

BYLAWS
of the
Beringia Museum of Culture & Science Project
Leadership Team

ARTICLE I: NAME

Section 1. Name

The name of this organization is the Beringia Museum of Culture & Science Project Leadership Team (hereafter referred to as the “Leadership Team”).

ARTICLE II. PURPOSE/GOALS/ACTIVITIES

Section 1. Purpose

The Leadership Team serves as the planning body for the Beringia Museum of Culture & Science Project and as the advisory committee to the Kawerak Board of Directors.

Section 2. Goals

The goals of the Leadership Team are to promote cultural and scientific education and economic opportunities that improve the educational, economic, social, and cultural quality of life for people in the Bering Strait Region through the planning, development and operation of a sustainable Beringia Museum of Culture and Science.

Section 3. Activities

In order to achieve its purpose and goals, the Leadership Team will:

- a) Develop policies and make recommendations to the Kawerak Board of Directors regarding facility design and construction, annual budgets and other fiscal issues, collections management, and governance, organization, operation and sustainability of the facility.
- b) Provide guidance to Kawerak and its partners and work together in planning and promoting cultural and scientific research and education within the Bering Strait region, resulting in a greater appreciation and knowledge of the rich history of Beringia.

- d) Utilize to the greatest extent possible the unique expertise each individual Leadership Team member brings to the Leadership Team in carrying out the activities described herein.

ARTICLE III. MEMBERSHIP

Section 1. Membership

The Leadership Team is composed of affiliates who sign Memorandums of Understanding with Kawerak to become invested in the Beringia Museum Project. Members may represent such interests as culture, education, science, tourism, commerce, fishing, education, natural resources, workforce development, and other relevant professions including local elected officials, the regional Native Corporation and Kawerak, Inc.

Section 2. Nomination and Appointment of Members

The Kawerak Board shall determine the initial list of organizations and individuals to be offered a seat on the Leadership Team based on recommendations from Kawerak staff. Organizations that agree to become members of the Leadership Team shall select from within their organization one representative and one alternate to serve on the Leadership Team.

Section 3. Council Seats and Terms of Office

Terms of office will be continuous until the Facility is constructed and/or new By-Laws are formed. The initial number of seats on the Leadership Team shall be determined by the Kawerak Board. The following professions/areas of expertise shall be represented to the greatest extent possible:

- Scientific Research
- Tourism
- Economic Development
- Fisheries
- Earth Science
- Natural History
- Arts/local artists
- Culture
- Education
- Archeology
- Museums
- Federal/State Agencies and local Municipalities
- Native Organizations/Corporations

Following the initial appointments made by the Kawerak Board, the Leadership Team may make changes to membership by majority vote as provided herein.

Section 4. Subcommittees

The Leadership Team may be organized into subcommittees as needed with membership to be determined by individual interest and expertise where possible. Non-Leadership Team members may serve on subcommittees as needed and as approved by the subcommittee chair. In order to achieve a balance among the subcommittees, the Chair may request that members with a particular expertise be assigned to a specific subcommittee. It is expected that each Leadership Team member will commit to at least one subcommittee each year of their term. Each subcommittee will determine its own chair.

Subcommittee meetings or teleconferences shall occur as needed between regularly scheduled Leadership Team meetings. The subcommittee chair shall prepare a report of activities to be presented at the next regular meeting of the Leadership Team.

Section 5. Conduct

Representatives on the Leadership Team shall conduct themselves professionally with respect and dignity for other Representatives at all times while participating on the Leadership Team. Representatives shall not attend any meetings, work sessions or other functions, or conduct any official business of the Leadership Team while under the influence of alcohol or illegal drugs.

Representatives shall attend all scheduled meetings, work sessions and other functions to the greatest extent possible, and shall actively participate in discussions and voting while serving on the Leadership Team.

Representatives shall disclose any conflict of interest they may have in any matter being addressed by the Leadership Team, and abstain from voting in any matter in which they have a conflict of interest.

Representatives shall not solicit nor accept any gift, gratuities, favors, or other benefits from any person, organization or group which is currently doing business with the Leadership Team or may potentially do business with the Leadership Team. Exceptions to this requirement are gifts or sales or promotional items of nominal value, achievement or meritorious service awards, and business-related meals, food or refreshments or other professional courtesies which are extended in the ordinary course of business and are commonly accepted business practices.

Representatives shall not disclose confidential information or use confidential information for their own personal interests.

Section 6. Resignations and Vacancies

A Leadership Team member may resign at any time by giving written notice to the Chairperson, who shall then notify the Leadership Team and Project Director. The Leadership Team may fill vacancies on an interim basis by alternates, until such time as the Leadership Team can solicit appointments and approve a permanent representative to fill the remainder of the term.

Section 7. Compensation

Each Leadership Team member is responsible for payment of their own Representative's travel, per diem and other related expenses incurred participating on the Leadership Team. Should funding become available, the Leadership Team may approve paying for travel expenses for Leadership Team members based on hardship or other circumstances.

Section 8. Regular Meetings

There shall be a minimum of four (4) regular meetings a year. All regular meetings shall be held within the State of Alaska, the time and place to be set by the Leadership Team Chairperson or Leadership Team. A notice of ten (10) business days will be given to Leadership Team members. Leadership Team members may participate either in person or by teleconference.

Section 9. Special Meetings

Special meetings of the Leadership Team may be called by the Chairperson, or upon request of at least three (3) Leadership Team members. A notice of ten (10) business days will be given to Leadership Team members where possible. Leadership Team members may participate either in person or by teleconference.

Section 10. Chairperson

The Chairperson or Vice-Chairperson, or in their absence, a chairperson chosen by the Leadership Team members present, shall preside at all meetings of the Leadership Team.

