

ALASKA HISTORICAL SOCIETY BYLAWS

(As adopted at the organizational meeting held in Anchorage, Alaska, November 18 and 19, 1967; and amended at Cordova, November 3 and 4, 1973; Kenai, April 7, 1977; Anchorage, June 24, 1982; and Cordova, October 22, 1988; and Unalaska, September 18, 2009.)

ARTICLE I – NAME

The organization incorporated under the Laws of the State of Alaska shall be known as the Alaska Historical Society.

ARTICLE II – REGISTERED OFFICE

The registered office of the Society is to be located in Anchorage, Alaska.

ARTICLE III – DURATION

Existence of the Society shall be as of the date of the filing and recording of the Articles of Incorporation with the Department of Commerce, Juneau, Alaska. The duration of the Society shall be perpetual.

ARTICLE IV – PURPOSE

The Alaska Historical Society is dedicated to the greater understanding of Alaska history. The statewide organization is a forum for the exchange of ideas and information about Alaska's past. It encourages the preservation and interpretation of historic resources while at the same time seeking to educate Alaskans about their shared heritage. The society seeks to inspire all Alaskans to place a high priority on Alaska history for its intrinsic value and for its lessons which can guide policy decisions for the future.
April 2007

ARTICLE V – DIRECTORS

Section 1. Duties. The business and property of the corporation shall be managed by a Board of Directors consisting of fifteen (15) members of the corporation elected by the membership of the corporation.

Section 2. Election. Election to the Board of Directors shall be by letter ballot mailed to all individual members of the corporation at least thirty (30) days prior to the annual meeting. Deadline for receipt of ballots shall be at least one week prior to the annual meeting. Each year one third of the members of the Board shall be elected to three years terms. The rotation of the seats was established by the first Board of Directors.

Section 3. Terms. Terms begin immediately upon adjournment of the annual business meeting at which the election results are announced. All terms expire at the end of the annual business meeting of the corporation concurrent with the end of the set term.

Section 4. Succession. Each director will be eligible to be elected to two consecutive terms. A lapse of one year must occur before a member is eligible for re-election after serving two consecutive terms.

Section 5. Board Meetings. There shall be at least one board meeting each year. The first board meeting of the year shall be immediately after the annual business meeting at which time officers will be elected. Additional meetings may be held at the call of the president or upon petition of any five board members.

- (a.) Quorum. A majority of members of the Board of Directors shall constitute a quorum at any meeting of said Board.
- (b.) Notice. Notice shall be given to all board members at least three days in advance of a meeting.
- (c.) Audio conferences. Meetings may be by audio conference. Requirements for notice and a quorum are not affected.

Section 6. Action between board meetings. If and when the directors shall consent in writing to any action to be taken by the corporation, such action shall be valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 7. Power to elect officers. Members of the Board of Directors shall annually elect a President, a Vice President, a Secretary, and a Treasurer from the membership of the board at the first board meeting immediately after the annual business meeting of the corporation.

Section 8. Power to appoint other officers and agents. The President shall appoint, subject to ratification by the Board of Directors, such other officers and agents as the board shall deem necessary for the transaction of the business of the corporation.

Section 9. Removal.

- (a.) Removal of officers or agents for cause. Any officer or agent of the corporation may be removed by two-thirds vote of the Board of Directors.
- (b.) Removal of directors for cause. Any director of the corporation may be removed by two-thirds vote of the membership.
- (c.) Removal for non-participation. The position of any director who attends no meetings of the board or the Society and does not participate in the activities of

the board in any other way for a period of one consecutive year may be declared vacant by a quorum of the board.

Section 10. Power to fill vacancies. The President of the Board of Directors shall have the power to fill any vacancy in the position of any director occurring for any reason whatsoever, which shall arise during the interim between annual meetings of the members of the corporation. The term of such appointee shall expire at the next annual meeting of the members of the corporation. The appointee may then be elected to the board in the same manner as any other board member may be elected.

Section 11. Power to require bonds. The members of the Board of Directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of duties on behalf of the corporation. The cost of securing such bond shall be borne by the corporation.

Section 12. Compensation. No director of the corporation shall receive any salary, compensation, or emolument for services on behalf of the corporation.

ARTICLE VI – OFFICERS

Section 1. President. The President shall be elected by and from the members of the Board of Directors at the first board meeting following the annual business meeting of the corporation. The President shall be the chief executive officer of the corporation; shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board of Directors are carried out; shall be an ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the president of a corporation. The President shall preside over meetings of the corporation.

- (a.) In the event the retiring president does not have a continuing seat on the Board of Directors, he or she will hold an ex-officio seat without vote for one year.

Section 2. Vice President. There shall be one Vice President elected by and from the membership of the Board of Directors at the first board meeting following the annual business meeting of the corporation. The Vice President shall perform the duties, and exercise the powers of the President during the absence or disability of the President. If the position of President becomes vacant during the President's term, the Vice President shall complete the term. The Vice President serves on the Executive Committee.

