

Prince William Sound Science Center

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BYLAWS

As revised September 2003

BYLAWS
for the Prince William Sound Science Center
Revised September 2003

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ARTICLE I - Corporate Name

The name of this corporation is: the Prince William Sound Science and Technology Institute. This corporation also does business using the name Prince William Sound Science Center and is referred to in these bylaws as the "Science Center," the "Center," or the "Corporation."

ARTICLE II - Period of Duration

The period of duration of this corporation is perpetual.

ARTICLE III - Mission and Philosophy

The mission of the Prince William Sound Science Center, an independent research and education institution, is three-fold:

- to contribute to the comprehensive description, sustained monitoring and ecological understanding of Prince William Sound, the Copper River, and Gulf of Alaska;
- to promote the goal of maintaining long-term, self-regulating biodiversity, productivity and sustainable use of renewable resources;
- to educate and inform the youth and the general public about the critical interdependence of the biology and regional economies of Alaska.

The corporation's missions are:

1. To establish and operate an integrated science and education facility, and
2. To conduct scientific research and publish the resulting data and information, and
3. To develop ecosystem databases and disseminate the results to interested parties, and
4. To develop and conduct local and regional education programs related to the Center's purpose, to be provided to its user groups and stakeholders.

The underlying philosophy of the Science Center is to serve as a model for long term ecosystem management.

The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law.

The Corporation shall be vested with all powers authorized by law to carry out its purpose and missions including receipt of funding from public and private sources. The sources include, but are not limited to federal, state and local governments, together with contributions from private individuals, organizations and industries.

No substantial part of the activities of the corporation shall consist of carrying out propaganda, or otherwise attempting to influence legislation except as otherwise provided in Section 501(h) of the Internal Revenue Code. The corporation shall not participate or intervene in any political campaign, including the publishing or distributing of statements on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, the corporation shall not engage in any activities or exercise any powers that are not in furtherance of its purpose and missions, or that are inconsistent with its tax qualifications.

ARTICLE IV - Place of Business

The principal office of the Corporation shall be located in Cordova, Alaska. Other offices for the transaction of business may be located at such places as determined by the Board of Directors.

ARTICLE V - Board of Directors

Section 1: Powers

All corporate powers shall be vested in, exercised by, or under the authority of a Board of Directors.

The affairs of the Corporation shall be managed under the general direction of a Board of including appointing and defining the duties of the President.

The Board of Directors shall control all expenditures and property of the corporation; elect the Executive Committee; adopt and revise the purpose and mission statements; adopt goals, objectives and policies; hear annual progress reports; fill vacancies on the Board and Committees; and act for its interest and in compliance with the Articles of Incorporation and these bylaws.

Section 2: Number and Election

The Board of Directors shall consist of not more than 25, and no less than 3 Directors. Positions on the Board shall be filled by a majority vote of the Directors then serving on the Board. The Board will accept nominations from the Nominating Committee, who will be responsible to review prospective candidates, using the criteria and procedures outlined in the Board Policy Manual.

Section 3: Terms

Directors shall be elected to office for a term of three (3) years, except in the case of their earlier death, failing health, resignation, or removal from office.

Staggered terms of office will be established such that approximately one-third (1/3) of the Directors will be elected at each annual meeting of the Board of Directors. Directors can be re-appointed for two additional successive terms of office (three 3-year terms or a total of 9 years); otherwise they must take, at least, a one (1) year leave of absence.

Section 4: Resignation and Removal of a Director

Any Director may resign by giving written notice of his or resignation to the Chairperson or the 2nd Vice-Chairperson of the Board of Directors. Such resignation shall take effect at the time specified in such notice, pending Board acceptance of the resignation.

Directors,

Any Director may be removed, with or without cause, by a two-thirds (2/3) vote of all Directors then serving in office. Notification of intent to remove a Director must be given to the Director in writing, by telephone or by facsimile at least five (5) workdays prior to a Board meeting.

