

VALDEZ MUSEUM & HISTORICAL ARCHIVE ASSOCIATION, INC.

MEETING OF THE BOARD OF DIRECTORS

February 16, 2023- Meeting Time 6:30 pm

Main Museum – 217 Egan Drive & Zoom

Mission Statement

The Valdez Museum preserves, presents, and interprets the heritage and culture of Valdez, the Copper River Basin, and Prince William Sound, Alaska.

1. Call to Order/Roll Call
2. Introduction of Guests
3. Public Business from the Floor
4. Board Education Moment (10 minutes) Board Retreat Planning
5. Mission Educational Moment (10 minutes) Education Highlights with Faith Revell
6. Approval of the Minutes for January 19, 2023, pg 3.
7. Approval of Financial Report as of January 31, 2023, pgs 5 - 7.
 - a) January Financial Statements
8. New Business
 - a) Accept Recent Cash Donation for their donor-intended purposes pg 8.
 - b) Recent member/donor assignments pg 10.
 - c) Approve VMHA By-Laws Revisions, Reducing the Size of the Board to Nine and Include a New Code of Ethics Section.
 - Draft VM&HA Corporation By-Laws
 - d) Approve Q1 2023 Museum Operating Budget Adjustments, Increasing the Income and Expenses by \$33,531.62
 - Draft 2023 Budget Adjustments
 - e) Approve Resolution to Change Corporation President
 - Draft Resolution to Change Corporation President
9. President's Report
10. Staff Reports pg 34 - 41.
11. Committees
 - a) Committee Reports— (15 minutes)
Bylaws Committee (Donna), Finance (?), Collections (Rich), Board Development (Gary) Fundraising (Michelle / Donna) Membership (Michelle), Strategic Planning (Gary),
Advocacy Committee (_____); Building Committee (_____), Native Gallery (?) and Endowment (Inactive)
12. Committee Business from the Floor or Board Member Discussion/Ideas
 - a) Committee Assignments Discussion
 - b) Discuss Monthly Meeting Time Change

Next Meeting: March 16, 2023– 6:30 p.m.
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13. Adjournment

Upcoming Committee Meetings

Fundraising Committee – April 5, 2023, to start planning Roadhouse.

Dates to add to your Calendars

Winter Operations

Main Museum 12:00 – 5:00 pm Tuesday - Saturday

Annex by appointment only.

The Girl Made of Light and Dust Art Exhibit, January 20 – March 12, 2023, Main Museum

Ferru Photo Walk February 17, 2023 at the Museum and around town, 4:30 – 6: 30 PM

Ferru Book making Workshop, February 18, 2023, at the Main Museum 9:00 AM -12:00

PM – Pre-Registration Required

Patty Out February 24 – March 5th, 2023, DC and Juneau Back in Office March 6, 2023

Museums Advocacy Day, February 26 – 28, 2023, Washington DC

Tuesday Nite History Talk with Matt Kinney, March 28, 2023, 5:30 Pm Zoom Only

Free Friday, March 10, 2023, 12:00 – 5:00 PM at the Main Museum

Core Purpose

Preserve Regional Culture

Core Values

Honor the Past, Legacy, Heritage

Education

(Knowledge)

Integrity, Authenticity

Community

(Relevance, stewardship, surrounding towns and village part of our local community)

Entertainment

(Fun, engagement)



**MINUTES
VALDEZ MUSEUM & HISTORICAL ARCHIVE ASSOCIATION
INC.**

**MEETING OF THE BOARD OF DIRECTORS
January 19, 2023 6:30pm – Via Zoom**

1. **Call to Order/Roll Call:** Anna Bateman called the meeting to order at 6:40 pm.
Members present: Anna Bateman, Jim Shirrell, Martha Barberio, Nancy Hill, Felicia Wolfenden, Gary Minish, Richard Dunkin, Donna Lane
Members excused: Michelle Cullen
Guests: None
Staff present: Danielle Tapp, Caren Oberg, Patricia Relay
2. **Introduction of Guests:** None
3. **Public Business from the Floor:** None
4. **Board Educational Moment:** Patricia Relay began discussion by saying her solicitations have not been successful in getting individuals to join the Board of Directors. Richard Dunkin stated he has spoken to two museum members who may be interested in joining the BOD. Jim Shirrell suggested another museum member. Patricia Relay, Gary Minish, and Donna Lane agreed to pursue recruitment.
5. **Mission Educational Moment:** The Girl Made of Light and Dust – Caren Oberg shared a presentation that spoke about the opening exhibit on Friday 20, 2023 at 12:00pm. She thanked Alaska State Council of the Arts, National Endowment of the Arts, and Copper Valley Electric Association Community Foundation. Mrs. Oberg Spoke about the artists mediums used in the exhibit. She also mentions Magdéleine Ferru’s inspiration behind her photos. Making note of the artists books “Meandres” is going to be a site-specific part of the exhibit.
6. **Approval of the Minutes for November 17, 2022:**
Motion: Richard Dunkin motioned to approve the November 17, 2022, meeting minutes, seconded by Donna Lane. **Discussion:** None **Vote:** All members present voted to approve the discussed minutes. None opposed. Motion Carried.
7. **Approval of Financial Report as of December 31, 2022**
Motion: Gary Minish motioned to approve the December 31, 2022, Financial report, seconded by Martha Barberio. **Discussion:** Patricia Relay made note that the city grant was received. **Vote:** All members present voted to approve the discussed minutes. None opposed. Motion Carried.
8. **New Business**
 - a) **Accept Recent Cash Donations for their donor-intended purposes:** **Motion:** Gary Minish motioned to approve recent cash donations for their donor-intended purposes, seconded by Donna Lane. **Discussion:** Patricia Relay made note that Amazon Smile has

decided to disband. **Vote:** All members present voted to approve the discussed recent cash donation. None opposed. Motion Carried.

b) **Recent member/donor assignments:** Fourteen Member/ Donor Thank You cards are ready to be signed sitting at Ms. Tapp's desk.

9. **President's Report:** Anna Bateman reported that she did not renew her seat on the VMHA Board of Directors due to family concerns. She thanked everyone for letting her participate in the meeting. She stated that she will continue to volunteer with the Valdez Museum. Mr. Shirrell asked Anna to look into recruiting someone to fill more vacancies on the board.

10. **Staff Reports:** Mrs. Relay reported that the Valdez Museum is in the process of doing year-end tasks and preparing for summer. She is in the process of recruiting board members and staff. She thanks maintenance for solving an ice build-up at the Annex location. Mrs. Relay reported that she serves on the Alaska State Board, and she is working on the Alaska Cultural Trust. She is getting documentation for the Alaska Delegation to take to DC. She is working with Danielle Tapp on the Economic Impact folder and Inside View Magazine. The Old Town Walking Tour signs are in the process of being updated. Finalizing proposed budget adjustments. Mrs. Relay reported that Faith Revell is working on making connections with 5th grade teachers and making the monthly Tuesday Nite History Talk. Danielle Tapp is also working on advertisements for new career opportunities at the VMHA. Devon Lujan and Danielle Tapp are going to be working on the career fair in April.

11. Committee Reports:

- a) **Bylaws Committee:** Donna Lane reported that the Bylaws committee is waiting on a response from Sherri Peirce.
- b) **Finance Committee:** Martha Barberio stated the finance committee had finalized the budget and is on track for 2023.
- c) **Membership Committee:** Nothing to report Michelle Cullen was absent.
- d) **Fundraising Committee:** Will meet on the week of 1/23/2023 to further discuss plans.
- e) **Strategic Planning Committee:** Mrs. Relay reported that the museum has training and development money for 2023. Mrs. Relay asked Mr. Minish to integrate this budget into board development and strategic planning to hire a strategic planning consultant.

12. **New Committee Business from the Floor or Board Member Discussion/Ideas:** Mr. Shirrell wants to be more involved in strategic planning.

Next Meeting VMHA Board of Directors: February 16, 2023
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13. **Adjournment: Motion:** With no further business before the Board, Mr. Dunkin moved to adjourn the meeting at 7:30 p.m. and seconded by Ms. Hill. **Discussion:** None. **Vote:** All members present voted to adjourn. None opposed. Motion Carried.

Signed _____ Date _____
Michelle Cullen, Secretary, VMHA

VALDEZ MUSEUM & HISTORICAL ARCHIVE ASSOCIATION INC.

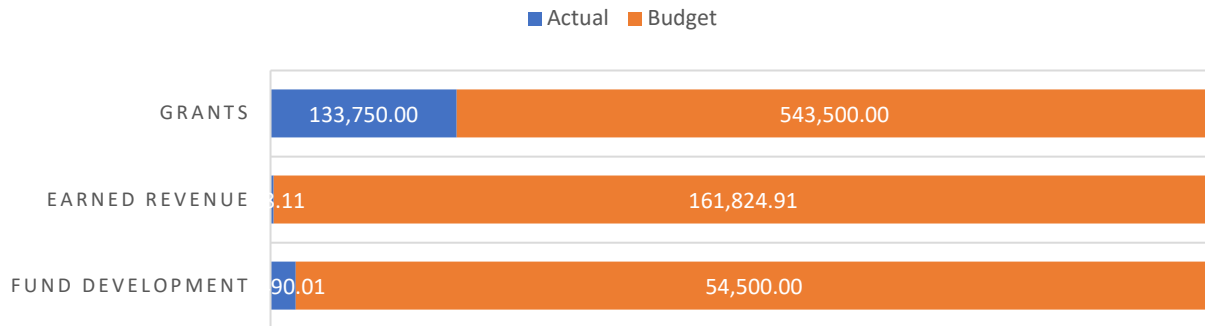
**Financial Report
Submitted by Patricia Relay, Executive Director**

As of January 31, 2023

Summary: For your review, I have provided three statements: Budget v. Actual for 2023, Statement of Activities Previous Year Comparison as of January 31, 2023, and Statement of Financial Position Previous Year Comparison as of January 31, 2023

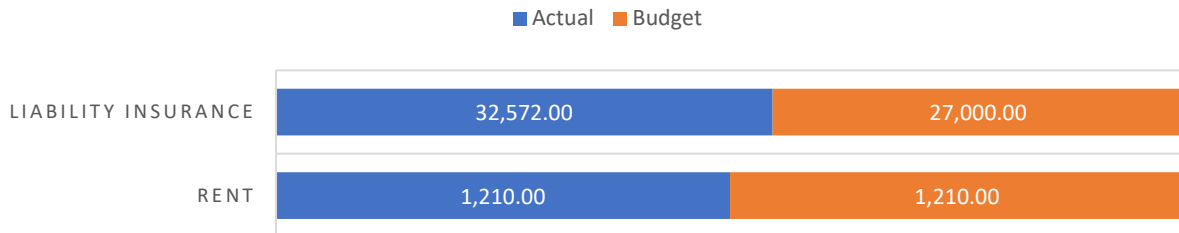
Budget vs. Actuals: FY2023 (Report generated on February 3, 2023) At the time of this report we generated 18% of revenues for the year and expended 14% of projected costs for the year.

