



BYLAWS OF THE MUSEUM OF NORTHERN ARIZONA, INC.
Adopted by the Board of Trustees on October 22, 2005
Revision Approved February 2, 2008

ARTICLE 1

NAME

The name of this Corporation is The Museum of Northern Arizona, Inc.

ARTICLE II

MISSION

Section 1: The mission of the Museum of Northern Arizona is to inspire a sense of love and responsibility for the beauty and diversity of the Colorado Plateau through collecting, studying, interpreting, and preserving the region's natural and cultural heritage. The Museum reaffirms the core tenets of the mission established by the founders in 1928:

Research—"to increase knowledge of science and art"

Collections—"to collect and preserve objects of art and scientific interest"

Education—"to diffuse knowledge and appreciation of science and art"

Conservation—"to preserve and protect the region's historic and prehistoric sites, works of art, scenic places, (plants), and wildlife from needless destruction"

Place—"To maintain a museum in the city of Flagstaff that provides facilities for research and aesthetic enjoyment"

Section 2: For the above mission, the Corporation shall have the power, authority, and restrictions set forth in the Amended Articles of Incorporation.

ARTICLE III

CORPORATION MEMBERSHIP

The Corporation shall consist of Members who shall pay dues in amounts to be determined by the Director with the approval of the Board of Trustees ("Board"). Memberships shall be for one year, unless otherwise stated, and Members shall be entitled to such benefits, as the Board shall determine.

ARTICLE IV

ANNUAL MEMBERSHIP MEETING

Section 1: A) The Annual Membership Meeting shall be held at such time as shall be determined by the Board. The purpose of the annual membership meeting is to vote in new board members and to receive the annual report from the Director and the Board.

B) Notice of all Annual Membership Meetings shall be mailed to all Members at least 25 days prior to the date of the meeting.

C) A quorum for any Annual Membership Meeting shall be those members present.

D) Voting on all matters before the Annual Membership Meeting shall be open to all members present, and all members voting by official mail ballot. Absentee ballots for elections of members of the Board will be mailed to all members not less than 14 days before the Annual Membership Meeting. Only the originals of those forms will be recognized, and the Secretary of the Board must receive them by 5:00 PM two days before the starting time of the Annual Membership Meeting.

ARTICLE V

BOARD OF TRUSTEES

Section 1: All business and property of the Corporation shall be governed and managed under policies approved by a Board of no fewer than 15 nor more than 20 Trustees.

Section 2: Each Trustee shall serve for a term of four years unless otherwise determined by the Board, beginning immediately upon election, except that a Trustee nominated and elected by the Board to fill a vacancy shall serve only for the unexpired portion of the term thus filled. Trustees may serve not more than two successive terms, provided, however, that service of a partial term of not more than two years shall not be counted against this term limit. A former Trustee is again eligible for nomination and election to the Board after an absence of one year.

Section 3: In the case of a vacancy, the Board may elect a member to serve out the unexpired term. This includes cases in which the membership in the Board falls below the minimum required by these bylaws.

Section 4: Trustees must keep their membership with the Museum of Northern Arizona current during the term(s) that they serve.

Section 5: A Trustee, who fails to attend at least two consecutive regular meetings without reasonable written explanation to the Chair of the Board, may be requested by a simple majority vote of the Trustees present at any regular meeting to submit a resignation forthwith. A Trustee who has received such a request for resignation and has not acted on that request by the next regular meeting may be removed from the Board at that meeting by a simple majority vote of the Board.

Section 6: A Trustee may be granted one leave of absence *per term* of Board membership. While on leave, that board member will not be counted as necessary for a quorum for board or committee meeting. To request a leave of absence, a letter to the Executive Committee with a reasonable explanation must be submitted prior to the leave of absence dates. The Executive Committee will approve or deny the leave. The Executive Committee may appoint an interim Board member to serve.