Section 11. Absence

Any Leadership Team member who fails to attend two (2) consecutive Leadership Team meetings and whose absences are unexcused is deemed to have resigned and a vacancy is immediately created thereby.

Section 12. Quorum

A majority of the Leadership Team 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 Leadership Team. Leadership Team members participating telephonically shall be considered present for purposes of a quorum. Where electronic voting occurs, Leadership Team members who participate electronically shall be considered present for purposes of a quorum.

Section 13. Voting

Each Leadership Team member, or their alternate in their absence, shall have one vote. Voting shall occur through the following process:

- a) All significant actions must be put to a vote of the Leadership Team.
- b) There must be a quorum in order for a proposed action to be put to a vote.
- c) Voting may occur in person, telephonically, or by electronic mail. When voting electronically, a quorum will be established by counting the number of votes cast.
- d) The Chairperson must establish a reasonable deadline for electronic votes to be returned.
- e) A proposed action may be adopted by the Leadership Team where a majority of Leadership Team members present for purposes of a quorum vote in favor of supporting the proposed action.
- f) The Secretary or other designee shall keep a record of the votes cast for each proposed action voted upon. The record shall identify by name those members in favor, opposed, abstaining, or absent from the vote on the proposed action.

ARTICLE IV. OFFICERS

Section 1. Number/Election

Leadership Team officers include a Chairperson, Vice-Chairperson, and Secretary. Officers shall be elected from members of the Leadership Team, at the first meeting of the year.

Section 2. Terms of Officers

Each officer shall serve for one-year (1) term. Officers may serve consecutive terms.

Section 3. Vacancies of Officers

Vacancies of officers will be filled by the Leadership Team at its next regular meeting, or at a special meeting called for that purpose.

Section 4. The Chairperson

The Chairperson shall preside over all meetings of the Leadership Team. The Chairperson shall be authorized to call for and set the agenda for regular and special meetings, chair regular and special meetings, conduct the daily business of the Leadership Team to the extent authorized and/or directed by the Leadership Team, and perform such other duties as required by the Leadership Team. Contractual authority to financially obligate the Leadership Team and/or Kawerak shall remain with the Kawerak President, in accordance with Article VII, Section 1 of these By-Laws.

Section 5. Vice-Chairperson

In the absence of the Chairperson, the Vice-Chairperson shall take the place of and perform the duties of the Chairperson. The Vice-Chairperson shall also perform such other duties as required by the Chairperson or the Leadership Team.

Section 6. The Secretary

The Secretary shall ensure that accurate meeting minutes are kept and certify Leadership Team documents. The Secretary shall also perform such other duties as required by the Chairperson or the Leadership Team.

Section 7. Removal

The Leadership Team may remove a Leadership Team member where the Leadership Team finds that removal is necessary in order to continue to meet the Leadership Team's responsibilities as established by these By-Laws, or where the Leadership Team member being considered for removal is failing to meet its

individual commitments established by the Memorandum of Understanding agreed to by the member. A Leadership Team member may be removed by a two-thirds vote of Leadership Team members present at a Leadership Team meeting in which a quorum is present. Any Leadership Team member being considered for removal shall be entitled to at least five (5) days notice in writing of the meeting of the Leadership Team. Any Leadership Team member being considered for removal shall be provided an opportunity to appear before and be heard by the Leadership Team prior to a vote on the removal.

ARTICLE V. STAFF SUPPORT

Section 1. Staff Support Provided by Kawerak, Inc.

Staff support for the Leadership Team is provided by Kawerak, Inc. Planning staff support shall be the Project Director and Eskimo Heritage Program staff or other personnel as assigned. Upon grant award, Kawerak may provide other positions to support the Leadership Team subject to funding availability.

ARTICLE VI. INTEGRATED PLANNING

Section 1. Beringia Museum of Culture & Science Project Development Plan

The Leadership Team shall recommend a comprehensive business and concept plan for the Beringia Museum of Culture & Science Project to the Kawerak Board which meets the requirements of sustainable economic longevity.

Section 2. Annual Work Plan

The Project Director shall develop and submit an annual work plan for implementing the Beringia Museum of Culture & Science Project to the Leadership Team. The Leadership Team shall review, make any agreed upon changes, and submit a final proposed work plan to the Kawerak Board for approval.

ARTICLE VII. CONTRACTS AND OTHER WRITTEN AGREEMENTS

Section 1. Contract Approval

The Kawerak President or the President's designee must approve all contracts, funding applications, or other documents, which financially obligate the Leadership Team or Kawerak. This includes any and all written contracts or agreements to which the Beringia Museum of Culture & Science Project shall be a party.

ARTICLE VIII. AMENDMENTS

Section 1. Amendments to the By-Laws

These By-Laws may be amended or repealed and/or new By-Laws may be adopted by a two-thirds vote of Leadership Team members at a duly convened meeting of the Leadership Team in which a quorum is present. Notice and a copy of the proposed amendments or new By-Laws shall be provided at least thirty (30) business days prior to such meeting. Amendments to the bylaws must also be approved by the Kawerak Board of Directors and do not go into effect until so approved.

ARTICLE IX. NON-DISCRIMINATION

The resources, information, benefits and opportunities of the Leadership Team shall be extended to anyone without regard to race, color, national origin, gender, religion, age, disability, political beliefs, sexual orientation, and marital or family status.

CERTIFICATION

These By-Laws were reviewed and recommended for approval by the Beringia Museum Leadership Team on _____.

Signature of Committee Members

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Adopted on: _____
(Date)

Chairman, Kawerak, Inc.

Secretary, Kawerak, Inc.