

BYLAWS
Talkeetna Historical Society, Inc.

Article I - NAME

This organization, incorporated under the Laws of the State of Alaska, shall be known as TALKEETNA HISTORICAL SOCIETY, INC.

Article II - REGISTERED OFFICE

The registered office of the Corporation shall be located in Talkeetna, Alaska.

Article III - DURATION

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

Article IV - PURPOSE

This Corporation shall have as its primary purposes the following:

(A) The Talkeetna Historical Society preserves the character, stories, artifacts, and historic structures of our area. The general purpose shall be to collect, preserve, research, and interpret the heritage of Talkeetna, Alaska, and thereby to foster a deeper understanding and appreciation of our communities history, art, and natural environment by all.

(B) Restrictions - No activity of the Corporation shall support political campaigns on behalf of any candidate for public office; restrict any membership on the basis of race, religion, sexual preference, gender or national origin or do anything to disqualify the tax exempt status pursuant to Sec. 170 (c) (3) of the Internal Revenue Code.

Article V - MEMBERSHIP

Section 1. Membership shall be open to all persons, businesses and organizations interested in the purpose of the Corporation. Memberships are non-transferable and do not allow any rights or interest in the assets or income of the Corporation. The Board shall establish membership categories.

Section 2. Annual dues. The amount required for annual membership dues, and any changes, shall be set by the Board of Directors and approved by the Membership. Any member whose dues are not paid within the first thirty (30) days of the new fiscal year shall no longer be considered an "active member" in good standing and is therefore ineligible to vote.

Section 3. Any member of this Corporation whose dues for the current year have been paid shall be considered an "active member" in good standing.

Section 4. No Proxy Votes are permitted

Article VI - DIRECTORS

Section 1. A Board of Directors consisting of seven (7) Directors elected by the membership shall manage the business and property of the Corporation. When and if necessary, the Board may appoint up to two (2) additional Directors to one-year term, following procedure in section 7.

No Director shall receive any compensation for services as a Director.

Section 2. The term of office for the elected Directors shall be three (3) years. Terms shall be staggered and overlapping. Each Director may serve no more than two (2), consecutive three (3) year terms. A nominating committee shall annually present the membership with a list of candidates for open seats. Elections will be held at the Annual Meeting. Ballots may be received by mail, electronic mail or in person at the Annual Meeting. Newly elected Board Members will take office at the next scheduled Board Meeting.

Section 3. Individuals who have served their terms as a Director shall not be seated as a Director unless and until a full year has elapsed between the last day s/he served as a Director and the date of his/her reappointment.

Section 4. Power to elect officers. Active members of the Board of Directors shall annually elect a President, a Vice-President, a Secretary, and a Treasurer.

Section 5. Power to appoint other officers and agents. The active members of the Board of Directors shall have power to appoint such other officers and agents as the Board shall deem necessary for transaction of business of the corporation. These ad hoc positions will expire once the project is completed.

Section 6. The Board shall have the authority to create permanent, standing, annual, or ad hoc committees, as they deem necessary for the efficient operation of the Corporation.

Section 7. Vacancies. When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new Directors from the present board members two (2) weeks in advance of the next Board meeting. These nominations shall be sent out to the board members with the regular Board meeting announcements, to be voted on at the next board meeting. These vacancies shall be filled only to the end of the particular Board member's term. In the case of the President, the Vice President shall take control of the Corporation.

Section 8. Manner of Acting. All actions taken by the Board with proper quorum and majority shall be deemed to be the actions of the full Board. Any dissenting or abstaining member may, at his or her request, have his or her dissension or abstention made a matter of record in the minutes of the meeting.

Article VII - OFFICERS

Section 1. President. The President shall be elected by and from the active membership of the Board of Directors. S/He shall be the chief executive officer of the Corporation; shall have general and active management of the affairs of the Corporation; 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 Board of Directors.

Section 2. Vice-President. There shall be one Vice-President elected by and from the active membership of the Board of Directors. The Vice President shall, in turn, assume the role of President during the absence or disability of the President.

Section 3. Secretary. The Secretary shall attend all meetings of the Board of Directors, annual and special meetings and shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and ensuring that accurate corporate records are maintained.

Section 4. Treasurer. The Treasurer shall provide reports to the Board and annually to the membership, on the fiscal condition of the Corporation, chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 5. No Officer shall receive any compensation for services as an Officer.

Article VIII - CONFLICT OF INTEREST

Section 1. It is the policy of the Corporation that each Director, Officer, employee, contractor, and volunteer will conduct their affairs to avoid any conflict between their personal or outside interests and Corporation interests.

Section 2. Conflict of interest. Directors, Officers, employees, contractors, and Volunteers must identify potential conflicts of interest to the Board. Any Director, Officer, or Society Member may present to the Board of Directors evidence of any current or potential conflict of interest between the Society's Business and a Director, Officer, employee, contractor, or Society Member. The Board of Directors shall determine the facts of the alleged conflict and vote on a main motion as to the existence of said conflict.

Article IX - REPRESENTATION

Section 1. No member, Officer, Director, contractor, or employee of the Corporation shall represent or appear to represent the Corporation in the public statements of policy or action un-

less that person has the specific authority to do so either from his or her job description within the Corporation or by specific approval from the Board.

Article X - REMOVAL

Section 1. Resignation and termination - Any Director may be removed from the Board, with good cause, at a meeting of the Board by a two-thirds (2/3) vote of the elected Directors, providing that notice has been mailed/mailed to the address on record of each Director at least ten (10) days prior to the date of such meeting. The Board may choose to remove Directors who accumulate more than three (3) unexcused absences. Resignation from the Board must be in writing and received by the Secretary ten (10) days prior to the next regular meeting.