Section 7: Any Trustee who serves four or more consecutive years shall, upon retirement, become an Emeritus Trustee. Emeritus Trustees may attend regular meetings of the Board, including executive sessions. They shall not have the power to vote.

Section 8: The Board shall establish and maintain a Policy Manual, which shall include all the Museum's policies, including such documents as the mission statement, vision, and values, personnel policy, code of ethics, collections Policy, and such other policies that the Board may adopt.

Section 9: The Articles of Incorporation, the bylaws, mission statement, vision, and values and the policies set out in the Policy Manual shall be the governing authority of the Museum. The bylaws and policy manual may not be suspended for any reason whatsoever, but they may be amended by a two-thirds vote of the Board members at a regular or special Board meeting. Amendments require a thirty-day notice to the full Board and must be on the agenda of a Board meeting. Failure to adhere to these provisions may be grounds for removal of a Board Officer from office, a Committee Chair from that Chair, and/or a Trustee from membership on the Board.

ARTICLE VI MEETINGS OF THE BOARD

Section 1: Meetings of the Board shall be held regularly, at a date and at a place to be specified by the Board or by the Chair. Notice of any such activity shall be made at least 30 business days in advance.

Section 2: Special meetings of the Board may be held at any time and place determined by the Chair or by at least a majority of the voting members of the Board for the consideration of any business of the Corporation. Notice of any such meeting shall be sent by email, telephone or other communication to all members of the Board at least three business days prior to the date of the meeting.

Section 3: A quorum for any meeting of the Board shall be a majority (50% plus 1) of the voting Board members.

Section 4: Minutes shall be taken at every meeting of the Board, which shall include a record of those attending, the vote on every motion, and the text of every Motion. Copies of all documents presented to or acted on by the Board shall be attached to the minutes for that meeting.

Section 5: Executive Sessions of the Board may take place at board meetings. Executive Sessions are limited to personnel, legal, and budgetary matters, or any other matter of great sensitivity to MNA. Any currently sitting board member and Emeritus Trustees may attend executive sessions. Executive sessions should only take place once during a board meeting if possible. The discussions and minutes of the executive sessions shall be kept strictly confidential.

Section 6: Board members may attend meetings in person or by conference call.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1: At the regular Board meeting following the Annual Membership Meeting, the Board shall consider the recommendations of the Governance Committee and elect a Chair, a Vice Chair, a Secretary, and a Treasurer for one-year terms. An individual may not hold two of the above positions simultaneously and may serve not more than two consecutive terms in the same office unless the Board at a regular meeting, votes to extend their terms of office for an additional one-year term.

Section 2: The Chair shall preside at Meetings of the Board and of the Executive Committee. The Chair shall be an ex-officio member of all committees, and will have the discretion to be a voting member, and if so, will be counted in the quorum. The Chair may also delegate responsibilities to other officers.

Section 3: The Vice Chair shall preside at all Board meetings and Executive Committee meetings in the absence of the Chair and shall assume all duties of the latter in the event of death or disability until a new Chair shall have been elected. The Vice Chair may also oversee committees in the absence of the Chair.

Section 4: The Secretary shall be responsible for all official records of the Corporation and shall produce minutes at Executive Committee meetings.

Section 5: The Treasurer shall be responsible for the tracking of all funds of the Corporation and shall make a report to the Annual Membership Meeting and to Meetings of the Board.

ARTICLE VIII

NOMINATIONS AND ELECTIONS TO THE BOARD OF TRUSTEES

Section 1: Election of Trustees shall occur at each Annual Membership Meeting. Each Membership shall have one vote. Candidates that receive the greatest number of votes for the positions available will be elected. In the case of election to one, two, or three year terms, these will be filled by the next in line according to number of votes obtained, the Board may nominate a person for a specific vacancy.

Section 2: In the selection of the Board, persons shall be chosen from among the Membership of the Corporation for their personal abilities, qualifications, and potential usefulness in the fulfillment of the mission of the Corporation.