Section 5: Vacancies

Vacancies in the Board of Directors, however arising, shall be filled by a majority vote of all Directors then serving in office at any regular meeting of the Board of Directors, or at a special meeting of the Board of Directors called for the purpose of filling a vacancy. Persons shall be nominated and selected for Director in accordance Article V, Section 2 of these bylaws. A list of nominees shall be included with the notice of the meeting at which the election is proposed. Nominations for Board vacancies will also be accepted from the floor at the meeting called for that purpose.

Section 6: Compensation

Directors may receive reimbursement of such expenses as shall be determined by resolution of the Board of Directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as Director. A Director may respond to Center requests for proposals ninety (90) days after resigning from the Board of Directors, pending approval of the Board.

Section 7: Board Composition

The work of the Corporation requires the integration of both scientific methods and social responsibility, and the Board will strive to ensure use of the best available scientific methods.

A majority of the Board shall be comprised of members who have scientific credentials. The Board shall also strive for a gender and ethnic mix, and represent geographic areas both inside and outside of Alaska.

ARTICLE VI - Meetings

Section 1: Annual and Regular Meetings

There shall be two (2) full Board of Directors meetings each fiscal year - a regular meeting and the annual meeting. The regular meeting will be held each May and the annual meeting will be held each September, or on such other dates as may be fixed by the Board of Directors, normally at its annual meeting.

Section 2: Executive Committee Meetings

Executive Committee meetings shall be held at least two (2) times each fiscal year. These meetings shall be held in a location as determined by the Chair and President to be most cost effective and convenient. Additional meetings of the Executive Committee may be scheduled by the Chair with notice as required in Article VI, Section 5.

Section 3: Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson of the Board or at the request of five (5) voting members of the Board of Directors.

Section 4: Place of Meetings

Any or all meetings of the Board of Directors may be held at the principal offices of the Corporation, or at other locations as designated by the Executive Committee and agreed upon by the majority of the Board members able to attend the meeting. Attendance may be via teleconference or in person.

Section 5: Notice of Meetings

Written notice of the regular and annual meetings shall be sent to each Director by mail, fax or e-mail to the last known place of business or residence for the Director. Such notice must include the time and place of the meeting, and must be sent at least fifteen (15) work days, but not more than fifty (50) days, prior to the date of such meetings.

Notice for Executive Committee and Special meetings of the entire Board shall be sent to each Director by mail, fax or e-mail to the last known place of business or residence for the Director. Such notice must include the time and place of the meeting, and must be sent at least ten (10) work days prior to the date of such meetings, or by telephone or radiophone, not less than five (5) days prior to the date of such meeting.

An emergency meeting of the Executive Committee may be called by the Board Chair or any three Executive Committee members, or by the President with only 24 hours notice as long as all Executive Committee members can be notified and a quorum be in attendance, either in person or by teleconference.

Section 6: Attendance at meetings

Attendance at all Board meetings is critical given the limited number and types of meetings, and the few opportunities for Board members to interact and appropriately carry out their roles and responsibilities as members of the Prince William Sound Science Center Board of Directors.

Therefore, any Director who misses two (2) consecutive Board meetings, without prior notice to the President or Chairperson and the approval of the Executive Committee, shall be assumed to have tendered their resignation.

Any Director who misses three (3) consecutive committee meetings, without prior notice to the President or Chairperson, shall be assumed to have tendered their resignation as a member of that committee for which they are a member.

Section 7: Quorum

Unless provided for elsewhere in these bylaws, a simple majority of the voting Directors then serving in office shall constitute a quorum for all meetings of the Board of Directors.

The quorum for all committees, except the

Executive Committee, shall be three members of the committee. The Executive Committee will require four members to constitute a quorum.

Section 8: Voting

At any meeting of the Board of Directors, every voting member present at such meeting shall be entitled to one (1) vote, and except as otherwise provided by law or these bylaws, the act of a majority of the Directors present in person at any meeting at which a quorum is present shall be considered the act of all of the Directors. Directors may participate fully in meetings by telephone or other such conference call, and are considered to be present.

