affirmative vote of six of 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.

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

## End Notes

Amendment 97-1 adopted 3/16/97 by Members: Article V, Sec 2 changing the annual Meeting from September to October.

Amended again on 1/22/01 by Members: changed the annual meeting date to any time in October.

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

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.

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.

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

Amendment 13-3 adopted 8/5/13 by Members: Art VIII, Sec 5 agenda and notice of meetings. Amendment 13-4 adopted 8/5/13 by Members, Art IX, Sec 4 duties of officers.

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

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.

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

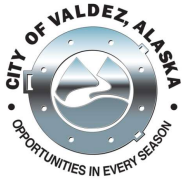
Amendment 13-7 adopted 8/5/13 by Members, Art XIII, Bylaws may be altered, amended, repealed and new By-laws adopted by an affirmative vote of six of the Members of the Corporation.

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

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

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## Legislation Text

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**File #:** 23-0092, **Version:** 1

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**ITEM TITLE:**

Appointment to Valdez Museum & Historical Archive Board of Directors, Applicant: Jim Shirrell.  
Postponed on 3/21/23.

**SUBMITTED BY:** Elise Sorum-Birk, Deputy City Clerk

**FISCAL NOTES:**

Expenditure Required: N/A  
Unencumbered Balance: N/A  
Funding Source: N/A

**RECOMMENDATION:**

N/A

**SUMMARY STATEMENT:**

Multiple vacancies currently exist on the VMHA board of directors. The City Clerk's Office advertised the vacancies and received one application:

Jim Shirrell for a regular three-year term expiring in January of 2026.

At the VMHA Corporation meeting on 3/21/23 a motion to postpone this appointment to the next regular meeting of the VMHA Corporation on 4/4/23 was unanimously approved.





## APPLICATION FOR APPOINTMENT TO BOARD OR COMMISSION

BOARD/COMMISSION - Valdez Museum & Historical Archive Association

DATE - February 16, 2023

NAME - Jim Shirrell

RESIDENCE ADDRESS [REDACTED], Valdez Alaska, 99686

MAILING ADDRESS [REDACTED], Valdez Alaska, 99686

EMAIL ADDRESS - [REDACTED]

TELEPHONE NUMBER Daytime [REDACTED] Evening [REDACTED]

OCCUPATION Commercial Analyst / Contract Administrator EMPLOYER Retired

Please check the main reason(s) for applying for appointment to this board/commission:

- ☒ I have expertise that I want to Contribute.  
☒ I am interested in the activities that the board/commission handles.  
☒ I want to participate in local government.  
☐ I am strongly concerned with better government.  
☐ I want to make sure my segment of the community is represented.  
☐ Other: \_\_\_\_\_

### Please Explain

I am a current Board Member (expired January 31, 2023). I am applying to continue. I am a long-term supporter of the Valdez Museum & Historical Archive Association's mission. The Museum performs a critical function in its role to save & chronicle Valdez's history and provide a significant contribution to our tourism market. I believe that I can continue contributing value to the Board in delivering on the Museums mission.

**Attached is an outline of education, work and volunteer experience.**

### Education:

BA - Law and Justice, Central Washington University •

MBA - Willamette University



**Employment Experience:**

**Retired** as of 2015

**Teck Alaska Resources**, Red Dog Mine, Northwest Arctic Borough Contracts Administrator, 2010 – 2014

**Alyeska Pipeline Service Company**, Valdez Marine Terminal & SERVS: Business Analyst, Buyer, Sourcing Coordinator, Sector Mgr, 1995 – 2009

**First National Bank of Alaska** 1985 – 1994, Valdez Branch Manager 89-94 Valdez

**Public Service:**

Valdez Museum & Historical Archive Association 2020 – 1/31/2020

Valdez Economic Development Commission – 2020 - present

Valdez City Council, 6 terms – 4 in late 90's early 2000's, 2- 2015/19

Valdez Senior Center Board, Manager (Volunteer) / President 1.5 years / Treasure to 2015-16