Section 3: The Board shall make Nominations for election to the Board. The Board shall determine the number of vacancies to be filled at the Annual Membership Meeting, and shall consider the recommendations of the Governance Committee and the general membership, and shall nominate at least one candidate for each vacancy.

Section 4: No more than five and no less than three of the terms of members of the Board shall expire in any one year.

Section 5: The Board shall determine the number of Trustees serving during any one year in accordance with these bylaws. The Board may increase the size of the Board, consistent with the provisions of Article V, Section 1, and may fill vacancies created, at any meeting of the Board. Initial terms of Trustees elected by the Board shall be set by the Board at not more than four years, so as to maintain the approximate annual balance of expiring terms.

ARTICLE IX

BOARD OF TRUSTEE COMMITTEES

Section 1: The Chair shall appoint annually from the Board the following standing committees. All committees shall conduct business in adherence with the MNA Code of Ethics.

Standing Committees:

- A) The Executive Committee shall be composed of all the Officers and of such other Trustees as shall be appointed by the Chair with the approval of the Board. The immediate Past Chair of the Board may be asked to serve on the Committee. It shall hold meetings at times and places designated by the Chair. The Executive Committee may act in all matters pertinent to the business of the Corporation, with the full authority of the Board in only two instances: 1) when the Board has authorized such action; or 2) when the Chair determines that an emergency exists and the Board cannot meet in time to address the emergency. In case of

emergency, the Chair shall make every effort to convene a special meeting of the Board, and, if such a meeting is not possible, explain that determination in the minutes of the Executive Committee meeting. In all other cases, when there is not an emergency, the proposals of the Executive Committee shall be submitted for approval by the Board at the next regularly scheduled meeting. Further duties shall include annual evaluation of the performance of the Director, and recommendations as to the salary level and benefits package for the Director for approval by the Board. The Executive Committee is also responsible for the review of the Board meeting agenda and serves as informal counsel for the Director.

- B) The Finance and Investment Committee shall advise the Director and the Board on matters related to the Annual Budget and changes on investment policy and strategy. This committee may include appointees who are not members of the Board.
- C) The Audit Committee shall oversee the annual audit of the Museum Financial statements. The committee chair shall be a board member and the remaining members may be board members or non-board members. No member of the Audit committee can be a member of the Finance and Investment Committee.
- D) The Fundraising Committee shall advise, assist, and where appropriate, work with the Director and the Board on revenue-generating plans. This committee should establish the fundraising policies of the institution in conjunction with the Director. Such policies shall be approved by a simple majority of the Board. This committee may include appointees who are not members of the Board.
- E) The Governance Committee shall develop and recommend to the Board for adoption, policies of the Museum, periodically review the Articles of Incorporation, the bylaws, and the Policy Manual and, as necessary, recommend amendments thereto. This committee shall develop and implement policies regarding Trustee recruitment, orientation, and on-going Board Education, and develop and maintain a pool of potential future nominees. The committee shall annually provide to the Board a slate of new Trustees and officers. Only board members and emeritus board members may serve on this committee.
- F) The Buildings and Land Committee shall advise the Director and the Board on building and lands policies and actions. The committee shall oversee the development, implementation, and regular review of the MNA site plan. This Committee also reviews from time to time the conditions of our buildings and grounds. Committee may include appointees who are not members of the Board.
- G) The Program Committee shall be responsible for outreach, research, and collections. Regarding outreach, the committee shall formulate and recommend to the Board policies under which MNA will develop outreach programs to promote understanding and reverence for the cultural and natural heritage of the Colorado Plateau. Regarding research, the committee shall formulate and recommend to the Board policies under which MNA will develop programs of integrated interdisciplinary research that directly supports its mission. Regarding collections, the committee shall formulate and recommend to the Board policies under which MNA is charged; "...to collect and preserve objects of scientific and artistic interest..." that directly support the mission. Committee may include appointees who are not members of the Board.

Section 2: The Chair, in consultation with the Director may appoint ad hoc committees, and for such term with such objectives as seem desirable. Membership on such committees need not be limited to members of the Board.