Votes may **not** be cast by proxy.

ARTICLE VII - Officers

Section 1: Principal Officers

The principal officers of the Corporation's Board of Directors shall consist of seven (7) members:

- 1) Chairperson
- 2) 1st Vice-Chairperson
- 3) 2nd Vice-Chairperson
- 4) Secretary
- 5) Treasurer
- 6) Member-at-large
- 7) President

The Corporation President shall be an ex-officio (non-voting) member of the Executive Committee. Except for the President, all other officers shall be elected from among the existing members of the Board of Directors.

At any meeting, the Board of Directors may elect or appoint additional officers, agents or employees as deemed necessary, and may determine their terms of office and compensation, if any.

Board members may not hold more than one (1) officer position at any given time.

Section 2: Elections and Terms of Office

The officers of the Corporation shall normally be elected at the annual meeting of the Board of Directors, but may be elected at any meeting of the Board of Directors at which a quorum is present, by a majority vote of the Directors present at the meeting.

The Nominating Committee shall prepare a list of nominations for officer positions, and shall have the list mailed to each seated Director along with the notice of said meeting.

An officer shall be elected to serve a one-year term and shall hold the office until after the elections at the next annual meeting of the Board of Directors, or until his or her successor shall have been elected, except in the case of death, resignation or removal as provided by the bylaws.

No Director may serve in the same office for more than three (3) consecutive one-year terms.

Section 3: Removal of Officers

Any officer may be removed, with or without cause, at any time, at any meeting of the Board of Directors at which a quorum is present, by a two-thirds (2/3) vote of the Directors then serving in office.

Section 4: Officer Vacancies

Vacancies among the officers, however arising, shall be filled by a majority vote of Directors present at any regular or special meeting of the Board of Directors, at which there is a quorum present. The list of nominations for the vacant position(s) shall be included with the notice of meetings at which the election is proposed.

Section 5: Chairperson

The Chairperson sets the agenda for and presides at all meetings of the Board of Directors and Executive Committee, and is the chief spokesperson for the Board of Directors. The Chairperson communicates regularly and routinely with the President on performance expectations, and the status of the Corporation's programs, services and budgets. The Chairperson is also

responsible for the general oversight of all goals and policies established by the Board of Directors. The Chairperson shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 6: 1st Vice-Chairperson

The 1st Vice-Chairperson works directly, regularly and routinely with the Chairperson, and shall assume the Chairperson's responsibilities in his or her absence. The 1st Vice-Chairperson also Chair of the Research or the Education Program Committee and shall perform such other duties as may from time to time be prescribed by the Chairperson.

Section 7: 2nd Vice-Chairperson

The 2nd Vice-Chairperson works directly, regularly and routinely with the Chairperson, and assumes the Chairperson's responsibilities in the absence of both the Chairperson and the 1st Vice-Chairperson. The 2nd Vice-Chairperson also serves as Chair of the Nominating Committee and shall perform such other duties as may from time to time be prescribed by the Chairperson.

Section 8: Treasurer

The Treasurer is responsible to:

- X regularly and routinely (at least quarterly) review and have a general working knowledge about the Corporation's fiscal needs, resources, and financial position.
- X assure that timely and accurate financial reports are given to the Board and its committees.
- X solicit bids and make recommendations on the firm to conduct the Corporation's annual financial audit.
- X monitor all of the Corporation's investment accounts and its investment policies.
- X present the annual budget to the Board of Directors for approval, after review and approval of the budget by the Finance and the Executive Committees.

The Treasurer is also the Chairperson of the

Finance and Personnel Committee, and shall perform such other duties as may from time to time be prescribed by the Chairperson.

