

# ALASKA HISTORICAL SOCIETY BYLAWS

The Board of Directors approved the revisions on February 2, 2022, and asks the membership to adopt them at the annual business meeting.

(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; Cordova, October 22, 1988; Unalaska, September 18, 2009; and **Anchorage, October 14, 2022.**)

## 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

### PROPOSED NEW LANGUAGE:

**The purpose of the Alaska Historical Society is to encourage creative inquiry into our past, to facilitate and advocate for the sharing of information, ideas and resources related to Alaska history, and to promote the value of history in contemporary life. We believe the history of Alaska is the history of many groups and peoples who have shaped this place, including Alaska Native peoples as the first Alaskans, and those from every continent and population group.**

### EXISTING LANGUAGE:

*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.*

## 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.

### PROPOSED NEW LANGUAGE:

**Section 2. Election.** Election to the Board of Directors shall be by letter ballot and/or electronic message such as email sent to all individual members of the corporation at least 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-year terms. The rotation of the seats was established by the first Board of Directors.

### EXISTING LANGUAGE:

*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 year 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.

### PROPOSED NEW LANGUAGE:

- (c.) Remote source conferences. Meetings may be by audio or video teleconference. Requirements for notice and a quorum are not affected.

### EXISTING LANGUAGE:

- (c.) Audio conferences. Meetings may be by audio conference. Requirements for notice and a quorum are not affected.

### PROPOSED NEW LANGUAGE:

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

### EXISTING LANGUAGE:

*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.

**PROPOSED NEW LANGUAGE:**

- (c.) **Removal for non-participation. Any director who fails to attend three consecutive board meetings over a period of one consecutive year, without an acceptable absence which has been pre-approved by the president, is considered to have resigned from the board.**

**EXISTING LANGUAGE:**

- (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.*

**PROPOSED NEW LANGUAGE:**

**Section 10. Power to fill vacancies.** The President shall have the power to fill a vacancy for a director which may occur for any reason. If the appointee is filling a partial term caused by a director resignation, the appointee shall fill out the remainder of that term. The appointee may then be re-elected to the board in the same manner as any other board member.

**EXISTING LANGUAGE:**

*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.

**PROPOSED NEW LANGUAGE:**

**Section 12. Compensation.** No director of the corporation shall receive a salary, compensation or emolument for services on behalf of the corporation, except through the following procedure. The board may vote to authorize compensation for specific tasks performed by a director if that proposed compensation is publicly noticed in advance, approved by no less than two-thirds vote of a quorum of the directors and recorded in the meeting minutes. Such compensation agreements may be for up to one year and may be renewed.

**EXISTING LANGUAGE:**

*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.

**PROPOSED NEW LANGUAGE:**

- (a.) **In the event the retiring president does not have a continuing seat on the Board of Directors, he or she will hold a voting ex-officio seat for one year and will serve as a member of the executive committee.**

**EXISTING LANGUAGE:**

- (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.

**PROPOSED NEW LANGUAGE:**

**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 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.

**EXISTING LANGUAGE:**

*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

### PROPOSED NEW LANGUAGE:

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

### EXISTING LANGUAGE:

*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.

### PROPOSED NEW LANGUAGE:

Delete existing Section 3 below because already addressed in Article V, Section 12.

### EXISTING LANGUAGE:

*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

### PROPOSED NEW LANGUAGE:

**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 ensure the integrity of the society's financial reports and arrange for an independent annual financial review, the results of which will be presented to the Board of Directors before the annual business meeting.

### EXISTING LANGUAGE:

*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.

### PROPOSED NEW LANGUAGE:

**Section 2. Board Enrichment Committee.** There shall be a Board Enrichment Committee consisting of not less than two active members of the Society appointed by the president which shall be responsible for the corporate health and effectiveness of the board. Its duties shall include identifying and recommending to the Board an optimum mix of board members and preparing a ballot containing the names of nominees for each vacancy on the Board of Directors, to transmit the ballot to the Secretary for distribution, to receive and tally the ballots, and to report to the President the results of the election prior to the annual business meeting. The committee also shall be responsible for board development, training and evaluation and for reviewing the Society's bylaws annually and recommending any changes to the full board.

### EXISTING LANGUAGE:

*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.

### PROPOSED NEW LANGUAGE:

Eliminate section 3-4 and renumber section 5 as 4

*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 four for each seat on the Commission, and to report the names of the nominees to the President prior to the annual business meeting.

### PROPOSED NEW LANGUAGE:

**Section 3. Other Committees.** There shall be such other committees as the President or the Board of Directors deem proper and expedient; the chair and membership of which shall be named by the President.

### EXISTING LANGUAGE:

*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 4. 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 90 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

### PROPOSED NEW LANGUAGE:

**Section 1. Notices.** Notice of the annual meeting shall be provided to every member of record at least 30 days prior to the date of the meeting by standard mail and/or electronic notification such as email and/or posting on the Society's website.

**EXISTING LANGUAGE:**

*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**

**PROPOSED NEW LANGUAGE:**

**The bylaws may be amended at a regular or special meeting of the Society’s Board of Directors called for that purpose, by a vote of two-thirds of the directors present at the meeting, provided that public notice is provided at least 15 days in advance of such**

**a meeting via standard mail and/or electronic notification such as email and/or posting on the Society’s website. The amended bylaws shall be filed and recorded in the same place and manner as the original bylaws.**

**EXISTING LANGUAGE:**

*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:

\_\_\_\_\_  
**David Ramseur**  
**PresidentVice**

\_\_\_\_\_  
**Rachel Mason**  
**President**

\_\_\_\_\_  
**Angela Schmidt**  
**Secretary**

\_\_\_\_\_  
**Erik Johnson**  
**Treasurer**