2023 INCOME AS OF JANUARY



This is the time of year that our Earned Revenues and Fund Development income has little activity. The most notable impact to our budget at this time is receiving the Q1 2023 City of Valdez Allocation.

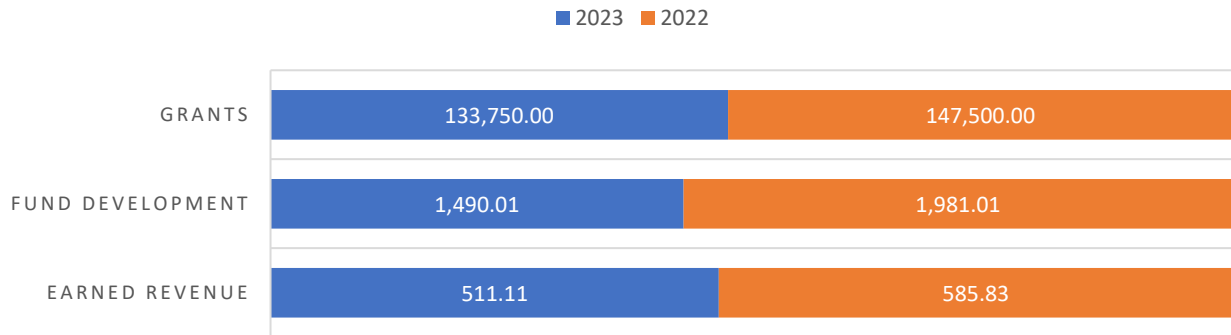
2023 NOTABLE EXPENSES AS OF JANUARY



Similar to the income side of the Budget, this is the time of year the expenses have little activity, with the exception of Liability Insurance and Rent. Insurance went up over \$5,000 this year because of a variety of factors: no generator, no appraisal and no emergency plan. In addition to our \$10.00 rent with the City of Valdez, we also have off site storage for exhibit crates.

Statement of Activity Comparison At the time of this report we are down by 10% on revenues and up by 3% on Expenses.

NOTABLE INCOME DIFFERENCES

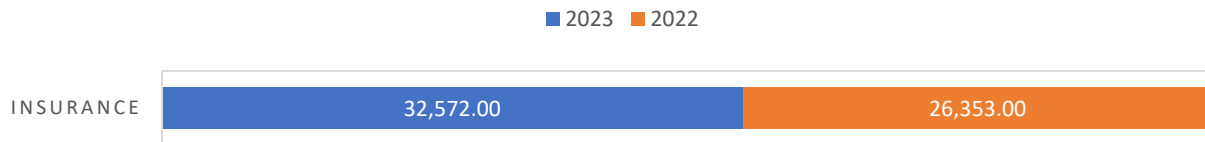


Grants: While our City Grant distribution is \$11,250 more than last year, COVID Relief funds are no longer available – reducing Grants by \$25,000

Earned Revenue: While admissions are up by \$100, Store Sales are down by 47%

Fund Development: The difference is attributed to a late disbursement of 2021 Gold Rush donation of a \$1,000

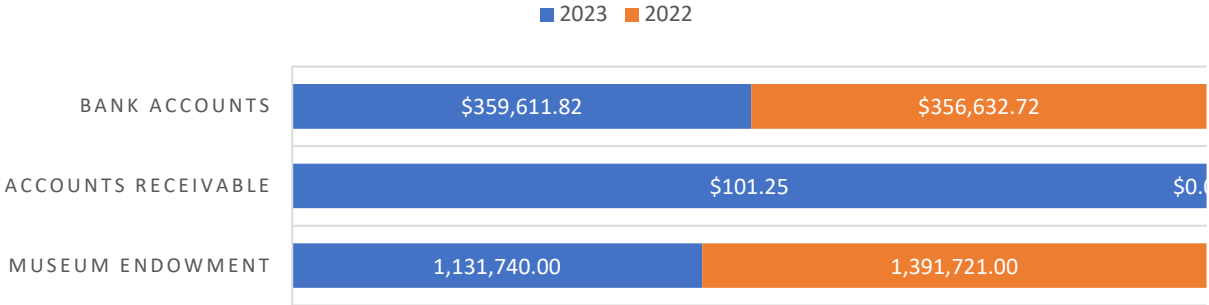
NOTABLE EXPENSE DIFFERENCES



Except for Liability Insurance, expenses have not varied notably. The only other anomaly is the Education Account. It is higher than normal but I believe that is an entry error and will work with Andrea to clean that up.

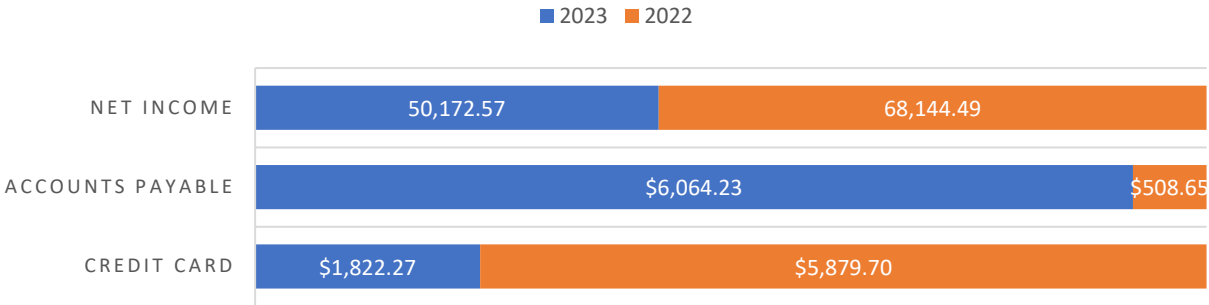
Statement of Financial Position Previous Year Comparison as of January 31, 2023.

CHANGE IN ASSETS AS OF 01/31/2023



Compared to last year, assets are down 13%, which can be attributed to the losses in the Museum Endowment.

CHANGE IN LIABILITIES AS OF 01/31/2023



Net Income: The poor performance of the Endowment has impacted our Net Income as well.

Accounts Payable: The increase is attributed to the \$3,306 bill for Electricity, \$968 for Past Perfect and \$797 for Barefoot Travel Guide advert.

Credit Card: Last year Electricity costs went through the roof, increasing the Credit Card Charges.

And... **Equity:** As a result of the findings in the 2021 Audit, I am reporting monthly on the Equity Balance. Chaz Lyons indicated that it should not fluctuate from month to month. Equity should stay the same. The Opening equity Balance is \$11,429.62 There was no change from last month.

See attached Financial Statements for reference. The three red tabs are the Statements that this report is based on.

Valdez Museum & Historical Archive Association Inc.

Item 8a Accept Recent Cash Donations

Description:

The Board of Directors should review and approve donations received. The attached list shows cash donations received since the last board meeting. The list also shows if there is a donor-imposed restriction to the gift (i.e. for a special project). When the board approves these gifts, it also approves using them for the donor's purposes. If the board does not intend to use the gift for the donor's purpose, the board should not accept the gift.

Board Action to Be Taken:

Accept cash donations for their donor-intended purposes.

Director/Committee Recommendation:

The Executive Director recommends approving all the donations shown.

Agenda Item Submitted by: Patricia Relay, Executive Director

Date: February 9, 2023

VALDEZ MUSEUM & HISTORICAL ARCHIVE

Transaction Report

January 2023

	Date	Num	Name	Memo/Description	Amount
Fund Development					
Donations Income					
Unrestricted					
	01/04/2023	1772	Amanda Loshbaugh	Donation	5.01
	01/24/2023	1781	Network for Good	Donation	500.00
Total for Unrestricted					\$ 505.01
Total for Donations Income					\$ 505.01
Total for Fund Development					\$ 505.01
TOTAL					\$ 505.01

Thursday, Feb 02, 2023 05:01:10 PM GMT-8 - Accrual Basis

Valdez Museum & Historical Archive Association Inc.

Item 8b Recent Donor/ Member Assignments

Description:

Each month, the Board of Directors makes an effort to contact and thank people who have recently joined, upgraded, renewed or made significant financial donations to our organization. By doing this, we hope that associate members and donors feel appreciated, have an opportunity to ask questions of the board members, and become more connected to our organization.

Board Action to Be Taken:

Volunteer to contact one or more of the people on the attached list.

Director/Committee Recommendation:

NA

Agenda Item Submitted by: Patricia Relay, Executive Director

Date: February 9, 2023

Valdez Museum & Historical Archive Association Inc.

November and December Memberships 2023

JANUARY RENEWALS

Greeting	Level
Day, Pat and Peggy	Associate
Chris K Olson	Senior
Newcomer, Steve & Donna	Dual
Roberts, Berry	Senior
Whalen, Janice	Family
Addler, Samantha	Dual
Blood, Janet	Senior
Gittell, Myron	Educator
Grazyna Brocka	Senior
Greene Lester	Family

NEW MEMBERS

Greeting	Level
Levine, Eleanor	Senior

VALDEZ MUSEUM & HISTORICAL ARCHIVE

Item 8 C

Approve VMHA By-Laws Revisions, Reducing the Size of the Board to Nine and Include a New Code of Ethics Section.

