

Bylaws of the Willow Historical and Wildlife Foundation (A Non-Profit Corporation) May 10, 2017

Article I ~ Name

*The **Willow Historical and Wildlife Foundation** (Foundation) is the name of the non-profit corporation (State of AK #90197D). The mailing address is P.O. Box 388, Willow, AK 99688. The building (Museum) is located at Milepost 69.7 of the Parks Highway, Willow, AK adjacent to the Willow Community Center.*

Article II ~ Mission Statement

*The **purpose** of The Foundation is to create and maintain a museum utilizing the old log Willow Community Center building in it's present location and to place and keep the building on the National, State and Borough Registries of Historic Buildings. The purpose of the museum shall be to collect, preserve, research, interpret, and exhibit the history and wildlife of Willow and the Willow Creek mining district, to promote and develop educational programs which will showcase our regional heritage for visitors and enrich the curricula of our local schools, and to establish an exchange program to enable sharing information and exhibits with other museums and historical associations within Alaska.*

Article III ~ Membership and Dues

*Section 1 ~ **Membership** and Board of Directors (Board) positions shall be open to all regardless of race, religion, disability, national origin, gender, or residence.
Section 2 ~ **Junior** members (persons under 18 years of age) will have no vote and no membership fees and may not be elected to the Board.
Section 3 ~ Annual **dues** shall be established by the Board and reviewed periodically.
Section 4 ~ **Records** of membership shall be kept by the Secretary.*

Article IV ~ Meetings

*Section 1 ~ All proceedings of the Foundation shall be **conducted** according to "Robert's Rules of Order, Revised".
Section 2 ~ The **Annual Board** Meeting shall take place on the second Wednesday in May each year directly preceding the Annual General Membership Meeting.
Section 3 ~ The **Annual General Membership** Meeting shall be held on the second Wednesday of May each year. The members shall elect Directors and Officers, receive reports on the previous year's activities and determine the direction of the Foundation for the coming year.
Section 4 ~ **Regular General Membership** Meetings shall be held monthly.*

Section 5 ~ **Special Meetings** (General or Board) may be called by the Board and will be reported on at the next General Meeting.

Section 6 ~ Each member will have **one vote**. All issues to be voted on shall be decided by a simple majority (unless specifically addressed elsewhere in the bylaws) of those present (either in person, by written proxy, or electronically by means of a conference phone or similar communications equipment) at the meeting in which the vote takes place.

Section 7~ A minimum of ten (10) voting members which shall include at least four (4) Board members shall constitute a **quorum** for the transaction of most business at any Regular meeting. A vote concerning Bylaws changes or removal of a Director shall require a **quorum** of at least twelve (12) members of which five (5) must be Directors. A minimum of five (5) Directors shall constitute a quorum at any Board meeting.

Section 8 ~ **Notification** of annual meetings will be posted two weeks prior to the meetings at specific locations in the community and in "The Willow E-Breeze", and e-mailed to members of the Foundation and the Willow Area Community Organization e-mailing list.

Article V ~ Nominations and Elections

Section 1 ~ A slate of **nominations** will be presented for upcoming vacant Board positions at the April General Membership Meeting each year. A candidate may also be nominated from the floor at the Annual General Membership meeting in May.

Section 2 ~ **Elections** of Officers and Directors-At-Large shall be held at the Annual General Membership Meeting in May. The President, Treasurer and one (1) Director-at-Large shall be elected in odd-numbered years and the Vice-President, Secretary and two (2) Directors-at-Large shall be elected in even-numbered years.

Article VI ~ Board of Directors

Section 1 ~ There shall be a Board of Directors (Board) consisting of **seven** (7) volunteer members (Directors) whose duties (subject to the approval of the membership) shall be to carry out the business and affairs of the Foundation.

Section 2 ~ The Board shall be comprised of these **officers**: President, Vice-President, Secretary, Treasurer and three (3) Directors-at-Large. No Director shall hold more than one (1) elective office.

Section 3 ~ The **term** of office shall be two (2) years.

Section 4 ~ The office of any Director shall be considered **vacant** upon that Director's removal from office, forfeiture of office, resignation, expiration of term, or death. In the event of removal, forfeiture or resignation, discussion of the upcoming vacancy may occur at any regular meeting followed by a final decision at the next meeting. Once an office has been declared vacant, the secretary shall provide written notification to the outgoing Director.

4A) Any Director may be **removed** from office by a 2/3 majority vote of the general membership attending a meeting with a quorum of at least twelve (12) members, five (5) of which must be Directors.

4B) Any Director shall automatically **forfeit** his/her seat on the Board if said Director fails to fulfill any of the requirements as set forth in the Bylaws or by the Board.

4C) Any Director shall be deemed to have **resigned** his/her position if that Director fails to attend three (3) meetings per fiscal year without an excuse deemed acceptable by the Board.