Alaska Gas line Port Authority – retired / closed 2022

COV Permanent Fund Committee off & on 1996- Present

(2) Mayor's Task Force for Health Care Planning 2012-13 & 2021

Valdez Schools Budget Committees, late 90's - early 2000's

Valdez Hospital Design / Construction Task Force

Valdez Planning & Zoning, 1992-96

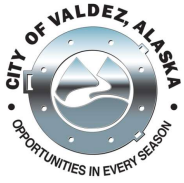
Valdez Medical Clinic Design / Construction Task Force

Valdez Convention & Visitor Bureau Board, 1990 to 95

**How did you learn of this vacancy?** Renewal of Current Board Position

Signature

\*\*\* Please return this form to the Office of the City Clerk, P.O. Box 307, Valdez, AK 99686 or email to [COVboards@valdezak.gov](mailto:COVboards@valdezak.gov) \*\*\*



## Legislation Text

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**File #:** 23-0134, **Version:** 1

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**ITEM TITLE:**

Appointment to Valdez Museum & Historical Archive Board of Directors, Applicant: Karen Allred

**SUBMITTED BY:** Elise Sorum-Birk, Deputy City Clerk

**FISCAL NOTES:**

Expenditure Required: N/A

Unencumbered Balance: N/A

Funding Source: N/A

**RECOMMENDATION:**

N/A

**SUMMARY STATEMENT:**

Multiple vacancies currently exist on the VMHA board of directors. The City Clerk's Office advertised the vacancies and received one additional application:

Karen Allred for a regular three-year term expiring in January of 2026.

## Application Form

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### Profile

Karen

First Name

Allred

Last Name

Email Address

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### Valdez Mailing Address (PO BOX # or HCI BOX #)

Home Address

Suite or Apt

City

State

Postal Code

Primary Phone

Alternate Phone

Independent Contractor/ Ship  
Agent

Employer

Alyeska Pipeline/ AK Priority  
Expediting

Occupation

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### Which Boards would you like to apply for?

Valdez Museum &amp; Historical Archive Association Board of Directors: Submitted

Question applies to Valdez Museum &amp; Historical Archive Association Board of Directors

**There are multiple vacancies on the Valdez Museum & Historical Archive Board (three seats for a full term and one seat for a partial term). Do you prefer a two or three year term? Or do you have no preference? \***

☒ No preference

Question applies to multiple boards

**Required Time Commitment: All board/committee members and commissioners are expected to (1) be physically present at most, if not all, board/committee or commission meetings and (2) review agenda materials prior to arriving for the meeting to be best prepared for discussion and decision making. Are you aware of the time commitment involved in serving on this particular board, committee, or commission? Are you willing and able to commit to regular meetings plus work sessions every month for your full term?**

Yes, absolutely. I previously served on the Board of the Valdez Museum and Historical Archive. Being a dependable and engaged member of the Board of Directors was of sincere importance to me and I endeavored to attend every meeting.

How did you learn about this vacancy?

☒ Other

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## Interests & Experience

Why are you interested in serving on a City of Valdez board or commission?

I strongly believe in supporting organizations that positively impact the community where one lives. I've maintained my sustaining membership to the Valdez museum over the years because I believe in the skill, knowledge and vision of the Museum Director Patty Relay and her wonderful team of exceptional professionals. It would be an honor to assist the Museum in achieving their goals and to be a champion of their efforts!

Please outline your education, work, and volunteer experience which will assist you in serving on a City of Valdez board/commission.

For nearly twenty years, I have been a maritime professional and licensed Captain. My career has provided me opportunities to expand my communication and leadership skills. I have extensive experience with public speaking, event coordination, project management, fundraising and community outreach. Volunteering is a personal value and I previously served on the steering committee for the Valdez Avalanche Center and the Valdez Museum Board of Directors. In addition, I volunteered for organizations in my hometown of Seattle, WA such as the Seattle Humane Society, Lifelong AIDS Alliance/Chicken Soup Brigade, Children's Hospital and the United Way of King County.

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[Hospitality-Professional--Event-Coordinator.pdf](#)

Upload a Resume or Letter of Interest