Description:

At the Museum's Regular Board meeting on April 21, 2022, Board President Anna Bateman introduced a discussion item to update the Corporate Bylaws. She stated, "As Board President, I believe in proactive policies that support and protect the Museum as well as our employee, the Executive Director."

Since that time, the Museum's Bylaws Committee has reviewed the updates to include code of ethics, grievance, and removal from the Board. The Committee, consisting of Donna Lane, Gary Minish and Anna Bateman, met regularly throughout last year.

The City Attorney has reviewed the attached draft and does not have anything further to add.

Additionally, since the Board compliment has dropped and vacancies have not been filled, the Committee also believes that the Board should be reduced to nine members instead of eleven. That means the quorum for the Board would be five instead of six.

Once the Museum Board Approves the By-Laws the next step is the City Council must approve the update.

Sec 5 Voting: A vote by 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 has been established is an action by the membership.

Approval of four Members is required for:

- a. Removal of a member of the Board of Directors

Approval of six Members is required for:

- a. Amendment of the Articles of incorporation or Bylaws
- b. Merger or consolidation
- c. Sale or other disposal of substantially all of the assets of the Corporation
- d. A decision to expend endowment principal; this action also requires unanimous affirmative vote of the Museum Corporation Board of Directors
- e. Dissolution of the Museum Corporation

Each Member shall have one vote; cumulative voting is not permitted.

Action to Be Taken:

Approve VMHA By-Laws Revisions, Reducing the Size of the Board to Nine and Include a New Code of Ethics Section.

Director/Committee Recommendation:

Agenda Item Submitted by: Patricia Relay, Executive Director

Date: February 9, 2023

Article I
NAME

Sec. 1 Name: The official name shall be the Valdez Museum and Historical Archive Association, Incorporated [hereinafter called “the Museum Corporation”].

Article II
OFFICES

The Principal office of the Museum Corporation in the State of Alaska shall be located in Valdez, Third Judicial District, State of Alaska.

The Museum Corporation shall have and continuously maintain in the State of Alaska registered office, and a registered agent whose office is identical with such registered office, as required by the Alaska Non-Profit Corporation Act. The registered office may be, but need not 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 [hereinafter “Board”].

Article III
PURPOSE

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

Article IV
SEAL

The Museum Corporation shall have a seal.

Article V
MEMBERSHIP

Sec. 1 Members: Membership in the Museum Corporation is limited to those persons holding office on the City Council of the City of Valdez, Alaska. A Member shall retain membership until his/her successor takes office on the City Council.

Sec 2 Voting: Each Member may vote on any issue brought before the Members in person, but not by proxy.

Article VI
MEMBERSHIP MEETINGS

Sec 1 Annual Meetings: The annual meeting of the Members shall be held during the month of October of each year. ¹ At such meetings, the Members shall receive reports from the Board of Directors and transact such other business which shall come before the meeting; the place for all meetings will be the City Council chambers unless noticed otherwise. Notice in writing to all Members of the date, time and place of each meeting. This notice shall be given not less than thirty days in advance of the date of the meeting.

Sec 2 Special Meetings/Notice: Special meetings of the Members may be called by written request to the President of the Members by at least two or more of the Members. A minimum of 24 hours written notice to the Members and the public shall be given prior to convening of special meetings of the members. Notice to all Members which shall include a copy of the agenda for the special meeting. The Members shall not conduct any business at the special meeting unless it appears in the agenda accompanying the notice.

Sec 3 Quorum: A quorum for the transaction of business of any meeting of the Members shall consist of four of the voting membership. Once established, a quorum is valid for the remainder of the meeting so long as at least four voting Members are present.

Sec 4 Executive Sessions: The Members may adjourn any meeting into an Executive session by a majority vote of the quorum present for purposes of discussion as provided in Alaska Statue 44.62.310 and as hereafter amended. The agenda shall state the qualifications of item to be discussed in the Executive Session. Notice of a vote to adjourn to Executive Session must be posted at least 24 hours prior to the start of the meeting. No formal action may be taken in Executive Session.

Sec 5 Voting: A vote by 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 has been established is an action by the membership.

Approval of four Members is required for:

- a. Removal of a member of the Board of Directors

Approval of six Members is required for:

- a. Amendment of the Articles of incorporation or Bylaws
- b. Merger or consolidation
- c. Sale or other disposal of substantially all of the assets of the Corporation
- d. A decision to expend endowment principal; this action also requires unanimous affirmative vote of the Museum Corporation Board of Directors
- e. Dissolution of the Museum Corporation

Each Member shall have one vote; cumulative voting is not permitted.

Article VII

PROHIBITED ACTIVITIES

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

Article VIII

BOARD OF DIRECTORS

Sec 1 General Powers: The affairs of the Museum Corporation shall be managed by a Board of Directors, [hereinafter referred to as "the Directors"]. The Directors shall have authority over the operation and administration of the Museum Corporation and will adopt those policies it deems necessary to ensure the Valdez Museum and Historical Archive [hereinafter referred to as "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.

Sec 2 Number, Tenure and Election: The number of voting Directors shall be ~~eleven~~ nine, appointed at large by the Members of the Corporation. One Director may be nominated by the Valdez Native Tribe, Inc. and

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reported in writing to the Members of the Corporation. All appointments to the Board of Directors will be for three years unless such appointment is to fill a vacant position. In this latter event, the person appointed shall complete the remaining term of the director vacating the position.²

Sec 3 Vacancies: Any vacancy occurring in the Board of Directors shall be filled by the Members of the Museum Corporation; the appointed Director will serve the balance of the unexpired term of such vacant office.

Sec. 4 Code of Ethics:

1. Directors, staff, and the executive director shall read and are subject to the Valdez Municipal Code, Code of Ethics, Chapter 2.24.
2. The following requirements are additional to the Valdez Municipal Code, Code of Ethics, Chapter 2.24 and/or specific to the Valdez Museum Board of Directors.
 - a. Directors are responsible for adding value to the Museum and contributing to the ethical success of this organization.
 - i. Directors shall adhere to the highest standards of ethical and professional behavior.
 - b. The Board will have an open dialogue, productive discussions, and respect for everyone involved.
 - i. 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 the Board meetings is encouraged to make sure their opinion is recorded in the minutes.
 - c. 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.
 - d. Directors are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. Directors shall:
 - i. Be prepared to discuss the issues and business on the agenda and read all background materials relevant to agenda topics.
 - ii. Be informed about the Museum corporation's mission, services, policies, and programs.
 - iii. Regardless of personal interests, support decisions made by the Board that are both ethical and legal.
 - iv. 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.
 - v. 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.

3. Any Director who fails to comply with this Museum Code of Ethics is subject to removal from the Board.
4. Enforcement: 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 City officials per Chapter 2.24 of the Valdez Municipal Code, Code of Ethics, section C.
 - a. The Executive Director may file a complaint against a Director of the Board based upon a violation of the Museum Code of Ethics or a violation of the Valdez Municipal Code, Code of Ethics, Chapter 2.24.
 - i. The complaint will be made in writing to the Board President or acting 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 City officials per Chapter 2.24 of the Valdez Municipal Code, Code of Ethics, section C.
 - ii. 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.

Sec 5 Replacement: The following are reasons for dismissal or replacement.

1. 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 quorum present at a regular or special meeting. The motion to declare a Director position vacant shall include a recommendation to fill the vacancy as outlined in Section 3 above.
2. A Director who is unable to perform the duties of the position due to health reasons.
- ~~2-3.~~ Violation of the terms of these By-Laws, other Board policies, or Chapter 2.24 of the Valdez Municipal Code, Code of Ethics.

Sec 6 Meetings: The Board of Directors shall set meetings at a time and place to be fixed by the board. Notice of each regular meeting shall be given by the Secretary in writing to all Board members. Notice shall be given not less than ~~ten~~ seven nor more than thirty days in advance of the meeting date. No business of the organization shall be conducted unless it appears in the agenda attached to the notice of the meeting.

Sec ~~6~~ 7 Meetings to be Public: In accordance with the Alaska State Open Meetings Act, all meetings of the Board of Directors except those qualified as Executive Session shall be open to the public. The journal of proceedings (minutes) shall be open to public inspection.

Sec ~~7~~ 8 Quorum: A quorum for the transaction of business of any meeting of the Board of Directors shall consist of ~~six~~ five of the voting membership. ~~Once established,~~ A quorum must be present at all times to conduct official business. ~~is valid for the remainder of the meeting so long as at least six voting Members are present.~~

Sec ~~8~~ 9 Attendance: Notwithstanding anything elsewhere contained in these By-Laws 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.

1. Any Director(s) not able to attend a particular meeting must notify their Executive Director as far in advance as possible.
2. ~~A~~ Director(s) may participate via telephone or virtual platform in a Board or Committee

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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~~Chair or other ~~member~~Director physically present shall preside.

3. The Director(s) shall notify the Executive Director, if reasonable, at least twenty- four hours in advance of a 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.
4. At the meeting, the Staff Liaison shall ~~establish~~ verify all remote connections prior to call to order. ~~the telephone connection when the call to order is imminent.~~
5. ~~A~~Director(s) participating by telephone or virtual platform shall be counted as present for purposes of discussion, and voting.
6. ~~The member~~ 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 Chair shall confirm the connection.
7. ~~The~~ Director(s) participating by telephone or virtual platform may ask to be recognized by the Chair to the same extent as any other Director.

8. To the extent reasonably practical, the Staff Liaison shall provide backup materials to ~~Director(members)~~ participating remotely. ~~by telephone.~~
9. If the telephone or virtual platform connection cannot be made or is made then lost, the meeting shall commence or continue as scheduled and the Staff Liaison shall attempt to establish or restore the connection.
10. Meeting times shall be expressed in Alaska Time regardless of the time at the location of any ~~member~~ Director participating by telephone or virtual platform.
11. Participation by telephone or virtual platform shall be allowed for regular, special, work sessions and sub-committee meetings of the Committee.
12. Remarks by Directors participating by telephone or virtual platform shall be transmitted so as to be audible by all ~~D~~ Directors and the public in attendance at the meeting.
13. All votes shall be taken by audible roll call vote.
14. 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 member~~ serving ~~as chair of t~~ the chair of the meeting.
15. A quorum (majority of the Directors) must be present at all times during a meeting or work session of the committee

Article IX
OFFICERS

Sec 1 Officers: The officers of the Museum Corporation Board of Directors shall be a President, a Vice President, a Secretary, and a Treasurer. Officers shall be Directors of the Museum Corporation. When appointed by the Directors, an Executive Director will serve as a non-voting *ex-officio* Director of the Museum Corporation Board of Directors.