Section 3. Secretary. The Secretary shall be elected by and from the membership of the Board of Directors at the first board meeting following the annual business meeting of the corporation. The Secretary shall attend all meetings of the Board of Directors and of the Executive Committee and shall record, and preserve true minutes of the proceedings of all meetings of the corporation. The Secretary shall have custody of the seal of the corporation and shall affix said seal to all instruments when its use is required. The

Secretary shall give notices of all meetings and shall perform such other duties as may be delegated by the President, the Executive Committee, or the Board of Directors.

Section 4. Treasurer. The Treasurer shall be elected by and from the membership of the Board of Directors at the first board meeting after the annual election. The Treasurer shall have responsibility for oversight of corporate funds and securities, and shall provide regular reports to the Board of Directors, or whenever requested by the President or Board of Directors, of the status of various accounts of the Society. The Treasurer shall prepare an annual budget for the consideration of the Board of Directors to adopt. The Treasurer shall chair the Finance Committee, and shall serve on the Executive Committee of the Board of Directors.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. Membership. The Executive Committee shall consist of the President, Vice President, the Secretary, and the Treasurer of the corporation.

Section 2. Authority. The Executive Committee shall have authority to manage and conduct the business and property of the corporation except as limited by law. It shall meet as often as necessary in the judgment of the President, and shall make a full report of its actions at the next meeting of the Board of Directors.

Section 3. Compensation. No member of the Executive Committee of the corporation shall receive any salary, compensation, or emolument for services on behalf of the corporation.

ARTICLE VIII – OTHER COMMITTEES

Section 1. Finance Committee. There shall be a Finance Committee consisting of the Treasurer and not less than two active members of the Society who shall be appointed by the president. It shall be the duty of the committee to arrange for an independent annual financial review, the results of which will be presented to the Board of Directors before the annual business meeting.

Section 2. Election Committee. There shall be an Election Committee of not less than three active members of the Society who shall be appointed by the President. It shall be the duty of the committee to prepare a ballot containing the names of nominees for each vacancy on the Board of Directors, to transmit the ballot to the Secretary for mailing, to receive and tally the ballots, and to report to the President the results of the election prior to the annual business meeting.

Section 3. Alaska Historical Commission Nominations Committee. There shall be an Alaska Historical Commission Nominations Committee of not less than two active members of the Society who shall be appointed by the President. It shall be the duty of this committee to prepare a list containing the names of for each seat on the Commission,

and to report the names of the nominees to the President prior to the annual business meeting.

Section 4. Other Committees. There shall be such other committees as the President or the Board of Directors shall deem proper and expedient; the chair and the membership of which shall be named by the President.

Section 5. Committee Terms. Except as otherwise provided, terms of office of committee members coincide with that of the President who appoints them; subject, however, to reappointment by the incoming President for a similar term.

ARTICLE IX – MEMBERSHIP

Section 1. Classifications of Membership. Membership shall be open to all persons interested in the objectives of the Society. Classifications of the memberships shall be established by the Board of Directors

Section 2. Voting rights. All members shall have voting rights and shall be entitled to one vote. Each member shall have the right to vote by proxy. Each member shall have the right to hold office.

Section 3. Dues. The dues structure shall be established by the Board of Directors. Annual dues shall be payable on January 1 of each calendar year. Failure to pay dues for a period of ninety days after that date shall constitute a delinquency, and delinquent members shall be dropped from the rolls if they fail to pay dues after notification.

Section 4. Benefits of Members. Each member shall be entitled to all benefits of membership.

ARTICLE X – MEETINGS OF THE SOCIETY

Section 1. Notices. Notice of the annual meeting shall be mailed to every member of record at least thirty (30) days prior to the date of the annual meeting.

Section 2. Quorum. The presence of ten per cent (10%) of the members resident in Alaska in person shall constitute a quorum at any membership meeting of the corporation.

Section 3. Annual meeting. During the course of the annual meeting there shall be an annual business meeting of the voting membership of the corporation, at which the officers and committee chairpersons shall submit their annual reports. Any other business of the corporation of concern to the membership shall be carried out.

Section 4. Rules. The rules contained in the most recent edition of *Robert's Rules of Order* shall govern the proceedings of the corporation except when they are in conflict with the bylaws or articles of incorporation.

Section 4. Audio conference meetings. Meetings may be held by audio conference. Requirements for notice and a quorum are not waived.

ARTICLE XI – AMENDMENTS

The bylaws may be amended at a regular or special meeting of the members of the Society called for that purpose, by a vote of two-thirds of the members present at the meeting, provided that at least twenty per cent of the membership of the Society is represented at the meeting either in person or by proxy. No amendment of these bylaws shall be made at a regular or special meeting unless a notice is mailed to each member at the latest address of record at least thirty (30) days before the meeting, stating that it is proposed that these bylaws be amended at the meeting. The amended bylaws shall be executed and acknowledged by the officers of the Society, and shall be filed and recorded in the same place and manner as the original bylaws.

Executed and acknowledged:

Katherine J. Ringsmuth
President

Marilyn Knapp
Vice President

Katie Oliver
Secretary

Karl Gurcke
Treasurer