



PRATT
m u s e u m

homer society of
natural history, inc.

Mission Statement

The mission of the Pratt Museum is to strengthen relationships between people and place through stories relevant to Kachemak Bay.

BYLAWS
of
THE HOMER SOCIETY OF NATURAL HISTORY, INC.

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Article I – Name

The name of the Corporation shall be The Homer Society of Natural History, Inc. The Corporation shall operate under the name “Pratt Museum”.

Article II – Offices

The principal office of the Corporation in the State of Alaska shall be located in the City of Homer.

The Corporation shall have, and continuously maintain in the State of Alaska, a registered office and a registered agent whose office is identical with such registered office, as required by the Alaska NonProfit Corporation Act. The registered office may be, but not need 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.

Article III – Purpose

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

Article IV – Seal

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon, “The Homer Society of Natural History, Inc.”.

Article V – Members

Section 1 – Membership

Any person who pays annual membership dues is a voting Member.

Section 2 – Voting Rights

Each Member shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 3 – Annual Dues

The Board of Directors may periodically determine the amount of dues payable to the Corporation by Members of each membership level, subject to the approval of the Members at the next annual meeting.

Section 4 – Payment of Dues

Dues shall be payable in advance on or before the anniversary date of membership.

Section 5 – Default and Termination of Membership

When any regular Member shall be in default in the payment of dues for a period of one month from the beginning of the year for which such dues become payable, their membership shall terminate.

Section 6 – Issuance of Membership Cards

When a person has applied for membership and has paid membership dues that may then be required, an annual membership card shall be issued in the Member’s name and delivered to the Member by the Secretary, or as delegated to Museum staff.

Article VI – Meetings of the Members

Section 1 – Annual Meeting

An annual meeting of the Members shall be held on the first Tuesday in the month of February in each year, for the purpose of electing Directors and for the transaction of other such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Alaska, such meeting shall be held on the next Tuesday. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held on a special meeting of the Members as soon thereafter as conveniently may be.

Section 2 – Special Meetings

Special meetings of the Members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3 – Place of Meeting

The place of the meeting for any annual meeting or for any special meeting that requires adequate space for full membership attendance or anticipated program attendance shall be at an appropriate community facility that provides such space.

Section 4 – Notice of Meetings

Written notice stating the place, day, and hour of any meeting of Members shall be delivered either by mail, or to each Member entitled to vote at such meeting, not less than ten (10) and not more than fifty (50) days before the date of the meeting, by or at the discretion of the President, the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5 – Quorum

The Members (present or having mailed in a ballot) holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

Section 6 – Manner of Acting

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 is present, shall be necessary for the adoption thereof, unless a greater proportion is required by law or by these bylaws. Votes may not be by proxy.

Section 7 – Guests

A Member may be accompanied by guests at regular meetings.

Section 8 – Electronic Voting

Members may vote electronically on yes/no matters. Votes delivered by email or other electronic means shall be due at the same time as paper ballots.

Article VII – Board of Directors

Section 1 – General Powers

The affairs of the Corporation shall be managed by its Board of Directors. Directors shall be Members of the Corporation. The Directors shall have authority over the operation and administration of the Pratt Museum, and will adopt those policies it deems necessary to ensure the Pratt Museum, hereinafter “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.

Section 2 – Number, Tenure, and Election

The number of Directors shall be no more than nine (9) and no fewer than five (5). Directors shall be elected by the Membership in staggered terms. Each Director shall hold office for three (3) years and until their successor shall have been elected and qualified; provided, however, that not less than one-third of the Directors shall be elected annually. The Board Development Committee, with members appointed annually by the President, shall prepare a slate of nominees to fill vacant and expiring positions. Nominations may also be made by the general Membership before ballots are distributed. Ballots shall be delivered to voting members with the written notice of the annual meeting. In order to be counted, ballots must be returned to the Board Development Committee before or by the close of the business meeting at the annual meeting. Ballots shall be counted and new Directors announced at the annual meeting.