Sec 2 Election of Officers: The officers of the Museum Corporation Board of Directors shall be elected annually by the Directors at their initial meeting following appointment by the Members; voting will take place via secret ballot from candidates nominated from the floor or submitted by a nominating committee appointed by the President of the Board of Directors.

Sec 3 Terms of Office: All officers will serve two-year³ terms. Except for Initial Directors, a person must serve at least one year as a Director to be eligible to be elected an officer. No person may serve more than two successive terms as President of the Board of Directors of the Museum Corporation.

Sec 4 Duties of Officers: Duties of officers of the Museum Board of Directors are as follows:

- a. **PRESIDENT-** the President shall be the principal officer of the Museum Board of Directors and shall in general supervise the businesses and affairs of the Museum Corporation. He/She may sign, with the Secretary or any other proper officer of the Museum Board of Directors authorized by the board, any contracts, or other instruments which the Museum Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Museum Board of Directors or by these by-laws or by statute to some other officer or agent of the Museum Board of Directors. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Museum Board of Directors.
- b. **VICE PRESIDENT-** In the absence of the President or in event of his/her 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. The Vice

President shall perform such other duties as may be assigned by the President or by the Museum Board of Directors.

- c. SECRETARY- The Secretary shall insure the minutes of the Museum Board of Directors meetings be kept in one or more books provided for that purpose; oversee that all notices are duly given in accordance with the provision of the by-laws or as required by law; be custodian of the corporate records and of the seal of the Museum Board of Directors and see that the seal of the Museum Board of Directors is affixed to all legally binding documents the execution of which on behalf of the Museum Corporation under its seal is duly authorized in accordance with the provisions of the by-laws; 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 duties incident to the office of Secretary as may be assigned by the President or by the Museum Board of Directors.
- d. TREASURER- The Treasurer shall oversee and be responsible for-the accounting of all funds, securities, and properties of the Museum Board of Directors; and shall oversee and be responsible for an annual report for the annual meeting; and, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Museum Board of Directors.

Article X
COMMITTEES

Sec 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 Valdez Museum & Historical Archive Association, Inc. Tasks include budgeting and financial planning; monitor adherence to the budget; financial reporting; and the creation and monitoring of internal controls and accountability policies.
 - 1) Finance Committee will meet at least four 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 meetings to be conducted within the fiscal year.
 - 2) The Finance Committee will include:
 - a) Board of Directors – President
 - b) Board of Directors – Treasurer
 - c) Executive Director
 - d) Committee Member (2)
- b. BOARD DEVELOPMENT COMMITTEE: The role of the Board Development Committee is to give attention to the composition of the Board – 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 takes into account the expertise, perspective, judgment and resources needed in new ~~Directors~~board members. Review potential candidates and present to the Directors.
 - 2) Develop Board Job Descriptions and Committee Job Descriptions that clearly state the role and expectation of the Directors
 - 3) Plan and implement an orientation program, including official briefings, printed materials and individual mentorship to make new Director's part of the Board culture.

- 4) Conduct an Annual Review of the Board Manual to ensure that the supplemental materials are up to date.
 - 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 policies 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.
 - 8) The Board Development Committee will include:
 - a) Board of Directors - Committee Chairperson
 - b) Board of Directors – (2)
 - c) Executive Director
- c. **COLLECTIONS COMMITTEE:** The Collections Committee exists in accordance with the Valdez Museum & Historical Archive’s Lease Management Agreement with the City of Valdez as the stewards of the City’s historical collections. The Collections Committee’s role is to review and make recommendations to the VMHA Board of Directors regarding collection acquisitions, deaccessions, and collections policy revisions. The Collections Committee will meet at least four 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, these recommendations will be passed on to the City Council acting as representatives of the Members of the [Museum Corporation](#) ~~VMHA~~ as per the museum’s collections policy.
 - 2) The Collections Committee will be called upon for approval of collections acquisitions exceeding the year’s annual acquisitions budget. In instances where time is of the essence, a consensus may be reached and documented in the committee’s report to the Board of Directors.
 - 3) The Collections Committee will include, but is not limited to:
 - a) Board of Directors (Chair)
 - b) Board of Directors – Member
 - c) City Clerk
 - d) Curator of Collections and Exhibitions
 - e) Curator of Education and Public Programs
 - f) 4 Members-At-Large, one each specializing in one of the following areas:
 1. Historical Collections,
 2. Alaska Native Culture,
 3. Art Collections, and
 4. Archives

Sec 2 Other Committees: The Directors may, by resolution, appoint other standing or *ad hoc* committees. Except as otherwise provided in such resolution, the chairpersons of such committee shall be Directors of the Museum Corporation and the President of the Directors shall appoint the chairperson thereof. Any committee-member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Museum Corporation shall be served by such removal.

Sec 3 Terms of Office: Each member of a Standing Committee shall be appointed at the first Directors meeting following the annual meeting of the Museum Corporation and will serve a one-year term of office. Terms of appointment to *ad hoc* committees will be defined in the Committee Description.

Sec 4 Chairperson: One member of each committee shall be appointed Chairperson by the President or the designee authorized to appoint the members thereof.

Sec 5 Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Sec 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.

Sec 7 Rules: Rules for each Committee shall be outlined in the Committee Description as long as those rules are consistent with those of these by-laws.

Article XI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Sec 1 Contracts: The Directors may authorize any officer or officers, agent or agents of the Museum Board of Directors, in addition to the officers so authorized by these by-laws, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Museum Board of Directors, and such authority may be general or confined to specific instances.

Sec 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 Museum Board of Directors shall be signed by such officer or officers, agent or agents of the Museum Corporation and in such manner as shall from time to time be determined by resolution of the Directors. In the absence of such determination by the Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Directors.

Sec 3 Deposits: All funds of the Museum Board of Directors shall be deposited to the credit of the Museum Corporation in such banks, trust companies or other depositories as the Directors may select.

Sec 4 Gifts: The Directors may accept on behalf of the Museum Corporation any contribution, gift, bequest or other fiscal device for general purposes or for any special purpose of the Museum Corporation.

Sec 5 Funds: The Directors will establish and manage the general funds of the Museum Corporation and may assign or delegate management authority for these funds to their agent or agents; this assignment will be written and will be specific in defining the authority and limits being assigned or delegated.

Sec 6 Special Funds: The special funds of the Corporation are the Phyllis Irish Memorial Fund and the Valdez Museum Endowment Fund. The Directors may, by resolution, create other special funds to be managed according to and for purposes defined in their instituting resolutions.

- a. Phyllis Irish Memorial Fund- Created by the City Council in 1985, the Phyllis Irish Memorial Fund commemorates a founding member of the Valdez Museum. Its purpose is to provide an interest-bearing revolving account for special museum projects. This fund will be managed by

the Directors who will have authority for its disbursement; during the annual meeting, the Directors will advise Members of expenditures made from this fund.

- b. Valdez Museum Endowment Fund- Created initially in memory of Clinton J. “Truck” Egan, this fund was instituted by City Council as a separate account to be invested in long-term interest-bearing instruments. The fund’s purpose is to provide interest-income to be used ultimately to fund operating expenses of the Valdez Museum in replacement of tax-based General Fund revenues. The Members will hold the Valdez Museum Endowment Fund Principal in perpetual trust for the benefit of the Valdez Museum. The Members will provide policy guidance to the Directors for the administration, management and investment of the Museum Endowment Fund. Expenditures of the fund principal are not anticipated but may be authorized by unanimous affirmative vote by the Members and the Directors in a joint public meeting noticed at least 24 hours in advance; the notice will specify the purposes of the meeting.

Article XII

MUSEUM ADMINISTRATION

Sec 1 Executive Director: The Directors shall select, appoint, determine compensation for, evaluate and discharge a Chief Operating and Administrative Officer with the title of Executive Director. The Executive Director shall be given the necessary authority and responsibility to operate the Museum in all its activities and departments, subject only to such policies as may be issued by the Directors or by any of its committees to which it has delegated power for such action or by such constraints as may be imposed by City, State, and/or Federal laws and regulations.

The Executive Director shall act as the duly authorized representative of the Directors in all matters in which the directors have not formally designated some other person to act.

Sec 2 Authority and Responsibility: The authority and responsibility of the Executive Director shall include:

- a) Carrying out all policies established by the Directors and advising on the amendments to these policies.
- b) Developing and submitting to the Directors for approval a plan of organization for the conduct of Museum operations and recommended changes when necessary.
- c) Preparing an annual budget, including estimated capital expenditures, showing the expected revenues and expenditures as required by the Directors or its committees.
 - i. The Executive Director’s fiscal management responsibilities include development, execution and/or oversight of a permanent, formal fund development program to enhance the Museum’s non-tax fiscal resources.
- d) Selecting, employing, training, controlling and discharging employees and developing and managing personnel policies and practices for the Museum Corporation.
- e) Maintaining physical properties of the Museum Corporation in a good and safe state of repair and operating condition.
- f) Maintaining the public trust properties entrusted to it in accordance with professional standards of such organizations as the American Association of Museums and the society of American Archivists.
- g) Supervising the business affairs of the corporation to ensure that funds are collected and expended in a manner consistent with their public trust responsibilities and to the best possible advantage of the Museum Corporation.
- h) Working continually with other museum and archive organizations and professionals to the end those high-quality services may be provided at all times.

