

**BY-LAWS  
OF  
JOHN WESLEY POWELL RIVER HISTORY MUSEUM, INC.  
a Utah Nonprofit Corporation**

**Article I  
ORGANIZATION**

1. **NAME.** The name of this Organization shall be **John Wesley Powell River History Museum, Inc.**
2. **FISCAL YEAR.** The fiscal year of the organization shall be from July 1 until June 30.

**Article II  
PURPOSES**

The following are the purposes for which this organization has been organized:

- (a) Said organization is nonprofit and is organized exclusively for charitable, educational, artistic, and scientific purposes.
- (b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- (c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)3 of the Internal Revenue Code and are consistent with those powers described in the Utah Revised Nonprofit Corporation Act, Section 16-6a-101 et seq., Utah Code Annotated, 1953 as amended.
- (d) To solicit and receive contribution, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity “in furtherance of, incidental to, or connected with any of the other purposes.”
- (i) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the organization

shall be authorized and empowered to pay reasonable compensation for services rendered to the organization and to make payments and distributions in furtherance of the purposes set forth herein;

(ii) no substantial part of activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended); and

(iii) the organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501(c)3 of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

### **Article III MEMBERSHIP**

The organization shall have no members. .

### **Article IV REGULATION OF AFFAIRS**

(a) The Board of Trustees shall be responsible for the direction and conduct of the affairs of the organization, including:

- (i) its effectiveness in meeting the chartered purposes;
- (ii) its adequacy of financing;
- (iii) the validation of its objectives and activities to its contributors and beneficiaries; and
- (iv) its cooperation with other voluntary agencies and tax supported agencies which are active in the same or related fields.

### **Article V MEETINGS**

1. QUORUM. A quorum shall constitute more than half of the current, active members of the Board of Trustees. Each trustee shall have one vote and such voting may not be done by proxy. In the event there is no quorum, the meeting shall be rescheduled to a date not more than thirty (30) days from the originally scheduled meeting.

2. **REGULAR MEETING.** Regular meetings of the Board of Trustees shall be held every two months, and no less than six times in a calendar year.

3. **SPECIAL MEETINGS.** Special meetings of this organization may be called by the president when he/she deems it to be in the best interest of the organization. Notices shall be given at least 24 hours prior to the scheduled date of the meeting. The notice shall state the reasons the meeting has been called, the business to be transacted and by whom the meeting was called.

At the request of two (2) members of the Board of Trustees or members of the organization, the president shall cause a special meeting to be called. Such requests must be made in writing at least 24 hours before the requested date of scheduling.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

4. **ATTENDANCE.** Members of the Board of Trustees shall be required to attend, either physically or by teleconference, at minimum four out of six regular meetings annually.

5. **MEETING PROCEDURES.** Meetings shall be conducted by the meeting procedures adopted by the Board of Trustees.

## **Article VIII BOARD OF TRUSTEES**

1. **MANAGEMENT.** The business of this organization shall be managed by the Board of Trustees consisting of not less than five (5) and not more than twenty (20) members.

The Board of Trustees shall govern the affairs and business of this organization. The Board of Trustees shall act only in the name of the organization when it shall be regularly convened by its chairperson after due notice to all the trustees and officers of such meeting.

2. **TRUSTEES.** The trustees for the ensuing term shall be nominated at the regular meetings of this organization and they shall serve for a term of two (2) years. Board members shall not serve for more than two consecutive terms, for a total of four years, but may serve an unlimited number of non-consecutive terms.

Vacancies on the Board of Trustees shall be filled by a vote of the majority of the remaining members of the Board of Trustees.

3. REMOVAL. A trustee may be removed when sufficient cause exists for such removal. The Board of Trustees may entertain charges against any trustee.

Any Director may be removed by an affirmative vote of three-fourths (3/4) of the Directors then in office and voting, for conduct materially and seriously prejudicial to the purposes and interests of the Corporation. Such action shall be taken only at a meeting of the Directors at which the wrongful conduct of the Director has been described and the Director has been given an opportunity to be heard.

Trustees shall forfeit their membership on the Board of Trustees if they exceed more than two unexcused absences annually. Unexcused absences are defined as meetings in which the absent trustee did not give prior notice to the Board President. The Board of Trustees shall confirm forfeiture of membership at the next regular meeting.

Any Director may resign at any time effective upon the delivery of a written resignation to the Board Chair or Secretary of the Corporation, unless the notice specifies a later time for the effectiveness of the resignation.

4. COMPENSATION. No officer or trustee shall, for reason of the office, be entitled to receive any salary or compensation.

Trustees may be reimbursed for costs that may be associated with the duties of membership.