Section 3 – Regular Meetings

The Board shall hold regular meetings not less than eight (8) times per year at a time and place determined by the Board. Notice of meeting time and place will be posted on the website or provided through other appropriate means, as determined by the Board of Directors.

Section 4 – Special Meetings/Notice

Special meetings of the Board of Directors may be called by or at the request of the President. A minimum of 24-hours’ notice to the Membership and the public shall be given prior to convening of special meetings of the Members. Notice to all Members shall include a copy of the agenda for the special meeting. The Directors shall not conduct any business at the special meeting unless it appears in the agenda accompanying the notice.

Section 5 – Executive Sessions

The Directors 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 items to be discussed in the Executive Session. No formal action may be taken in an Executive Session.

The following subjects may be considered in an executive session:

- (1) matters where the immediate knowledge of which would clearly have an adverse effect upon the finances of the museum;
- (2) subjects that tend to prejudice the reputation and character of any person, provided the person may request a public discussion;
- (3) matters which by law, municipal charter, or ordinance are required to be confidential;

(4) matters involving consideration of government records that by law are not subject to public disclosure.

Section 6 – Prohibited Activities

The Corporation is a nonprofit corporation under the laws of the State of Alaska, and under Section 501(c)(3) of the Internal Revenue Code. No Director shall take any action which would jeopardize or in any way defeat the Organization’s status as a nonprofit corporation.

Section 7 – Quorum

A quorum for the transaction of business of any meeting of the Directors shall consist of 51% of voting Directors. Once established, a quorum is valid for the remainder of the meeting so long as at least 51% of voting Directors are present.

Section 8 – Public Meetings

All meetings of the Board of Directors, except those qualified as an Executive Session, shall be open to the public. The journal of proceedings (minutes) shall be open to public inspection.

Section 9 – Manner of Acting

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

Section 10 – Vacancies

Any vacancy occurring in the Board of Directors may be filled for the remainder of the vacant term by the affirmative vote of a majority of the remaining Directors.

Section 11 – Replacement

The following are reasons for dismissal or replacement of a Director:

- A. 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 Directors.
- B. A Director who is unable to perform the duties of the position due to health reasons.
- C. A violation of the terms of these Bylaws, including Article XIV (Museum Code of Ethics), or other Board policies.

Section 12 – Attendance

Notwithstanding anything elsewhere contained in these Bylaws, 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.

- A. Any Director(s) not able to attend a particular meeting must notify the Executive Director and President as far in advance as possible.
- B. Director(s) may participate via telephone or virtual platform in a Board or Committee meeting, if the Director declares that circumstances prevent physical attendance at the meeting. If the President or Chairperson chooses to participate via telephone or virtual platform, the Vice-President or other Director physically present shall preside.
- C. The Director(s) shall notify the Executive Director and President, if reasonable, at least 24-hours in advance of the 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.

- D. At the meeting, the Executive Director shall verify all remote connections prior to the President's Call to Order.
- E. Director(s) participating by telephone or virtual platform shall be counted as present for purposes of discussion and voting.
- F. Director(s) participating by telephone or virtual platform shall make every effort to participate in the entire meeting. From time to time during the meeting the President or Chairperson shall confirm the connection.
- G. Director(s) participating by telephone or virtual platform may ask to be recognized by the President or Chairperson, to the same extent as any other Director.
- H. To the extent reasonably practical, the Executive Director shall provide backup materials to the Director(s) participating remotely.
- I. If the telephone or virtual platform connection cannot be made or is then lost, the meeting shall commence or continue as scheduled, and the Executive Director shall attempt to establish or restore the connection.
- J. Meeting times shall be expressed in Alaska Time, regardless of the time at the location of any Director(s) participating by telephone or virtual platform.
- K. Participation by telephone or virtual platform shall be allowed for Regular, Special, Work Sessions, and Sub-Committee meetings of the Committee.
- L. 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.
- M. All votes shall be taken by audible roll call vote.
- N. As used in these rules, "telephone" or "virtual platform" means any system for synchronous two-way voice communication. "Chairperson" includes the Acting Chair or any other Director serving as the Chair of the meeting.
- O. A quorum (majority of the Directors) must be present at all times during a regular meeting.
- P. Email may not be used as a form of participation in Board meetings.