- i) Presenting to the Directors and Members and/or their committees periodic reports reflecting the professional services, financial activities, acquisitions, loans [to and from the museum], transfers, and other pertinent information regarding the museum's collections, exhibitions, publications, and programs.
- j) Attending all meetings of the Directors and serving in a person or by appropriate designee on committees thereof; attending all meetings of the Members.
- k) Serving as the liaison and channel for communications between the Board and the Members.
- l) Preparing a plan for the achievement of the Museum Corporation's specific objectives and periodically reviewing and making recommendations for revision of the objectives.
- m) Representing the Museum Corporation in its relationship with other heritage service organizations.
- n) Performing other duties that may be necessary or in the best interest of the Museum.

Sec 3 Performance Review: The performance of the Executive Director shall be reviewed annually by the Directors; this evaluation will be preceded by a self-examination report to the Directors. Adjustments to the Executive Director's compensation may be made on the basis of annual or special evaluations.

Article XIII
MUSEUM STAFF

Sec 1 Authority: The Executive Director will have sole authority for recruitment, selection, appointment and discharge, and determination of duties and compensation levels for all employees of the Museum Corporation. Exercise of this authority will be consistent with applicable rules, schedules, fiscal resources, and policies of the Corporation established and adopted by the Directors and attached as appendices to these by-laws.

Sec 2 Rules: The staff of the Museum Corporation will be employed according to terms defined in Personnel Policy formulated and adopted by the Directors; acceptance of the corporation's Personnel Policy will be a condition of employment.

Sec 3 Compensation, Benefits, etc.: The compensation and benefits for Museum Corporation employees will be in accordance with pay/wage scales and schedules formulated and adopted by the Directors.

Article XIV
CONFLICT OF INTERESTS

Sec 1 Purpose: This conflict of interest Article is to protect the Valdez Museum & Historical Archive (VMHA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member, Director, Executive Director, Staff 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

Sec 2 Policy:

- a) The Members, Directors, Executive Directors, 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.

- b) All acts of such persons shall be for the best interest of the Valdez Museum Corporation.
- c) Such persons shall not accept any gift, factor or hospitality which would influence their decisions or actions which affect the Museum Corporation.
- d) 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. After disclosure, the officer, director or member may not vote on any matter involving the conflict of interest without the consent of the Board.
- e) If a matter before the board involves a “disqualified person” as that term is defined in section 4958 of the IRS 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”.

Sec 4 Annual Statements: Each Director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the By-laws outlining conflict of interest.
- b) Has read and understands Article XIV, Conflict of Interest
- c) Has agreed to comply with Article XIV, 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 XV
FISCAL YEAR

The Fiscal Year of the Museum Corporation shall be the calendar year.

Article XVI
INDEMNIFICATION

Sec 1 Non-Derivative Actions: Subject to the provisions of Sections 3, 5, and 6 below, the Museum Corporation shall defend, indemnify and hold financially harmless any person who was or is a part, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (Other than an action or in the right of the Museum Corporation) by reason of or arising from the fact that the person is or was a Member, Director, Officer, employee, or agent of the Museum Corporation, or is or was serving at the request of the Museum Corporation as a director, officer, employee, agent, partner, or trustee of another corporation, partnership, joint venture, trust, or other enterprise, against costs and expenses (including attorney’s fees when counsel is selected by the Directors or Members) of said suit, action or proceeding, judgments, fines and amounts paid in settlement actually or reasonable incurred in connection with the action, suit or proceeding if:

- a) The person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Museum Corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful.
- b) The person's act or omission giving rise to such action, suit or proceedings is ratified, adopted or confirmed by the Museum Corporation or the benefit thereof received by the Corporation.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption, and settlement shall not constitute any evidence that the person did not act in good faith and in a manner which the person reasonably believe to be in or not opposed to the best interests of the Museum Corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe that the conduct was unlawful.

Sec 2 Derivative Actions: Subject to the provisions of 3, 5, and 6 below, the Corporation shall defend, indemnify and hold financially harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of or arising from the fact that the person is or was a Member, Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, partnership, joint venture trust or other enterprise, against costs and expenses (including attorney fees when counsel has been selected by the Directors or Members) actually and reasonably incurred in connection with the defense or settlement of such action or suit if:

- a) The person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Museum Corporation, or
- b) The person's act or omission giving rise to such action or suit is ratified, adopted, or confirmed by the Museum Corporation or the benefit thereof received by the Corporation.

No indemnification shall be made in respect of any claim, issue or matter as to which such person as a Member, Director, employee or agent shall have been adjudged to be liable for: (a) a breach of that person's duty of loyalty to the Corporation; (b) acts or omissions not in good faith or that involve intentional misconduct of a knowing violation of law; or (c) a transaction from which the person derives an improper personal benefit, unless, and only to the extent that, the court in which the action or suit was brought, shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court considers proper.

Sec 3 Denial of Right of Indemnification: Subject to the provisions of section 5 and 6 below, defense and indemnification under sections 1 and 2 of this article automatically shall be made by the Museum Corporation unless it is expressly determined that defense and indemnification of the person is not proper under the circumstances because the person has not met the applicable standard of conduct set forth in section 1 or 2 of this article. The person shall be afforded a fair opportunity to be heard as to such determination. Defense and indemnification payment may be made, in the case of any challenge to the propriety thereof, subject to repayment upon ultimate determination that indemnification is not proper.

Sec 4 Determination: The determination described in section 3 shall be made

- a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding, or

- b) If such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel selected by Directors or Members in a written opinion.

Sec 5 Successful defense: Notwithstanding any other provision of sections 1, 2, 3, or 4 of this article, but subject to the provision of section 6 below, if a person is successful on the merits of otherwise in defense of any action, suit or proceeding referred to in section 1 or 2 of this article, or in defense of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (including attorney fees when counsel is selected by the Directors) actually and reasonably incurred in connection therewith.

Sec 6 Condition Precedent to Indemnification: Any person who desires to receive defense and indemnification under this article shall notify to Museum Corporation reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in sections 1 or 2 and that person intends to rely upon the right of indemnification described in this article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the Executive Director of the Corporation at the principal office of the Corporation or, in the even the notice is from the Executive Director, to the Chairman of the Board of Directors and to the registered agent of the Corporation. Notice need not be given when the Corporation is otherwise notified by being named a party to the action. This notice alone does not provide indemnification.

Sec 7 Insurance: At the discretion of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Member, Director, officer, employee, agent, partner or trustee of another, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Museum Corporation would have the power to defend and indemnify the person against such liability under to provisions of this article.

Sec 8 Former Members, Officers, Directors, etc.: The indemnification provisions of this article shall be extended to a person who has ceased to be a Member, Director, Officer, employee, or agent as described above and shall insure to the benefit of the heirs, personal representatives, executors, and administrators of such person.

Sec 9 Purpose and Exclusivity: The defense and indemnification referred to in the various sections of this article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Members or Board of Directors or otherwise. The purpose of this article is to augment pursuant to AS 10.06.490 (f), the provisions of AS 10.20.011 (14), and the other provisions of AS 10.06.490.

Sec 10 Limitation of Liability: If set forth in the articles of Incorporation, no Member or Director of the Museum Corporation shall have any personal liability to the Corporation for monetary damages for the breach of fiduciary duty as a Member or Director except as provided in AS 10.20.151 (d).

Sec 11 Director Reliance: In acting for the Museum Corporation and unless the Member or Director has knowledge concerning the matter in question that makes reliance unwarranted, Members or Directors may rely upon information, opinions, reports, or statements, including financial statements, and data prepared by (1) officer, employees, and agent of the Corporation whom the Director believes to be reliable and competent in the matters presented, (2) counsel, public accountants, or other person as to matters that the Director reasonably believes to be within the person's professional or expert competence, and (3)

committees of the Board of Directors as to matters within the authority of the committee which the Director believes to merit confidence.

Article XVII

PARLIAMENTARY PROCEDURES

Unless inconsistent with law, these By-laws or the Articles of Incorporation, meetings of the Members and Directors shall be conducted in accordance with Roberts Rules of Order; the Directors and Members may modify or suspend the rules by majority vote of those present during a regular or special meeting.

Article XIII

AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-laws adopted by an affirmative vote of six of the Members of the Corporation present in any regular or special meeting of the Members provided that a full statement of such purpose shall have been published in a notice calling 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 Member vote or action may not be altered, amended or repealed without such approval by the Members of this Corporation.

End Notes

Amendment 97-1 adopted 3/16/97 by Members: Article V, Sec 2 changing the annual Meeting from September to October. Amended again on 1/22/01 by Members: changed the annual meeting date to any time in October.

Amendment 97-2 adopted 3/16/97 by Members: Art. VII, Sec 3 extending Board officer terms to two years from one year.

Amendment 98-1 adopted 7/20/98 by Members: Art VI, Sec 2 adding two more seats, one at large, one designated for VNT and making all seats three-year terms except when filling a seat vacated early.

Amendment 13-1 adopted 8/5/13 by Members: Art VI, Sec 2 Secretary shall provide 30 days notice, Sec 3 Special Meeting notice, Sec 4 adjourn when less than quorum.

Amendment 13-2 adopted 8/5/13 by Members: Art VII, prohibited activities.

Amendment 13-3 adopted 8/5/13 by Members: Art VIII, Sec 5 agenda and notice of meetings.

Amendment 13-4 adopted 8/5/13 by Members, Art IX, Sec 4 duties of officers.

Amendment 13-5 adopted 8/5/13 by Members, Art X, Sec 1, Descriptions and duties of Standing Committees.

Amendment 13-6 adopted 8/5/13 by Members, Art X, Sec 4, one member of each committee shall be appointed Chairperson by the President or the designee authorized to appoint the members thereof.

Amendment 13-7 adopted 8/5/13 by Members, Art XIV, Sec 1 thru Sec 4, Conflict of Interest purpose and policy.

Amendment 13-7 adopted 8/5/13 by Members, Art XIII, Bylaws may be altered, amended, repealed and new By-laws adopted by an affirmative vote of six of the Members of the Corporation.

Amendment 15-1 adopted 3/2/15 by Members, Art VIII, Sec 6, comply with Alaska Open Meetings Act. Meetings to be public.

Amendment 15-2 adopted 3/2/15 by Members, Art VIII, Sec 8, attendance and teleconferencing.

Valdez Museum & Historical Archive Association Inc.