## **Article IX OFFICERS**

1. OFFICERS. The officers of the organization shall be as follows:

President  
Secretary  
Treasurer

2. PRESIDENT. The president shall preside at all membership meetings, be chairperson of the Board of Trustees (by virtue of office), present an annual report of the work of the organization at each annual meeting, appoint all committees (permanent or temporary), see that all books,

reports and certificates, as required by law, are properly kept or filed, may be one of the officers who may sign the checks or drafts of the organization and have such powers as may be reasonably construed as belonging to the chief executive of any organization.

3. SECRETARY. The secretary shall, in the event of the absence or the inability of the president to exercise his or her office, become acting president of the organization with all the rights, privileges and powers as if he or she had been the duly elected president. The secretary shall keep the minutes and records of the organization in appropriate books, file any certificates required (federal, state or local), give and serve all notices to members of the organization, may be one of the officers required to sign the checks and drafts of the organization, present to the membership, at any meetings, any communication addressed to the secretary of the organization, submit to the Board of Trustees any communications addressed to the secretary of the organization, attend to all correspondence of the organization and exercise all duties incident to the office of the secretary.

4. TREASURER.

The treasurer shall have care and custody of all monies belonging to the organization, be solely responsible for such monies or securities of the organization, be one of the officers who shall sign checks or drafts of the organization and shall exercise all duties incident to the office of treasurer. No special fund may be set aside that shall make it unnecessary for the treasurer to sign the checks or drafts issued upon it. The treasurer shall render, at stated period as the Board of Trustees shall determine, a written account of the finances of the organization and such reports shall be physically affixed to the minutes of the Board of Trustees of such meetings.

## **Article XI COMMITTEES**

Committees may be created at the direction of the Board of Trustee on an as needed basis to carry out the purposes of the organization.

1. CREATION AND APPOINTMENT. Committees are created by vote of the Board of Directors. The Board President may recommend committee members, but the Board confirms appointments to each Committee according to normal voting procedures.

2. FINANCE COMMITTEE. There shall be a standing Finance Committee chaired by the Treasurer. The Treasurer shall conduct meetings as needed. The Finance Committee will provide monthly financial reports to the full board.

**Article XII**  
**INDEMNIFICATION OF OFFICERS AND TRUSTEES**

The organization shall, to the full extent permitted by law, indemnify each of its officers and trustees, whether or not in officer (and his or her personal representative, administrator and heirs), against all expenses actually and necessarily incurred by him or her, including, but not limited to, judgments, costs and counsel fees in connection with the defense of any litigation, including any civil, criminal, or administrative action, suit or proceeding to which he or she may have been made a part because he or she was or is a trustee or officer of the organization.

**Article**  
**CONFLICT OF INTEREST**

The purpose of this article is to prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties to The John Wesley Powell River History Museum, Inc. or result in personal financial, professional, or political gain on the part of such persons at the expense of The John Wesley Powell River History Museum, Inc. or its Members, supporters, and other stakeholders.

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
  - a. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
  - b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
  - c. A board member or their organization stands to benefit from a The John Wesley Powell River History Museum, Inc. transaction or staff member of such organization receives payment from {Organization Name} for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
  - d. A board member's organization receives grant funding from The John Wesley Powell River History Museum, Inc..
  - e. A board member or staff member is a member of the governing body of a contributor to The John Wesley Powell River History Museum, Inc..
  - f. A volunteer working on behalf of The John Wesley Powell River History Museum, Inc. who meets any of the situations or criteria listed above.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect best interests of The John Wesley Powell River History Museum, Inc. Both votes shall be by a majority vote without counting the vote of any

interested director, even if the disinterested directors are less than a quorum provided that at least one consenting director is disinterested.

3. A Board member or Committee member who is formally considering employment with The John Wesley Powell River History Museum, Inc. must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or Committee member who is formally considering employment with The John Wesley Powell River History Museum, Inc. must submit a written request for a temporary leave of absence to the Secretary of The John Wesley Powell River History Museum, Inc. Board, indicating the time period of the leave. The Secretary of The John Wesley Powell River History Museum, Inc. will inform the Chair of the Board of such a request. The Chair will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of The John Wesley Powell River History Museum, Inc. board meeting..
4. An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.
5. Anyone in a position to make decisions about spending The John Wesley Powell River History Museum, Inc.'s resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
6. A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with The John Wesley Powell River History Museum, Inc. or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
7. This policy and disclosure form must be filed annually by all specified parties.

#### **Article**

#### **SEVERABILITY**

The invalidity of any provisions of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

#### **Article XIII**

#### **AMENDMENTS**

These By-Laws may be amended, altered, repealed or enhanced by an affirmative vote of a majority of the Board of Trustees.

ADOPTED THIS \_\_\_\_\_ day of \_\_\_\_\_, 2015.

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President