Article VIII – Officers

Section 1 – Officers

The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Board officers shall be the Directors of the Corporation and are selected by the Board of Directors. The President shall have been a Director for at least one year prior to their election.

Section 2 – Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. Each officer shall hold office until their successor shall have been duly elected and shall have qualified. No person shall serve more than two (2) successive terms as President.

Section 3 – Removal

Any officer elected by the Board of Directors may be removed by the affirmative vote of two-thirds of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4 – Conflict of Interest

Directors will be required to sign or renew conflict of interest documents at each annual meeting.

Section 5 – Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6 – President

The President shall be the principal executive officer of the Corporation, and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws, or by statute, to some other office or agent of the Corporation; and in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7 – Vice-President

In the absence of the President or in the event of the President's 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. Any Vice-President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 8 – Secretary

The Secretary, either directly or as delegated to staff (under the supervision of the Executive Director), shall be responsible for keeping minutes of the meetings of the Members and of the Board of Directors; see that all notices are fully given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is fixed to all documents, the execution of which on behalf of the Corporation under its Seal is duly authorized in accordance with the provisions of these Bylaws; 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 all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

Section 9 – Treasurer

The Treasurer either directly or as delegated to the Executive Director, along with other general financial matters, is responsible to: at least quarterly, review and have a general working knowledge about the Museum's fiscal needs, resources, and financial position; assure that timely and accurate financial reports are given to the Board and its Committees; solicit bids and make recommendations on the firm to conduct the Museum's annual financial audit; monitor all of the Museum's investment accounts and investment policies; present the annual budget to the Board of Directors for approval; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or Board of Directors.

Section 10 – Executive Director

The Executive Director shall be the principal executive officer of the Corporation, and shall serve as a non-voting Ex Officio member of the Board of Directors. The Executive Director shall be subject to the guidance of the Board of Directors, and shall in general supervise and control all of the business and affairs of the Museum. The Executive Director will institute such procedures and internal controls as are necessary to conduct the affairs of the Corporation. The Executive Director shall make such systems available as are approved in the Board’s annual budget, and are necessary to support the Board of Directors in corporate initiatives. The Executive Director may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed related to Corporation except in cases where the signing and execution thereof shall be retained by the Board of Directors or otherwise expressly delegated by the Board of Directors, or by these Bylaws or the statutes, to some other officer or agent of the Corporation. In general, the Executive Director shall perform all duties incident to the office of the Executive Director of the Corporation and such other duties as may be prescribed from time to time by the Board of Directors.

Article IX – Committees

Section 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:

A. Finance Committee

The role of the Finance Committee is to provide financial oversight of the Pratt Museum. Tasks include: Budgeting and financial planning; monitoring adherence to the budget; financial reporting; and the creation of monitoring and internal controls and accountability processes.

The Finance Committee will meet at least four (4) 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 (4) meetings to be conducted within the fiscal year.

The Finance Committee will include:

- Board of Directors President
- Board of Directors Treasurer
- Executive Director
- Two (2) Committee Members-At-Large

B. Board Development Committee

The role of the Board Development Committee is to give attention to the composition of the Board of Directors, and the effective and appropriate involvement of all Directors to ensure continuing vitality and effective governance. Tasks include, but are not limited to:

1. Develop an annual recruitment plan that considers the expertise, perspective, judgment, and resources needed in new Directors. Review potential candidates and present to the Executive Director.

2. Develop Board Job Descriptions and Committee Job Descriptions that clearly state the role and expectations of the Directors.
3. Plan and implement an orientation program, including official briefings, printed materials, and individual mentorship to make new Directors part of the Board culture.
4. Conduct an Annual Review of the Board Manual to ensure that the supplemental materials are current.
5. Review the talents and interests of current and new Directors, and recommend to the Board President committee assignments most appropriate for their involvement.
6. Recommend to the Board the polices about expectations for Directors; reaching out to those whose commitment does not match expectations.
7. Encourage participation in special occasions which bond Directors to each other and to the organization.