Item 8 D Approve Q1 2023 Budget Adjustment, Increasing Income and Expenses \$33,531.62

Description: Given that the Museum's annual operating budget is crafted in July of each year, yearend data is not available to accurately prepare a budget. On February 6, 2023, the Finance Committee met to review yearend budget performance and review staff budget recommendations. The Attached Worksheet provides information on recommended adjustments. Column C – 2023 Approved Budget, Column E – 2022 Yearend Actuals, Column G – 2022 / 2023 Difference, Column I- Proposed Adjustments, Column M - Notes.

Income Changes: Most of the \$33,531.62 increase is attributed to projected increases in Earned Revenues and secondly increases in Fund Development.

- **Earned Revenues:** When the 2023 budget was crafted the summer season was only half way through. Since then, the yearend actuals support the increase in General Admission and Store Sales. Assumptions on Tour Guide Income and Bulk tickets are based on increased Cruise Ship activity (42 vessels are currently projected) The committee believes the Guide Income and Bulk sales are conservative but do not want to over budget.
- **Fund Development:** Increases are made in Raffle and Roadhouse. Last summer the Board thought they did not want to conduct a Raffle. Now that the Permit has been renewed, the Fundraising Committee is committed to a Q2 Raffle. With the return of in-person Roadhouse, the event is on the rise again. While we are not back to full pre-pandemic numbers, an \$8,000 increase is attainable.

Expense Changes: The differences are primarily in Liability Insurances, Travel, Dues & Subscriptions and Training and Education, with minor changes throughout.

- **Liability Insurance:** With a new Underwriter, our insurance premium increased because we do not have a dedicated generator in the event there is a power outage and not collections appraisal. The cost has already been expended.
- **Travel:** Networking and Collaboration is more meaningful when we get out from behind our desks. As an example, before the Pandemic I went to ATIA regularly and that is how we have been able to secure contract with Cruise lines.
- **Dues & Subscriptions –** Increases in QuickBooks; Square Retail fees, Dropbox, and Adobe are the primary reason for the change.
- **Training & Education –** the primary reason for the increase is for strategic planning services.

See Attached Draft 2023 Budget Adjustment Workbook for more details.

Board Action to Be Taken: Approve Q1 2023 Budget Adjustment, Increasing Income and Expense \$33,531.62

Director/Committee Recommendation: The Finance Committee recommends approval of adjustments.

Agenda Item Submitted by: Patricia Relay, Executive Director & Martha Barberio Treasurer.

Date: February 6, 2023

VALDEZ MUSEUM & HISTORICAL ARCHIVE

Item 8 CE

Approve Resolution to Change Corporate President from Anna Bateman to Felicia Wolfenden

Description

On January 31, 2023 Anna Bateman's term on the Board of Directors expired and she did not re-apply to serve on the Board. She stated due to ongoing family matters and work load she did not have the time to give to the museum. However, she wants to continue to volunteer as time permits.

Anna Bateman served as the President of record for the Valdez Museum & Historical Archive Association, Inc.

The Valdez Museum & Historical Archive Association, Inc. By-laws state:

Article IX

OFFICERS

Sec 1 Officers: The officers of the Museum Corporation Board of Directors shall be a President, a Vice President, a Secretary, and a Treasurer. Officers shall be Directors of the Museum Corporation. When appointed by the Directors, an Executive Director will serve as a non-voting *ex-officio* Director of the Museum Corporation Board of Directors.

Sec 3 Terms of Office: All officers will serve two-year³ terms. Except for Initial Directors, **a person must serve at least one year as a director to be eligible to be elected an officer.** No person may serve more than two successive terms as President of the Board of Directors of the Museum Corporation.

Executive Director Relay spoke with Felicia Wolfenden about the position and Wolfenden agreed to finish the one year remaining on Ms. Bateman's term, Felicia Wolfenden qualifies as she is serving a second term on the board of directors.

Action to Be Taken:

Approve the Resolution to Change Corporate President from Anna Bateman to Felicia Wolfenden

Director/Committee Recommendation:

None

Agenda Item Submitted by: Patricia Relay, Executive Director

Date: February 9, 2023



RESOLUTION TO APPROVE CHANGE IN CORPORATION PRESIDENT

February 2023

Whereas, the Valdez Museum & Historical Archive Association, Inc. (VMHA) is an Alaska State Corporation

Whereas Article IX of the Museum By-laws states:

Sec 1 Officers: The officers of the Museum Corporation Board of Directors shall be a President, a Vice President, a President, and a Treasurer. Officers shall be Directors of the Museum Corporation. When appointed by the Directors, an Executive Director will serve as a non-voting ex-officio Director of the Museum Corporation Board of Directors.

Sec 2 Election of Officers: The officers of the Museum Corporation Board of Directors shall be elected annually by the Directors at their initial meeting following appointment by the Members; voting will take place via secret ballot from candidates nominated from the floor or submitted by a nominating committee appointed by the President of the Board of Directors.

Sec 3 Terms of Office: All officers will serve two-year³ terms. Except for Initial Directors, a person must serve at least one year as a Director to be eligible to be elected an officer. No person may serve more than two successive terms as President of the Board of Directors of the Museum Corporation.

Whereas the President shall be the principal officer of the Museum Board of Directors and shall in general supervise the businesses and affairs of the Museum Corporation. He/She may sign, with the Secretary or any other proper officer of the Museum Board of Directors authorized by the board, any contracts, or other instruments which the Museum Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Museum Board of Directors or by these by-laws or by statute to some other officer or agent of the Museum Board of Directors. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Museum Board of Directors.

Whereas the President on file is Anna Bateman

Whereas Anna Bateman’s term on the Board of Directors expired and she did not re-apply to serve on the Board.

Whereas Anna Bateman’s term as President expires in February 2024.

Whereas Executive Director Relay spoke with Board Member Felicia Wolfenden about the position and Wolfenden agreed to finish the one year remaining on Ms. Bateman’s term, Felicia Wolfenden qualifies as she is serving a second term on the board of directors.

Therefore, the VMHA Board of Directors resolves that:

1. The Board approves replacing Anna Bateman with Felicia Wolfenden as President of the Board of Directors to fill the remainder of the term expiring in February 2024.

Signed:

Vice President, Gary Minish

Secretary, Michelle Cullen

Date

VALDEZ MUSEUM & HISTORICAL ARCHIVE ASSOCIATION INC.

**Visitor Service & Store Report
Submitted by Patricia Relay, Executive Director**

January 2023

Admissions

Monthly 2022		Monthly 2023		+/-	
Free	93	Free	16	Free	-77
<i>*Bluestar</i>	0	<i>*Bluestar</i>	0	<i>*Bluestar</i>	0
Paid	9	Paid	19	Paid	+10
<i>**Tours</i>	0	<i>**Tours</i>	0	<i>**Tours</i>	0
Total	102	Total	35	Total	-67

Store Sales

YTD 2022	YTD 2023	+/-
\$522.83	\$279.11	-\$243.72

* Blue Star included in Free count

** Tours included in Paid count

VALDEZ MUSEUM & HISTORICAL ARCHIVE ASSOCIATION INC.

**Visitor Service & Store Report
Submitted by Patricia Relay, Executive Director**

**Year to Date
January 1 – December 31, 2023**

Admissions

Monthly 2022		Monthly 2023		+/-	
Free	93	Free	16	Free	-77
<i>*Bluestar</i>	0	<i>*Bluestar</i>	0	<i>*Bluestar</i>	0
Paid	9	Paid	19	Paid	+10
<i>**Tours</i>	0	<i>**Tours</i>	0	<i>**Tours</i>	0
Total	102	Total	35	Total	-67

Store Sales

YTD 2022	YTD 2023	+/-
\$522.83	\$279.11	-\$243.72

* Blue Star included in Free count
** Tours included in Paid count

VALDEZ MUSEUM & HISTORICAL ARCHIVE ASSOCIATION INC.

Executive Director's Report Submitted by Patricia Relay, Executive Director

February 2023

Snow and more snow. It must be February in Valdez. As I look out my window the snow has stopped and the mountains are showing off all their spectacular beauty. While there are few visitors at the Museum this time of year, there has been a lot of committee work over the last month and staff have been planning and implementing offerings.

And so much more.

At the Museum

Operations

- **Program of Work**
 - Supervising staff on collections, archives, development of programs, events, and offerings.
 - Meeting weekly with Staff
 - Daily accounting matters
 - Exhibit Planning
 - Public Programs
 - Marketing and Advertising
 - PastPerfect Web Edition Transfer
- **Technology**
 - Working with Arctic IT to determine which workstation should be updated next.
 - Preparing for Online Store conversion to Square. The current system does not sync with inventory which makes more work.
- **Facilities**
 - Attended the COV Long Range CIP meetings. As a result, I learned that the Heat/HVAC in the Main Museum will be updated this year as well as planning for the flag plaza updates.
 - Contacted Kate Dugan regarding the flag plaza as the Pig will be impacted. I suggested this would be a good opportunity to update the display and interpretation because there might be an opportunity to integrate the project into the plaza upgrades.
 - Winter Operations
 - Ensuring that facilities have heat. (*Good news Faith and I have heat!*)
 - Monitoring entryway for ice prevention.
 - Monitoring parking lot snow removal.
 - Monitoring doors for freeze up.
 - Ensuring a trickle of water is maintained
- **Finance Matters**
 - Finalized Q1 2023 Adjustments and presented the draft to the finance committee.