Section 5 ~ In the event of a vacancy, the Board shall appoint (subject to the approval of the membership) a Director to **fill said vacancy**. A Director appointed to fill a vacancy shall hold that office until the end of the outgoing Director's term.

Section 6 ~ No Director shall receive **compensation** for the performance of duties as Director. If pre-approved by the Board, reasonable compensation may be considered for services rendered above and beyond those outlined in the bylaws or by the Board.

Article VII ~ Duties of Officers

Section 1 ~ The **President** shall preside at all meetings of the Foundation and render all services usually performed by such office including those prescribed or required by the Board. The President shall ultimately be responsible for all of the collected artifacts and antiquities owned by (or in the possession of) the Foundation and shall chair a standing committee formed for said purpose.

Section 2 ~ The **Vice-President** shall take over the duties of the President in his/her absence and render all services usually performed by such office including those prescribed or required by the Board. The Vice-President shall be responsible for the Museum and shall chair a standing committee formed for said purpose.

Section 3 ~ The **Secretary** shall keep minutes of all General and Board meetings, shall have custody of the books and records of the Foundation other than those of the Treasurer and shall render all services usually performed by such office including those prescribed or required by the Board. The secretary shall give all required notices of General and Board meetings and shall be responsible for all general correspondence to and from the Foundation. The Secretary shall also be responsible for community outreach and shall chair a standing committee formed for said purpose.

Section 4 ~ The **Treasurer** shall maintain the books of account of the Foundation, pay all bills and insurance premiums and render all services usually performed by such office including those prescribed or required by the Board. The Treasurer shall have care and custody of all money, funds, financial papers and securities of the Foundation and shall deposit them in such depositories as may be designated by the Board. The Treasurer shall submit all documents and make sure the Foundation is in compliance with all requirements necessary to maintain the 501(c)(3) Non-profit Corporation status. The Treasurer shall oversee all financial affairs of the Foundation and shall chair a standing committee formed for said purpose.

Section 5 ~ The **Directors-at-Large** shall each be required to be on one (1) standing committee in addition to the Nominating and Elections Committee. The Directors-at-Large will be responsible as a whole to select and oversee the Nominating and Election Committee. They may also be asked to chair special committees as deemed necessary by the Board.

Section 6 ~ All Officers and Directors shall present **monthly updates** at the Regular General Membership meetings and an **annual report** and summary of their work on the Board for the previous year (including their standing committees) at the Annual General Membership meeting in May. All Treasurer's reports (monthly and annual) must be submitted in hard-copy.

Article VIII ~ Committees

Section 1 ~ Members of all committees of the Foundation serve at the **pleasure** of the Board.

Section 2 ~ **Standing Committees** shall consist of at least one (1) Board member and one (1) member selected from the general membership. Although others may be created at the direction of the Board, there are six (6) standing committees as prescribed in these Bylaws. They are as follows:

2A) The **Artifacts and Antiquities** Committee shall be chaired by the President and shall focus on the acquisition, preservation, care and safety, research and presentation of all of the properties of the Foundation. Any new purchase recommendations must be approved by a majority of the voting membership at a regular meeting.

2B) The **Building and Facilities** Committee shall be chaired by the Vice-President and shall focus on the preservation, upkeep, improvements and use of the Museum.

2C) The **Outreach Committee** shall be chaired by the Secretary and shall be responsible for the annual membership drive. It shall also serve as a liaison with other museums, historical associations, organizations and schools to help promote the Foundation within Willow and other communities.

2D) The **Finance Committee** shall be chaired by the Treasurer and shall focus on fundraising activities, grant applications, and ways to make ends meet.

2E) The **Nominating and Elections Committee** shall be chaired by one or more of the Directors-At-Large and shall report the slate of candidates for the May elections to the general membership at the April meeting. The committee shall also run the elections at the May meeting.

2F) The **Wildlife Committee** shall be chaired by either a Board member or a member of the general membership and shall focus on the preservation, care and display of all wildlife artifacts owned by or in care of WHWF.

Section 3 ~ The Board may create **Special Committees** from amongst the members as needed.

Article IX ~ Changes to the Bylaws

The Board shall (subject to a 2/3 majority vote of the general membership attending a meeting with a quorum of at least twelve (12) members, (five (5) of which

must be Directors) have the power to amend, suspend, repeal or adopt new bylaws provided that notice of any such change in the Bylaws be given in the call for the meeting at which such change is to be considered.

Approval

These new bylaws will supersede all previous versions and will become official on May 10, 2017. The above bylaws were approved by the General Membership of the Willow Historical and Wildlife Foundation on March 8th 2017.

Attested to by:

James J. Huston

(printed name)

(signature)

Kathleen Huston

(printed name)

(signature)

Mark Merrill

(printed name)

(signature)

Madeline Gocke

(printed name)

(signature)

Talon Boeve

(printed name)

(signature)

Hermann Spiegel

(printed name)

(signature)

Melitta White

(printed name)

(signature)

Amended at General Meeting January 10, 2018