The Board Development Committee will meet at least four (4) times a year to review the status of the Museum’s Board of Directors vitality and effective governance. During the first Board Development Committee Meeting, the Executive Director will provide a schedule outlining the four (4) meetings to be conducted within the fiscal year.

The Board Development Committee will include:

- Board of Directors Committee Chairperson
- Two (2) Board of Directors
- Executive Director

C. Collections Committee

The role of the Collections Committee is to review and make recommendations to the Board of Directors regarding collection acquisitions, deaccessions, and collections policy revisions. The Collections Committee will meet at least four (4) times a year. Tasks include, but are not limited to:

1. Recommendations for deaccessions will be included in the monthly report to the Board of Directors. Upon acceptance by the Board, staff will dispose of items based on the collection policy.
2. The Collections Committee will be called upon for approval of collections acquisitions exceeding the year’s annual acquisition budget. In instances where time is of the essence, a consensus may be reached and documented in the Collection Committee’s report to the Board of Directors.

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

- Board of Directors Committee Chairperson
- One (1) Board of Directors Member
- Curator of Collections and Exhibitions
- Curator of Education and Public Programs
- Four (4) Community Members-At-Large, one each specializing in one of the following areas: Historical Collections, Alaska Native Culture, Art Collections, and Archives

Section 2 – Other Committees

The Directors may, by resolution, appoint other standing or ad hoc committees. Except as otherwise provided in such resolution, the chairperson of such committees shall be Directors of the Museum Corporation, and the President of the Board of Directors shall appoint the chairperson thereof. Any committee member may be removed by the person or persons appointed authorized to appoint such

member whenever in their judgment the best interests of the Museum Corporation shall be served by such removal.

Section 3 – Terms of Office

Each member of a Standing Committee shall be appointed or reappointed annually. Terms of appointments to ad hoc committees will be defined in the Committee Description.

Section 4 – Chairperson

One (1) member of each committee shall be appointed Chairperson by the President of the designee authorized to appoint the members thereof. The Chairperson shall be a Director of the Museum Corporation.

Section 5 – Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provide in the case of the original appointments.

Section 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.

Section 7 – Rules

Rules for each Committee shall be outlined in the Committee Description as long as those rules are consistent with those of these Bylaws.

Article X – Contracts, Deposits, and Funds

Section 1 – Contracts

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

The Executive Director is authorized to submit and be the signatory for all funding proposals to government or private organizations regardless of requested funding amount. The Executive Director is authorized to expend corporate funds that have had prior approval of the Board of Directors as a component of the annual operating plan and annual budget, or as otherwise authorized by the Board of Directors. The Executive Director is authorized to be the signatory for all grant documents that total Three Hundred Thousand Dollars (\$300,000) or less, without prior approval of the Board of Directors. The Executive Director is authorized to recommend budget revisions to the Finance Committee as needed to meet the ongoing needs of the Museum. The budget shall be reviewed by the Finance Committee and subsequently reviewed and approved by the Board of Directors. All other expenditures, commitments, and revisions, must have the review and the approval of the Executive Committee or full Board.

Section 2 – Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of

Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 3 – Loans

No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. As provided in Alaska Statute 10.20.141, the Corporation shall not make loans to its Directors or Officers.

Section 4 – Deposits

All funds of the Corporation shall be deposited in a timely manner as outlined in the Finance Policy to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5 – Gifts

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or device for the general purposes or any special purpose of the Corporation.

Article XI – Books and Records

The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Members, Board of Directors, and Committees, and shall keep at its registered office a record giving the names and addresses of the members.

Article XII – Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January, and end on the last day of December in each year. Any subsequent amendments to this Article maybe be determined by the Board of Directors.

Article XIII – Conflict of Interest

Section 1 – Purpose

This Conflict of Interest Article is to protect The Homer Society of Natural History, Inc. dba Pratt Museum’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member, Director, Executive Director, Staff Person, 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.