Section 9: Secretary

The Secretary is responsible to:

- X insure that minutes are kept in books provided for that purpose, to certify the accuracy of the minutes, and to present them to the Board of Directors for approval.
- X see that all notices are duly provided as outlined in these bylaws, or otherwise as required by law.
- X be the keeper of the official corporate records, and the seal of the corporation.
- X keep an accurate register of the names and addresses of each Director, as provided to the Secretary by each Director.
- X perform such other duties as may from time to time be prescribed by the Chairperson.

Section 10: President

The President is an ex-officio (non-voting) officer of the Board of Directors and acts in the capacity of an executive officer for the Corporation. The President is responsible to manage, supervise and control all the day-to-day operations and functions of the Center, within the purpose, mission and goals set by the Board of Directors. The President is hired and evaluated by the Board of Directors, as needed and/or at least annually, and serves at their pleasure. The evaluation process is developed and carried out by the Executive Committee. The President shall attend all Board meetings, perform all the duties as described in his or her job description, and as may from time to time be prescribed by the Chairperson or the Board of Directors.

ARTICLE VIII
Standing and Ad Hoc Committees

Section 1: Designation of Committees

The Board of Directors may by resolution, at any meeting of the Board, designate standing, ad hoc

or other committees of the Board of Directors. Each committee shall have power to the extent delegated to it by the Board of Directors and in accordance with the laws of the State of Alaska. Each committee shall keep a record of its proceedings and report regularly to the Board of Directors.

Section 2: Committee membership

Standing committees consist of at least three members, at least one of whom shall be a member of the Board of Directors. The Chairperson of each committee shall be a member of the Board of Directors, and shall be appointed by the Board Chairperson. The Chairperson shall be responsible to appoint members of his/her committee and inform the Board of Directors of the membership. Unless otherwise provided for in these bylaws, any committee of the Board may include, as full voting members of the committee, such persons as the committee Chairperson shall determine, whether or not the committee member is a Director or employee of the Corporation.

All Board members shall be notified via e-mail, voice mail, regular mail or fax of the date and meeting time for committee meetings. Any Board member may participate in such committee meetings, although they may not vote unless serving as a member of that committee.

Section 3: Standing Committees

The following standing committees shall be established by the Board of Directors:

1. Executive Committee
2. Finance and Personnel Committee
3. Nominating Committee
4. Research Program Committee
5. Education Program Committee

In the event that membership on any standing committee falls below the numbers established by these bylaws, the Executive Committee will carry out and perform the responsibilities of that committee.

Section 4: Executive Committee

The Executive Committee shall include the officers of the Corporation:

1. Chairperson
2. 1st Vice-Chairperson
3. 2nd Vice-Chairperson
4. Secretary
5. Treasurer
6. President
7. Member-at-large

The Board Chairperson shall serve as the Chairperson of the Executive Committee. All members of the Executive Committee, except the President, shall have voting rights.

Subject to limitations on authority imposed by the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors, **except that** the Executive Committee shall **not** have the authority to:

1. Amend the Articles of Incorporation.
2. Adopt a merger or consolidations plan with another organization.
3. Authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets for the Corporation.
4. Authorize the voluntary dissolution of the Corporation or revoke proceedings therefore.
5. Adopt a plan for the distribution of assets of the Corporation.
6. Amend these bylaws.
7. Approve or modify the Corporation's current budget or contractual commitments in excess of twenty (20) percent.

The Executive Committee shall meet as needed (at least annually) with the President to review performance expectations and to provide any coaching or other needed support. The Executive Committee shall also formally evaluate the President's performance on an annual basis. This evaluation will be submitted to the Board of Directors after the President has been given an

opportunity to respond to it.

The Secretary shall keep full and fair records and accounts of all Executive Committee meetings and transactions. The minutes of the Executive Committee meetings shall be distributed to all members of the Board of Directors. All actions by the Executive Committee shall be reported to the Board of Directors at its next meeting and shall be subject to the concurrence and/or approval of the Board of Directors.