Section 2. If a Board member is indicted for a felonious crime or serious misdemeanor said board member shall be placed on a leave of absence until the matter is resolved. At that time the Board of Directors shall determine whether or not to re-instate the board member .

Article XI - BOARD OF DIRECTORS MEETINGS

Section 1. The Board will hold meetings at least quarterly each year, with the time and place to be decided by the Board President.

Section 2. All regular Board of Director meetings shall be open to the public. A majority of active members of the Board of Directors shall constitute a quorum at any meetings of said Board.

Section 3. Special meetings of the Board shall be held whenever called by the President, or by two or more Directors of the Board. All Directors shall be notified of such special meetings and the purpose of the meeting two (2) weeks prior to the time of holding such meetings. Special Board of Director meetings are open to the public except when a closed session has been voted on by the Directors.

Section 4. The rules contained in Robert's Rules of Order shall govern the proceedings of the Corporation.

Article XII - ANNUAL MEETING

Section 1. Annual meeting. There shall be an annual meeting of the Society held in November of each year, and if it is not held as scheduled in any year, the Elected Board shall call and hold the annual meeting at the earliest convenient time.

- A) A nomination committee shall be appointed by the Board no later than September. Any interested members not contacted by the nomination committee, may submit their names in writing to the Board before the regular October meeting.

- B) All ballots must be received in the corporate office no later than two (2) business days prior to the meeting, except for ballots being hand-delivered at the Annual Meeting.
- C) Quorum. No less than ten percent (10%) of the active members in good standing shall attend in person or electronically to conduct business at the Annual Meeting.

Section 2. Special meetings may be called at any time by the President with a majority consensus of the Board.

Section 3. Written notice stating the place, day, and hour of any special membership meeting and the purpose for which the meeting is called shall be mailed/mailed to each member in good standing at least thirty (30) days before the meeting.

Section 4. A quorum to conduct business at a special membership meeting shall consist of 10% of the vote entitled to be cast, represented in person or electronically.

Section 5. The rules contained in Robert's Rules of Order shall govern all the proceedings of the Corporation.

Article XIII - FINANCES

Section 1. Fiscal Year - The corporation's financial year shall commence on the first (1st) January and end on the thirty-first (31st) day of December in each calendar year.

Section 2 - Funds and property - All funds and property held by the corporation are maintained in trust for the purposes authorized in its charter and only in accordance with its official mission and goals. Bequests, gifts, loans and donations must meet published corporation guidelines. Each officer, employee and volunteer having custody of corporation funds or property, is to be covered by an appropriate fidelity and forgery insurance bond carried at the expense of the corporation.

Section 3. Records and Reports. The Treasurer shall present to the Board, for approval, a financial report on the corporation's fiscal standing at each regularly scheduled Board meeting. Such report shall be prepared by staff and reviewed with Board Treasurer prior to being mailed/mailed to the Board. The Treasurer and Finance Committee shall review and accept the staff prepared yearly budget, and submit budget to the Board for approval.

Article XIV - AMENDMENTS

By-Laws may be amended at the Annual Meeting or any special meeting, where a quorum is present in person or electronically, provided appropriate notice of the amendment (s) is provided

to all members at least ten (10) days prior to said meeting. By-laws may also be amended by ballot sent through the postal service or electronically, with 10% of eligible members casting a vote.

Such amendments take effect as stated in the original motion. The amended by-laws shall be executed and acknowledged by the officers of the Corporation, and shall be filed and recorded in the same place and manner as the original bylaws.

Article XV - INDEMNIFICATION

Each Officer, Director, member, committee member, employee, volunteer or other agent of the Talkeetna Historical Society shall be held harmless and indemnified by the Corporation against all claims and liabilities and all costs and expenses, including attorney fees, reasonable incurred or imposed upon such person in connection with or resulting from any action, suit or proceeding or settlement or compromise thereof, to which such person may be made a party by reason of any action taken or omitted to be taken by such person as an Officer, Director, member, committee member, employee, volunteer or other agent of the Corporation, in good faith. This right of indemnification shall inure to such person whether or not such person at the time such liabilities, costs or expenses are imposed or incurred and, in the event of such person's death, shall extend to such person's legal representatives. However, no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to be (i) in breach of such person's duty of loyalty to the Corporation, (ii) not in good faith or involving a knowing violation of the law, or (iii) resulting in receipt by such person of an improper personal benefit.

Article XVI – DISSOLUTION

Upon the dissolution of the Talkeetna Historical Society the disposition of net proceeds from charitable gaming conducted under AS 05.15 will go to a permit tee, other than a multiple-beneficiary permit tee. Following an affirmative vote in favor by two-thirds of the corporation membership, the Board of Directors shall call a special meeting for the sole purpose to voluntarily dissolve the corporation. At that time all assets and funds, along with all minutes and records, shall be promptly transfer into the custody of an organization or agency designated by the Board of Directors. In this rule, every attempt will be made to satisfy the corporation's mission. In the event this organization shall be unable to maintain its facilities or to sustain its activities, notice of intent to dissolve shall be sent to the State Historical Society. Whereupon the State Society shall supply necessary legal forms and instructions to be followed in effecting the dissolution in accordance with 10. 20 295 of the Alaska statutes and Section 501(c)(3) of the Internal Revenue Code.

Bylaws were revised during the 2003 Annual Board of Directors Ballot and Bylaw election. 12/2003.

Bylaws were revised during the 2013 Annual Board of Directors, Ballot and Bylaw elec-

tion. November 12, 2013 Joellen Bye, President Talkeetna Historical Society

Bylaws were revised during the 2015 Annual Board of Directors, ballot and bylaw election. December 13, 2015. Joellen Bye, President.

By-Laws were revised during a special Board and Member meeting on April 26 2019, by-law revisions were approved at this meeting. Sharon Montagnino, President