Section 2 – Policy

The Directors, Executive Director, Staff, and Volunteers, including immediate family (to include spouse, parents, siblings, and children) or someone in the immediate household, shall exercise the utmost good faith in all transactions in which they are involved in the course of their duties for the Museum Corporation. In their dealings with and on behalf of the Museum, they shall be held to a strict standard of honest and fair dealings between themselves and the Museum. They shall not use their position, or

any knowledge gained thereby, in such a way that a conflict may arise between the interests of the Museum Corporation and that of the individual.

- A. All acts of such persons shall be for the best interest of The Homer Society of Natural History, Inc. dba Pratt Museum.
- B. Such persons shall not accept any gift, factor, or hospitality which would influence their decisions or actions which affect the Museum Corporation.
- C. 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 of Directors. After disclosure, the Officer, Director, or Member may not vote on any matter involving the conflict of interest without the consent of the Board.

If a matter before the Board involved a “disqualified person” as that term is defined in Section 4958 of the Internal Revenue 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”.

Section 3 – Annual Statements

Each Director, Principal Officer, and members of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the Bylaws outlining conflict of interest;
- B. Has read and understands Article XIII – Conflict of Interest;
- C. Has agreed to comply with Article XIII – Conflict of Interest; and
- D. 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 – Museum Code of Ethics

Section 1 – Purpose

The purpose of this Article is to set reasonable standards of conduct for the Directors, the Executive Director, and Staff Persons of the Museum so that the public may be assured that its trust in such persons is well-placed, and that the Directors, the Executive Director, and Staff Persons themselves are aware of the standards of conduct demanded of persons in the 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 Homer, Alaska is a small 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, the Executive Director, and Staff Persons are resolved in the shortest practicable time in order to protect the rights of the public at-large, and the rights of the Directors, the Executive Director, and Staff Persons.

Section 2 – Definitions

- A. “Director” means an individual actively serving an appointed term on the Board of Directors.
- B. “Employee” means an individual employed by the Museum, including the Executive Director.
- C. “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 estate or personal property.
- D. “Financial interest” means a direct or indirect monetary 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:
 - 1. Any financial interest of a member of that person’s immediate family; or
 - 2. 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 of that entity; or
 - 3. Any financial interest of a person or entity with whom the Director, Employee, or a member of that person’s immediate family or an entity described in Subsection 2 of this definition has or is likely to acquire a contractual relationship relating to the transaction in question.
- E. “Gratuity” means a thing having value given voluntarily or beyond lawful obligation.
- F. “Harassment” means unwelcome conduct, whether verbal, physical, or visual, that is based on race, color, sex, religion, national origin, ancestry, creed, age, marital status, sexual orientation, gender identity, genetic information, conditions related to pregnancy or childbirth, disability, veteran status, or other classification protected by applicable federal, state, or local law. Harassment may include unwelcome conduct that occurs outside of work during non-work hours, if it has consequences in the workplace. Harassment does not include minor annoyance or disappointment that an employee may encounter in the course of performing the employee’s work. Harassment becomes unlawful where:
 - 1. Enduring the offensive conduct becomes a condition of continued employment; or
 - 2. The conduct is severe or pervasive enough to create a work environment that a reasonable person would consider intimidating, hostile, or abusive.
- G. “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 kinship or affinity, or any relative or non-relative who lives in that person’s household.
- H. “Official act” or “action” means any legislative, administrative, appointive, or discretionary act of any Director or Employee of the Museum.
- I. “Organization” means any corporation, partnership, firm, or association, whether organized for profit or nonprofit.
- J. “Sexual harassment” means unwelcome sexual advances; requests for sexual favors; or verbal, physical, or visual conduct of a sexual nature when:
 - 1. Submission to the conduct is made an explicit or implicit term or condition of employment; or

2. Submission to or rejection of the conduct is used as the basis for an employment decision; or
3. The conduct has the purpose or effect of unreasonably interfering with an individual's work performance, or creating an intimidating or hostile work environment.