The Executive Committee shall meet at least two (2) times a year, or more often at the call of the Board Chairperson, any three (3) Executive Committee members, or by the President, with no less than the notice required in Article VI, Section 5 of these bylaws.

A quorum of the Executive Committee shall consist of four (4) officers who have voting rights.

Section 5: Finance and Personnel Committee

The Finance and Personnel Committee shall consist of at least three (3) members. Its members shall work with the President to develop annual budgets; conduct, at least, a quarterly review of the finances of the Center; review personnel policies and practices; resolve personnel actions that cannot be resolved by the President; and recommend personnel and finance policy changes to the Board of Directors.

The Finance and Personnel Committee shall meet at least two times each year via teleconference or in person, or more often at the call of the Board Chairperson or the President. This committee shall also receive via e-mail two additional times each year a quarterly report and any other pertinent information.

A quorum of the Finance and Personnel Committee shall consist of at least three Committee members.

Section 6: Nominating Committee

The Nominating Committee shall consist of at least three (3) members and shall review the needs of the Corporation in regard to Board of Directors membership, as outlined in Article V - Section 7 of these bylaws. The Nominating Committee shall solicit nominations from various user groups and stakeholders, and propose a slate of candidates to the Board of Directors at its annual meeting, or at other appropriate times.

The Nominating Committee shall also propose a slate of officers for the Corporation for election at each annual meeting of the Board of Directors. The Nominating Committee shall also nominate Directors or Officers to fill vacancies occurring for whatever reasons, as provided for in these bylaws.

The Nominating Committee shall meet at least one time each year, or more often at the call of the Board Chairperson or the President.

A quorum of the Nominating Committee shall consist of three of the Committee's members.

Section 7: Research Program Committee

The Research Program Committee shall consist of at least three (3) members. Its members shall work closely with the President to regularly review the needs of the Corporation related to research services and programs provided by the Center. The Committee also will work research staff on the short and long-term planning needs related to research. The Committee will draft policies, as appropriate to these topics, for recommendation to the Executive Committee and Board of Directors.

Committee responsibilities may include:

- X the review of existing scientific programs and for planning future research programs.
- X advising the Board of Directors about space and facility needs necessary to implement the Center's research programs.
- X recommendations regarding research proposals submitted by or to the Center.
- X working with the President and staff to

revise and develop short and long range research plans for the Center.

The Research Program Committee shall meet at least once each year, or more often at the call of the Committee Chair, Board Chair or the President.

A quorum of the Research Program Committee shall consist of three Committee members.

Section 8: Education Program Committee

The Education Program Committee shall consist of at least three (3) members. Its members shall work closely with the President to regularly review the needs of the Corporation related to Education services and programs provided by the Center. The Committee also will work Education staff on the short and long-term planning needs related to Education. The Committee will draft policies, as appropriate to these topics, for recommendation to the Executive Committee and Board of Directors.

Committee responsibilities may include:

- X the review of existing scientific programs and for planning future Education programs.
- X advising the Board of Directors about space and facility needs necessary to implement the Center's Education programs.
- X recommendations regarding Education proposals submitted by or to the Center.
- X working with the President and staff to revise and develop short and long range Education plans for the Center.

The Education Program Committee shall meet at least once each year, or more often at the call of the Committee Chair, Board Chair or the President.

A quorum of the Education Program Committee shall consist of three Committee members.

ARTICLE IX - Advisory Groups

The Board of Directors may designate other advisory groups or special task forces as deemed necessary and beneficial to the Corporation. With the approval of the Board of Directors, and within the approved budget and operating plan, the President may also form advisory groups to support his or her responsibilities.

Each group shall consist of at least three (3) members. Members shall be approved by the Board of Directors. Advisory group members serve a term of one (1) year, and may be re-appointed for an indefinite number of terms.

ARTICLE X - Miscellaneous

Section 1: Fiscal Year

The fiscal year of the Corporation shall begin on October 1 and end on September 30.