- Finalized the Audit Prep work. We are ready for field work on February 13 – 15, 2023
- Contacted the COV Finance Director to let him know that audit field work is happening, and Newhouse will be reaching out regarding our annual grant and the endowment.
- **Fundraising**
 - Outlined and drafted and initial Annual Appeal Letter. Met with Nanci to integrate her voice into the letter.
 - With staff, cleaning up affinity list and ordering materials for the mailing.
 - Submitted the annual Pick Click Give application.
- **Grants**
 - United Way Valdez – Attended Funding Presentation at the VHS Library is January 21, 2023
 - Submitted - Alyeska Request for Summer Exhibit due this quarter.
 - Planning to submit Museums Alaska Collection Management Fund grant – the grant responds to needs of the Alaska museum community to enhance collections management through professional expertise, training, and access to conservation materials and supplies.
- **Human Resources**
 - Summer staff recruitment is under way. Good news we are finally receiving applicants.
 - Planning the annual all hands on deck meeting in April
- **Professional Development**
 - Attending American Alliance of Museum MAD – February 2023 in DC
 - Attending Alaska Travel Industry Association – October 2023 in Fairbanks
 - Attending Museums Alaska Planning Retreat in the Fall

Committees

- **Bylaws Committee:** While I have not been involved in the meetings, I prepared the agenda statement for draft approval.
- **Finance Committee:** Met on February 6, 2023, to discuss meeting frequency, the January Finance Report, and the Q1 2023 Budget Adjustments.
- **Fundraising Committee:** Met with the Committee on January 23, 2023, to finalize strategies: Annual Appeal in the Spring, Raffle in Early summer, and Roadhouse in the Fall – Date still pending.
- **Board Development Committee:** With Gary working on Recruitment and officer replacement.
- **Membership Committee:** Nothing to report.
- **Strategic Planning Committee:** With Gary, met with planning consultant to coordinate a much needed retreat. The goal is to build consensus around a shared vision; affirm or update goals; and conduct board training. Mark you Calendars for March 31, and April 1, 2023

In the Community

Relationship Building

- Advocacy:
 - **Local:** Attended February 2, 2023, City Council Work Session on Capital Projects. While there were no speaking opportunities, being present reminded the Council to not forget about our needs.

- **State:** With Museums Alaska we are working on re introducing the Museum Matching Grant program. This year we are starting with the Staff that administer the program and gain insight on how best to move the legislation forward. Last time we started with the Legislature and learned the department staff did not support our effort. Met with State Program Staff on February 16, 2023
- **Federal:** preparing leave behind materials for MAD DC 2023. Senator Murkowski's office has been in contact with me regarding an appropriation she put forward last year for rural libraries and museums. With Museums Alaska and American Alliance of Museums we are recruiting supporters now for 2025 inclusion into the Institute of Museums and Libraries Services. It was an honor to have them reach out.
- Professional Networks –
 - Museums Alaska - Attending regular museum leadership meetings.
- Local Organizations
 - VCVB – Still helping in the background on financial matters until their audit is complete.
 - Beautification Commission – Position Chair Pro Tempore:
 - Attended January 26, 2023 regular monthly meeting.

New Museum

Next Steps are: We need the City of Valdez to embrace this project since it is their facility. The project is barely a footnote on any plan or document.

- We need to engage with all members of the Council.
- We need to be present at Council meetings.

Without this engagement we will never be able to raise funds for the project.

If the owner of the facility does not put any skin in the game (dollars not MOU) we cannot expect foundations, the NEH or major donors to come to the table.

If a New Museum is NOT the direction, the facilities will need roughly 2 – 3 million in upgrades (this is just a rough ballpark), including:

- New carpet through Main Museum
- New wall treatments in the Egan Commons.
- New Lighting through the Main Museum
- Update bathrooms in main museum, including hot water in restrooms.
- New exhibit furnishings main and annex
- New front entry at Main Museum
- New doors between library and Museum
- New HVAC at Main and Annex
- And this is just the priority items.

VALDEZ MUSEUM & HISTORICAL ARCHIVE ASSOCIATION INC.

Collections & Exhibits Report

Submitted by Caren S. Oberg, Curator of Collections & Exhibitions

February 2023

January's focus was on community, especially reaching out to our local community through a new exhibition and through my continuing efforts to get out into Valdez to meet people and invite them to revisit the Museum. When I introduce myself as the new curator, I often hear "I have not been there in years" or "I go when my [insert visiting relative here] is visiting." I take these comments as an opportunity to say "Here is my card. Please come back. We have this wonderful [exhibit, program, object]."

Our exhibitions and collections are here to support and inspire our locals year-round, and perhaps especially during the darkest and snowiest months. With that goal in mind, we are building the 2023-2025 exhibition calendar. If you know artists, historians, scientists, or others who would be interested in submitting an exhibition proposal, please send them this text:

[Exhibit Proposals](#) are due March 1, 2023, for 2024 and later. Questions can be directed to Caren S. Oberg, coberg@valdezmuseum.org or (907) 835-8905.

At the Museum

Exhibitions

- Installed Q1 exhibition: *The Girl Made of Light and Dust: Photographs and Artist's Books by Magdéleine Ferru*. This exhibition will be up January 20 – April 7, 2023. This exhibition has already drawn interest locally, including an invitation to leave exhibition postcards at the Wheelhouse bar (we cannot put up posters because of Best Western's policy, the bartender told me specifically she tells people about the exhibit and asked for materials).
- Provided content and images for social media campaign to highlight the start of *The Girl Made of Light and Dust: Photographs and Artist's Books by Magdéleine Ferru*.
- Reached out to artists, museums, art councils, and other organizations to develop the 2023-2025 temporary exhibition calendar. The goal is for a consistent 2-year calendar of temporary exhibitions with signed contracts.

Collections

- PastPerfect Database Migration
 - Continuing the process to move the desktop-based PastPerfect 5 to the cloud-based PastPerfect Web Edition. This move will allow more than one staff member to use PastPerfect simultaneously. It will allow for continuous database backups, which makes the database even more secure, and a more robust public-facing website for researchers. This is a multi-month process requiring detailed database cleanup. As a brand new curator, this process is beneficial as it provides a broader and different overview of the collection than new curators usually can get.

- Research Inquiries (since the last Board Report)
 - 1 new research inquiry. This research inquiry is a direct result of the images we have on our website: an image of Adolph Ammann and (possibly) Caroline Ammann . The researcher requested confirmation that this was Caroline – who is the researchers’ ancestor. As the researcher wrote in her email: “I had always wondered why Carrie and her husband Adolph went to Alaska and now I know because of your website so thank you for that.”

In the Community

Relationship Building

- VCVB – serving as Secretary for 2023 (part of 3-year term), attended Jan monthly meeting and 2 additional special meetings.

- Presented 10-minute presentation on *The Girl Made of Light and Dust*: January VMHA Board Meeting

- Posters for new exhibition up in town (thank you to Emma Villareal for posting those), including connections at Coast Guard (thank you to Faith and Emma); posters to go up in new spaces (or spaces not used in some time) Coast Guard, FMK Salon (Hair salon next to the Coffee Co.), and post cards will be available at the Wheelhouse.

- Nationwide Audience: Presented webinar on *300 Inches of Fashion: Clothing and the Stories of Valdez*, hosted by national academic organization The Costume Society of America (January 25). About 20 people attended and the presentation has been viewed by 27 more since Jan 27. <https://www.youtube.com/watch?v=v2JIwaW023k>

F REVELL VALDEZ MUSEUM & HISTORICAL ARCHIVE ASSOCIATION INC.

Curator of Education & Public Programs' Report Submitted by Faith Revell, Curator of Education & Public Programs January 2023

Reporting period: January 12 to February 9, 2023

Total contacts: 95

Overview: This was period of planning lessons for soon-to-visit Valdez students, welcoming visiting artists whose work is on exhibit in Egan Commons and preparing for the arrival of summer cruisers.

Education

Faith reached out to local school teachers at the beginning of the semester and offered to work with them to enhance teaching and curriculum. As a result, several groups have made plans to visit the Museum, 5th graders as early as next week. Here they will learn more about colonization in Alaska and the origin and evolution of Valdez. Research done for this lesson and visit makes clear that the Museum needs in future to tell a more complete story of the region's history and those people who played key roles in its making.

Public Programs and Exhibits

Our first "in-person" **Tuesday Nite History Talk** in a very long time featured the life of Georg Wilhelm Steller and brought out a small gathering of community members and staff interested in learning more about Steller's remarkable life and work and its impact on Alaska. Faith Revell researched the topic and gave the presentation. History talks like this one about significant characters in Alaska's history might make for good summer programs for visitors new to the state.

Our latest exhibit opened featuring the work of artist Magdéleine Ferru. Faith coordinated the opening celebration, offered up refreshments and worked with the artist to give a gallery walk and talk Friday evening and then another Saturday morning. Faith continues to collaborate with Ferru on preparations for a workshop at the Museum on February 17 and 18.

Outreach and Collaboration

The Museum is working with the City of Valdez to design and provide content for **new signs at Old Town** that will be used for a walking and driving tour of the original town site.

Gold Rush Days planning is underway. Faith attends the meetings and indicates how the Museum can play a role in collaborating on this popular community event.

Faith attended meetings at the VCVB and with community stakeholders to learn more about plans for **shore excursions and visiting cruisers** this summer. Faith shared what the Museum currently offers cruisers. New partnerships are in the works.

Administration, Planning and Institutional Teamwork

Faith and Patty crafted a **funding proposal for United Way**. Now we await the news and hope that our request is met.

<u>DATE/PROGRAM</u>	<u>E</u>	<u>ED</u>	<u>PP</u>	<u>OR</u>	<u>R</u>	<u>V or IP</u>	<u>#PART</u>	<u>VOL</u>
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January

20 Free Friday			x			x	5	
20 Ferru exhibit opening			x			x	14	1
20 AM artist talk			x			x	3	1
20 United Way presentation	x					x	12	
24 Tues Nite History Talk			x			x	7	
25 VMVB tour meeting	x					x	14	
25 Dress & Drink webinar				x		x	23	
30 Old Town signs mtg	x					x	2	
31 Ebike/tours mtng	x					x	2	

February

8 Gold Rush Days mtng	x					x	9	
9 Old Town signs mtng	x					x	2	

E, meetings, museum events	=	41
ED, education	=	0
PP, public programs	=	29
OR, outreach	=	23
R, rentals	=	0
<u>VOL, volunteers</u>	=	<u>2</u>
Total contacts	=	95

Explanation of CATEGORIES: x

E, museum events, meetings; ED, education: PP, public program; R, rental; RO, outreach, includes cruise ship guided tours; V, virtual; IP, in person.

VALDEZ MUSEUM & HISTORICAL ARCHIVE ASSOCIATION INC.