Section 3 – Prohibited Acts

- A. 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 the 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.
- B. 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.
- C. 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 financial interest. This prohibition shall not apply to the receipt of authorized remuneration for that office or position.
- D. Representing Private Interests. No Director or Employee of the Museum 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 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.
- E. 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.
- F. Outside Activities. A Director or Employee of the Museum Corporation may not engage in business or accept employment with, or render services for, a person other than the Museum, or hold office or position where that activity or position is incompatible with the proper discharge of the duties of the Director or Employee, or would 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:
 1. During the term of employment, a current Museum Employee shall not be eligible for appointment to the Board of Directors.
 2. A Director shall not be eligible for employment with the Museum Corporation.
- G. Gratuities. No Director or Employee of the Museum Corporation 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:

1. A meal;
 2. Discounts or prizes that are generally available to the public or large sections thereof;
 3. Gifts presented by employers in recognition of meritorious service or other civic or public awards;
 4. A candidate for public office other than accepting campaign contributions;
 5. An occasional nonpecuniary gift insignificant in value;
 6. Any gift which would have been offered or given to them if they were not an official or employee of the Museum Corporation.
- H. Use of Museum Property. No Director or Employee of the Museum Corporation may request or permit the use of Museum vehicles, equipment, materials, or property, for any unofficial acts 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.
- I. Political Activities. Limitations as individuals. Directors and Employees of the Museum Corporation 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.
- J. 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.
- K. Harassment and Discrimination. The Museum Corporation will not tolerate, condone, or permit, unlawful harassment, including sexual harassment, or discrimination that is based on race, color, sex, religion, national origin, ancestry, creed, age, marital status, sexual orientation, gender identity, genetic information, conditions related to pregnancy or childbirth, disability, or veteran status, or other classification protected by applicable federal, state, or local law. All Directors and 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.
- L. Retaliation. A Director or Employee of the Museum Corporation may not engage in retaliation. Any Director or Employee who instigates or participates in retaliation against any Director or Employee will be subject to disciplinary action.
- M. 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 are prohibited. Any Director or Employee of the Museum Corporation who instigates or participates in unlawful harassment or discrimination that creates a hostile work environment will be subject to disciplinary action.

Section 4 – Standards of Behavior

- A. Directors are responsible for adding value to the Museum and contributing to the ethical success of the organization.
- B. Directors shall adhere to the highest standards of ethical and professional behavior.
- C. The Board will have an open dialogue, productive discussions, and respect for everyone involved. 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 Board meetings is encouraged to make sure their opinion is recorded in the minutes.

- D. Directors are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. Directors shall:
 - 1. Be prepared to discuss the issues and business on the agenda, and read all background materials relevant to agenda topics.
 - 2. Be informed about the Museum Corporation's mission, services, policies, and programs.
 - 3. Support decisions made by the Board that are both ethical and legal, regardless of personal interests.
 - 4. 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.
 - 5. Observe established lines of communication by directing all requests for information or assistance from staff through the Executive Director.
- E. 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.
- F. Any Director who fails to comply with this Museum Code of Ethics is subject to removal from the Board of Directors.

Section 5 – Enforcement

- A. 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 entire Board of Directors.
- B. The Executive Director may file a complaint against a Director of the Board based upon a violation of the Museum Code of Ethics.
 - 1. The complaint will be made in writing to the Board President, acting President, or Vice-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 entire Board of Directors.
 - 2. 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 XV – Equal Opportunity

It is the policy of The Homer Society of Natural History, Inc. dba Pratt Museum, to provide an environment free from harassment or discrimination in the treatment of individuals with respect to employment, membership, Board participation, and admission or access to Museum facilities, programs, activities, or in the manner in which they are provided. Consistent with this principal of inclusivity and applicable laws, the Pratt Museum does not permit harassment or discrimination on the basis of race, color, sex, religion, national origin, ancestry, creed, age, marital status, sexual orientation, gender identity, genetic information, conditions related to pregnancy or childbirth, disability, veteran status, or other classification protected by applicable federal, state, or local law. The Pratt Museum is committed to maintaining a non-discriminatory environment free from intimidation, harassment, or bias, based upon these grounds.