Section 2: Membership

The Corporation is a non-voting membership organization, and may have classes of membership. Membership fees and classes of membership may be established as determined by the Board of Directors.

Section 3: Contracts and Funds

The Board of Directors may, except as otherwise provided, authorize the President, any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. All such action must be by authorizing resolution of the Board of Directors. Such authority may be general or confined to specific instruments, unless so authorized by the Board of Directors.

The President is authorized to submit and be the signatory for all grant, contract and proposal documents, and expend corporate funds, that have had prior approval of the Board of Directors as a component of the annual operating plan annual budget, or as otherwise authorized by the Board of Directors. The President is:

- X authorized to submit and be the signatory for all grant, contract and proposal documents which total \$250,000 or less without prior approval of the Board of Directors.
- X authorized to revise the operating budget, as necessary to meet the ongoing needs of the Corporation, by up to twenty (20) percent annually for all budget categories, without prior approval of the Board of Directors.

All other expenditures, commitments and revisions must have the review of the Finance Committee and the approval of the Executive Committee or full Board of Directors.

All funds of the Corporation shall be deposited for the Corporation in such financial institutions as selected by the Board of Directors, based on the recommendation of the Finance and Personnel Committee. All funds deposited in savings accounts, time certificates or other liquid negotiable, shall be payable upon withdrawal solely to the Prince William Sound Science Center.

The Board of Directors shall determine who, in addition to the President and Treasurer, shall be authorized on the Corporation's behalf to sign checks, drafts, money orders, or other evidences of indebtedness.

Section 4: Limitations

Nothing in these bylaws shall constitute the Board of Directors as partners for any purpose. No director, officer, employee or agent of the Corporation shall be liable for the act or the failure to act on the part of any other Director, officer, employee or agent of the Corporation. No Director, officer, employee or agent shall be liable for acts or failure to act under these bylaws, excepting only willful acts or omissions to act.

Section 5: Indemnification

The Corporation shall indemnify and hold

harmless each person who is now or shall hereafter serve as a Director, officer, employee or agent of the Corporation from or against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such persons shall have become subject by reason of having heretofore or hereafter been a Director, officer, employee, or agent of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by such Director, officer, employee or agent, and shall reimburse such person for all legal and other expenses (including the costs of settlement) reasonably incurred in connection with any such claim, liabilities, suit action or proceeding; providing, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any liability, or threat of prospect thereof, based upon or arising out of the willful performance of the duties of Director, Officer, Employee or Agent.

The determination of all questions as to the existence of willful misconduct, and to the right to indemnify or reimbursement and as to the reasonableness of costs and expenses made shall be final and conclusive if made by the Board of Directors, acting at a meeting at which a quorum is unaffected by self-interest, notwithstanding that other members of the quorum present, but not voting, may also be affected.

The rights accruing to any person under the provisions of this section shall not exclude any other rights to which that person may be lawfully entitled, nor shall anything herein restrict the right of the Corporation to indemnify or reimburse such persons in any case, even though not specifically provided for herein.

ARTICLE XI - Amendments

These bylaws may be altered or amended at any duly organized meeting of the Board of Directors by a two-thirds (2/3) majority vote of the Directors present, provided the meeting has been called with

proper notice and such notice included the intent to amend the bylaws.

ARTICLE XII - Conflict of Interest

No Director shall enter into a contract, agreement, transaction or other action with the Corporation, in which the Director has a potential or real, direct or indirect material or other interest, unless first disclosing said interest to the Board of Directors. The Board of Directors may approve such action at a regularly called meeting according to these bylaws if:

1. the contract, agreement, transaction or other action was fair to the Corporation, and
2. the material facts of the action and the Director's interest are disclosed or known to the Board prior to any action being taken or approval given, and
3. the Board of Directors considered, and in good faith determined after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances, and
4. the Corporation enters into the arrangement for its own benefit.

ARTICLE XIII - Authority

All meetings of the Board of Directors shall be conducted in accordance with and be governed by Robert's Rules of Order.