Communications & Marketing Report

Submitted by Danielle Tapp, Administrative Marketing Coordinator
February 2023

Marketing and Communications

- **Website:** Update *Board Portal* information, *General site*, and *square online store*. Landing page: Create several new banner images- related to all February events. Board portal: Updated with new Board member information. News Tab: Promote *Introduction to Book Making*. Square Online: In the process of creating and designing the square online store. Project is being coordinated with the museum lead attendant. Website goal: keep our website attractive and current, promote it as a primary source of information about the Museum.
- **Mail Chimp:** Distribute a *February 2023 Valdez Museum Happenings*.
- **Press Releases:** *Expanding the Boundaries of Creative Photography*
- **Facebook:** Promote Museum temporary exhibit, artist talk, artist introduction to book making, create new career opportunity posts, and call for exhibitions. Generate posts advertising museum events.
- **Twitter:** Promote Museum temporary exhibit, artist talk, artist introduction to book making, create new career opportunity posts, and call for exhibitions. Generate posts advertising museum events.
- **Instagram:** Promote Museum temporary exhibit, artist talk, artist introduction to book making, create new career opportunity posts, and call for exhibitions. Generate posts advertising museum events.
- **Inside View Magazine:** Assemble magazine based on content received. Content due to printer February 22 2023.
- **Outreach:** Community interaction, post events and announcements on KCHU Billboard and KVAK radio spots.
- **Advertising:** KCHU Billboard, E-News ad, VMHA website, Kennecott McCarthy visitors Guide ad, and social media.

Public Relations

- Greet, inform, and welcome visitors to the Museum, oversee facility rentals, serve as a community liaison.

Administrative Support

- General office duties, proofread and edit documents, print membership badges, update affinity list, compile monthly board packets, order stationery and other office supplies. Assist with new staff.

Visitor Services

- Work the front counter, introduce visitors to the Museum, assist visitors and answer questions, conduct Museum Store sales, and monitor museum activity throughout the day.

Board Support

- Attend regular and special VMHA Board meetings, record and transcribe minutes, print minutes for signing by Board Secretary, keep Board Minutes file up to date, prepare membership Thank You notes, send email reminders for card pick-ups.

VALDEZ MUSEUM & HISTORICAL ARCHIVE ASSOCIATION INC.

2023 Board Committees

	RD	GM		NH	DL	FW		MC		
Finance					X					
Board Development		C								
Collections	C	X								
Building Committee	X	X			X					
Native Gallery										
Fundraising	x			x	x	x		x		
Membership								C		
Endowment										
Strategic Planning		C								
Advocacy	X	X		X	X	X				
Bylaws		X			X			C		

Standing Committees

<p>Finance Committee</p> <p>_____ Chair Donna Lane, BOD Member _____, BOD Member _____, BOD Member _____, BOD Anna Bateman, President Patricia Relay, Executive Director</p> <p>The role of the Finance Committee is to provide financial oversight of the Valdez Museum & Historical Archive Association, Inc. Tasks include budgeting and financial planning; monitor adherence to the budget; financial reporting; and the creation and monitoring of internal controls and accountability policies.</p>	<p>Board Development Committee</p> <p>Gary Minish, Chair _____, BOD Member _____ BOD Member _____, BOD member Patricia Relay, Executive Director</p> <p>Develop an annual recruitment plan that takes into account the expertise, perspective, judgment and resources needed in new board members. Review potential candidates and present to the Directors.</p> <p>2) Develop Board Job Descriptions and Committee Job Descriptions that clearly state the role and expectation of the Directors</p> <p>3) Plan and implement an orientation program, including official briefings, printed materials and individual mentorship to make new Directors part of the Board culture.</p> <p>4) Conduct an Annual Review of the Board Manual to ensure that the supplemental materials are up to</p>	<p>Collections Committee</p> <p>Rich Dunkin, Chair _____ BOD Member _____, BOD Member _____, BOD member Sheri Pierce, City Clerk Caren Oberg, Curator Coll. & Exhib. Faith Revell, Curator Edu. & Pub. Prog. 4 at large members (non-Board) _____, Historical Collection _____Alaska Native Culture _____, Archives _____, Art Collection</p> <p>The Collections Committee exists in accordance with the Valdez Museum & Historical Archive’s Lease Management Agreement with the City of Valdez as the stewards of the City’s historical collections. The Collections Committee’s role is to review and make recommendations to the VMHA Board of Directors regarding collection acquisitions, de-</p>
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	<p>date.</p> <p>5) Review the talents and interests of current and new Directors and recommend to the Board President, committee assignments most appropriate for their involvement.</p> <p>6) Recommend to the Board, the policies about expectations for Directors; reaching out to those whose commitment does not match expectations.</p> <p>7) Encourage participation in special occasions which bond Directors to each other and to the organization.</p>	<p>accessions, and collections policy revisions. The Collections Committee will meet at least four times a year.</p>
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Ad-Hoc Committees

<p>Building Committee</p> <p>_____, Chair Gary Minish, BOD Member _____, BOD Member Rich Dunkin, BOD Member Donna Lane, BOD Member _____, BOD Member _____, BOD Member Michelle Cullen, Board member _____, Committee Member</p> <p>The Building Committee shall, as requested by the Board of Directors, the President, the membership, or on its own initiative, lead and guide the process of expanding the museum facilities of the Valdez Museum & Historical Archive Association, Inc. so that we can effectively accomplish our mission, which is to preserve, present and interpret the heritage and culture of Valdez, the Copper River Basin and Prince William sound, Alaska. The Building Committee has been authorized by and is accountable to the VMHA Board of Director to coordinate all issues as it relate to the expansion of the facilities of the Valdez Museum.</p>	<p>Fundraising Committee</p> <p>_____, Chair Rich Dunkin, BOD Member Felicia Wolfenden, BOD Member Nanci Hill, BOD Member Donna Lane, BOD Member Michelle Cullen, BOD Member</p> <p>Supported by All board & Staff</p> <p>Working in tandem with Finance and Advocacy, the Fundraising Committee's job is not simply to raise money. Instead, the Fundraising Committee is responsible for overseeing the organization's overall fundraising and, in particular, the fundraising done by the board. To accomplish this, its responsibilities are:</p> <ul style="list-style-type: none"> • To work with staff to establish a fundraising plan that incorporates a series of appropriate vehicles, such as special events, direct mail, product sales, etc. • To work with fundraising staff in their efforts to raise money • To take the lead in certain types of outreach efforts, such as chairing a dinner/dance committee or hosting fundraising parties, etc. • To be responsible for involvement of all board members in 	<p>Membership Committee</p> <p>Michelle Cullen, Chair _____, BOD Member _____, BOD Member Andrea Searles, Museum Services Manager Patricia Relay, Executive Director Marsha Lynn, Admin. Marketing Coordinator</p> <p>To maintain, promote and grow Valdez Museum & Historical Archive memberships, based on an annual plan. Actions to achieve this include: Set a membership target for the year. The Chair and Committee will work with the Executive Director (ED) on the annual recruitment drive and on targeted markets and events, such as the Corporate Membership drive and the monthly program. Work with the ED to develop or maintain membership recruitment material e.g. brochures and application forms. Consider how volunteers and the VMHA Board might be used to recruit members at key locations and community events</p> <p style="text-align: right;">Page 43 of 45</p>
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	<p>fundraising, such as having board members make telephone calls to ask for support, and</p>	
	<ul style="list-style-type: none"> To monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective. 	<p>The Chair and Committee may identify initiatives and to raise the profile of membership in the local community e.g. by getting someone to attend community events with membership forms.</p>

<p>Endowment Committee</p> <p>_____, Chair Gary Minish, BOD Member _____, BOD Member _____, Committee Member _____, Committee Member Patricia Relay, Executive Director</p> <p><i>Background</i> Initially, the special funds of the Corporation are the Valdez Museum Endowment Fund and the Phyllis Irish Memorial Fund. The Directors may, by resolution, create other special funds to be managed according to and for purposes defined in their instituting resolutions.</p> <p>The Endowment Committee will be responsible for providing leadership in coordinating and implementing a fund development plan that will grow the Valdez Museum Endowment fund to \$3.5 million. The committee will oversee the operation of Valdez Museum Endowment Fund, promote donations, and create activities and events to raise money for the Fund.</p>	<p>Strategic Planning Committee</p> <p>_____, Chair _____, BOD Member _____, BOD Member _____, BOD Member _____, BOD Member _____, BOD Member Patricia Relay, Executive Director Caren Oberg, Curator Coll. & Exhib. Faith Revell, Curator Edu. & Pub. Prog.</p> <p>The Committee will prepare a long-term strategic plan, typically once every five years, to guide the direction and future of the Valdez Museum & Historical Archive (VMHA) Association, Inc. and will also prepare short-term plans to direct specific areas, as appropriate.</p>	<p>Advocacy Committee</p> <p>Keenan Britt, Chair Jim Shirrell, BOD Member Anna Bateman, BOD Member Patricia Relay, Executive Director Marsha Lynn, Admin. Marketing Coordinator</p> <p><i>This committee shall promote the well being of the museum through Advocacy. The first job shall be to develop a description of the committee to be approved by the board.</i></p>
<p style="text-align: center;">Native Gallery Committee</p> <p>_____, Chair _____, BOD Member _____, BOD Membe _____, VNT Member Anna Bateman, VNT Member Caren Oberg, Curator Coll. & Exhib. Faith Revell, Curator Edu. & Pub. Prog. 2 At-Large Member (non Board) _____, Alutiiq Culture _____, Ahtna Culture</p> <ol style="list-style-type: none"> 1. The role of the Native Gallery Committee is to: determine priorities for Native Gallery improvements, to organize and arrange for Native culture-related programming, to review exhibit content for appropriateness and cultural sensitivity, and to express needs and desires for future Gallery improvements and programming. 2. The Native Gallery Committee will organize and implement fundraising for improvements and activities within the Native Gallery. The Native Gallery Committee will meet at least three times a year. Native Gallery Committee activities will be incorporated into the monthly report to the Board of Directors. 		