Article XVI – Waiver of Notice

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

Article XVII – Amendments to the Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Members of the Corporation at any regular or special meeting, if at least thirty (30) days' written notice is given of intention to alter, amend, repeal, or to adopt, new Bylaws at such meeting.

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted by an affirmative vote of one-tenth of the Members of the Corporation present at any regular or special meeting of the Members, provided that a full statement of such purpose has been published in a notice calling for 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 a Member vote or action, may not be altered, amended, or repealed, without such approval by the Members of this Corporation.

Article XVIII – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall guide the Corporation in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

Article XIX – Indemnification

The Corporation shall, to the fullest extent now or hereinafter permitted by Section 11 of the Alaska NonProfit Corporation Act, indemnify a Director, Officer, Employee, Agent of the Corporation, or former Director or Officer of the Corporation, against expenses actually and reasonably incurred by that person in connection with the defense of any action, suit, or proceeding, civil or criminal, in which that person is made a party by reason of being or having been a Director, Officer, Employee, or Agent, except in relation to matters in which that person was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of corporate duties. The Corporation may make any other indemnification authorized by a resolution adopted after notice by the Members entitled to vote.

Article XX – Dissolution

At any regular or special meeting called and noticed for this purpose, the Corporation may elect to dissolve by a vote of two-thirds of the Membership. Members shall cast their votes at the time of such meeting. In the event that such dissolution is voted, the voting Members shall designate three (3) Members as Trustees who, on behalf of the Corporation, shall liquidate its assets and distribute them in accordance with the provisions of the Articles of Incorporation.

Section 1 – Gaming Proceeds

Upon the dissolution of the Corporation, the Members, in accordance with the provisions of Alaska Statute 10.20.290, shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Law), or to the Federal Government, the State of Alaska, or a municipal government, as the Members shall determine.

Appendix

- Original Bylaws – March 5, 1955
- Changes made (Article I, Sections 1, 6; Article VI, Section 3; Article VII, Sections 3, 8, 12) – December 12, 1972? Changes made (Article II, Sections 1, 2; Article III, Section 3; Article IV, Section 1) – February 2, 1965 Changes made – February 6, 1973
- Changes made (Article I, Section 5; Article III, Section 3) – February 15, 1977
- Changes made – November 13, 1979 Change made (Article IV, Section 2) – February 7, 1995
- Changes made (Article III, Section 3; Article IV, Section 3) – February 6, 1996
- Changes made (Article X) – December 1, 1998 by BOD resolution
- Changes made (Article IV, Section 8; add Article XVI) – February 5, 2002) (replaces all previous Bylaws)
- Changes made (Article IV, Section 2; add Article VI, Section 7, Executive Committee; and add Article XVII, Indemnification) –February 3, 2004 Changes made (Article IV, Section 2; Number, Tenure and Election)-February 2008
- Changes made (Article IV, Section 2, Number, Tenure and Election; Article IV, Section 3, Regular Meetings) – February 7, 2012
- Changes made (Article III, add Section 8, electronic voting; Article IV, add Section 10, electronic participation at meetings)- February 4, 2014
- Changes made (Article IV, Section 2, Number, Tenure and Election) no term limits, reduce mandatory number of Directors-January 23, 2017
- Changes made (Article VII, add Section 5) language taken directly from Articles of Inc. to comply with AK State gaming laws- February 7, 2017
- Changes made (Article I, Article II Sec 1,2, Article III Sec 4, Article IV Sec 6, Article V Sec 1, added Sec 4, Sec 6-9 added Sec 10, Article VII Sec 1, added Sec 3,6, Article VII, Article VIII was added to Dues Article, Article X Conflict of Interest added, Article XI added Sec 4, added Article XII Equal Opportunity, Article XVI, deleted Article named Pratt Museum Advisory Council) – February 6, 2018
- Changes made, July 2024: Added Table of Contents, edited for font, grammar, and punctuation. In addition, substantive changes were made and approved (52 in favor, 1 opposed) by the 195 active members of the Museum by mail-in ballot.

This document is filed on the I drive /Director/Board of Directors/Bylaws/2024 Revisions and Approved Document.