Section 3: Members of all committees shall hold office until the next Annual Membership Meeting, or until their successors shall have been appointed, or as otherwise provided in these bylaws.

ARTICLE X BOARD COMMITTEE MEETINGS

Section 1: Every committee shall meet at the call of its Chair or of the Board Chair and shall report to the Board.

Section 2: Committees may meet in person, by conference call or electronically as needed. The actions of all committees shall be subject to approval by a simple majority vote by the Board excepting in the case of policy, financial or personnel matters dealing with the Director, a 2/3rds majority of the Board must make the final decisions.

Section 3: All Committees shall take minutes in the same manner as the Board. Such minutes shall be sent to each member of the Board as soon after the Committee meeting as possible.

ARTICLE XI THE DIRECTOR

Section 1: The Board shall appoint a Director, whose powers and duties shall be defined by the Board and whose compensation and tenure shall be set at the pleasure of the Board.

Section 2: The Director shall be the chief executive officer of the Museum, acting under the authority of the Board. The Board shall delegate to the Director the day-to-day operations of the Museum, implementing its policy and managing its programs. The Director shall also be responsible for maintaining effective communication between the Board and the staff.

Section 3: The Director may attend all meetings of the Board and its committees and serve as a non-voting advisor.

Section 4: The Director shall submit, at the Annual Membership Meeting, a report reviewing the work of the Museum for the previous year. A written report shall be distributed to the Membership. The Director shall submit at any regular or special meeting such other reports or recommendations as may be deemed advisable or as the Board may require.

Section 5: The Director shall have authority to appoint and remove all employees and to fix their duties, compensation, and standards of conduct and accountability, subject to the policies of the Museum.

Section 6: The Director shall have authority to appoint and remove Volunteers who serve the Museum without pay. The Director shall appoint visiting scholars in accordance with the Research Appointments guidelines approved by the Board.

Section 7: The Director shall develop and, when approved by the Board, publish a Personnel Policy determining grievance procedures for employees of the Museum. Appeals from determinations under

the Personnel Policy shall terminate with the Director except when the grievance is filed against the Director. In the latter case, the grievance shall be brought before the Executive Committee to review on behalf of the Board.

**ARTICLE XII
GOVERNING RULES**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt. The chair may appoint a parliamentarian to oversee that these and other pertinent governing rules are followed.

**ARTICLE XIII
ADVISORY COMMITTEES AND SPECIAL COMMITTEES**

As authorized by the Board, the Director may organize advisory committees and special committees to further the aims of the Museum and appoint a chair for each committee.

**ARTICLE XIV
LIMITATION OF INDEBTEDNESS**

No obligation in excess of twenty-five thousand dollars (\$25,000) in any one transaction shall be contracted in the name of the Corporation without the approval of the Board specifically or by the adoption of a budget.

**ARTICLE XV
INSURANCE OF TRUSTEES AND DIRECTOR**

The Corporation shall purchase insurance covering actual or alleged liability of Trustees and Director for actions taken in the discharge of their official duties.

**ARTICLE XVI
SERVICE OF PROCESS**

The Board shall designate a representative as needed who shall be the lawful agent of the Corporation to accept and acknowledge service in any action, suit, or proceeding that may be brought against the Corporation, and for all other purposes required by law. Legal counsel must be sought for Bylaw changes, Articles of Incorporation modifications, liability cases, and any other such situation that the Board or Director determines.

**ARTICLE XVII
DISSOLUTION OF THE CORPORATION**

Dissolution of the Corporation shall be in accordance with the provisions in the Articles of Incorporation.

**ARTICLE XVIII
AMENDMENTS**

These bylaws may be amended at any regular or special meeting of the Board by a 2/3rds majority vote of the Board, provided that notice of the proposed action shall have been given at the previous regular meeting of the Board, or shall have been communicated to all Trustees in writing, at least 30 days prior to the meeting at which action is to be taken.