

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MUSEUM OF NORTHWEST ART**

**Article I Name**

The name of this corporation is the Museum of Northwest Art (also known as “MoNA”). The Articles of Incorporation of the Museum of Northwest Art are hereby amended and restated as set forth in the following articles.

**Article II Purposes and Powers**

The purposes for which MoNA, a nonprofit charitable corporation is formed are exclusively charitable, educational, religious, and scientific, and consist of the following: to establish and maintain a museum of northwest art; provide for the identification, collection, exhibition, conservation, and safekeeping of northwest art; to exhibit, preserve, and interpret the art of northwest artists for the benefit of students, artists, and patrons of the region; publish books and document northwest art history and contemporary northwest art; produce education programs about northwest art; identify and procure revenue and in-kind support sufficient to support these purposes; and, do those other things necessary and proper to fully carry into effect these purposes.

MoNA may engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Trustees; provided, however, that the purposes for which MoNA is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the “Code”), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The property and activities of MoNA are irrevocably dedicated to charitable, non-profit purposes. No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

This corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in this Article II which are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Code.

**Article III Duration**

The time of existence of MoNA shall be in perpetuity from the date of its commencement.

#### **Article IV Address and Registered Agent**

The location and registered office of MoNA shall be at the Museum of Northwest Art, 121 South First Street, Post Office Box 969, LaConner, Washington 98257 or at such other place in Washington as may be designate by resolution adopted by the Board of Trustees. The registered agent of MoNA shall be the President of the Board or, if the President cannot serve, by the Executive Director of the corporation. The registered agent shall remain as named until the Board of Trustees acts by resolution to name a successor and duly notifies the Secretary of State of the change.

#### **Article V Membership**

MoNA shall have one or more classes of members as defined in the Bylaws. The qualifications, rights, classes, and obligations of members of MoNA shall be set forth in the by-laws as adopted and amended by the Board of Trustees. Election or appointment and qualification and rights of the members shall be set forth in the by-laws. Members shall have the power to alter, amend or repeal such Bylaws only as provided therein.

#### **Article VI Limitations**

This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) or (b) by a corporation the contributions to which are deductible under Sections 170, 2055 and 2522 of the Code.

#### **Article VII Changes to the Articles of Incorporation**

Changes to these Articles of Incorporation shall be approved by the Board of Trustees and the membership. Proposed changes to these Articles of Incorporation may be submitted in writing to the Board of Trustees by any member. Copies of the proposed changes and ten days notice that such changes will be considered at a regular or special meeting of the Board of Trustees shall be provided to all trustees. If approved by a two-thirds vote of the Board of Trustees, the proposed changes as adopted shall be submitted to the members with ten days notice for consideration and approval at the next Annual Meeting. If two-thirds of the members and valid proxy votes approve the proposed changes, the changes to these Articles of Incorporation shall be made effective and filed upon any effective date contained therein or as soon as reasonably possible.

## **Article VIII Dissolution**

In the event of dissolution of MoNA, the Board of Trustees shall meet and ascertain all bills and shall audit the accounts and inventory the corporate property and other assets. Upon payment of all outstanding, verified obligations, the remaining artwork, files, documents, publications, and records pertaining to the artwork shall be conveyed to the Tacoma Art Museum (or such other non-profit organization as the Board may approve), provided the recipient organization is a non-profit organization exempt from federal income tax. The transfer shall be pursuant to the terms and conditions of a contract between MoNA and the recipient organization as approved by the Board of Trustees of MoNA.

If the Tacoma Art Museum or its successor entity does not then exist, cannot accept, chooses not to accept, or is no longer exempt from federal income tax, then the assets shall be distributed to an organization identified by the Board which has or adopts purposes similar to those of MoNA and is a non-profit organization exempt from federal income tax under terms and conditions agreed to by the Board.

## **Article IX Indemnification of Directors/Officers**

Directors and Officers shall have no liability to the corporation for monetary damages or conduct as a director or officer except for acts or omissions that involve intentional, willful misconduct by the director or officer or a knowing violation of the law by the director or officer. If the Washington non-profit corporation act is hereinafter amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer shall be eliminated or limited to the full extent permitted by the Washington non-profit corporation act as so amended. Any repeal or modification of this article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to any act or omission of such director or officer occurring prior to such repeal or modification.

## **Article X Private Foundation**

If this corporation becomes a private foundation within the meaning of Section 509 of the Code, as long as its private foundation status continues the following provisions shall apply in the management of its affairs:

1. Each year the corporation shall distribute the income of the corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Code;
2. The corporation shall not engage in any act of “self-dealing” (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;
3. The corporation shall not sell, exchange, distribute or otherwise dispose of any “excess business holdings” (as defined in Section 4943(c) of the Code)

which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code) and which would, therefore, give rise to any liability for the tax imposed by Section 4945(a) of the Code.
5. The corporation shall not make any “taxable expenditures” (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

### **Article XI Authority**

These amended Articles of Incorporation are chartered under and shall operate subject to the laws of the State of Washington.

The undersigned President of the corporation has the authority to sign these Amended and Restated Articles of Incorporation of the Museum of Northwest Art as directed by the members of the Museum of Northwest Art, voting affirmatively to amend these Articles effective on May 1, 2023, and directing the President to execute and file these amended Articles with the Secretary of State forthwith.

Signed,

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Gretchen McCauley  
President and Trustee  
Dated: May 1, 2023

The foregoing amendment was adopted by a meeting of the members held on April 27, 2023, at which a quorum was present throughout and at which the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.