

**MUSEUM OF NORTHWEST ART
AMENDED AND RESTATED BYLAWS
(Dated May 1, 2023)**

ARTICLE I, OFFICE

Section 1.1. The registered office of the Museum of Northwest Art (referred to herein as the “corporation” or “MoNA”) shall be located in the state of Washington at such place as may be fixed from time to time by the Board of Trustees upon filing of such notices as may be required by law. The registered agent shall have a business office identical with the registered office.

Section 1.2. The corporation may have other offices within or outside the state of Washington at such place or places as the Board of Trustees may from time to time determine.

ARTICLE II, MEMBERSHIP.

Section 2.1. The corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

Section 2.2. Membership in MoNA shall be open to any individual or entity eligible to join, and willing to abide by the terms and conditions of MoNA membership policies, including timely payment of membership dues.

Section 2.3. Membership dues shall be paid annually. The amount of dues, criteria for joining, and the terms and conditions of membership shall be established and may be amended by the Board of Trustees ("Board").

Section 2.4. Each member entitled to vote with respect to the subject matter of an issue submitted to the members or as provided herein shall be entitled to one vote upon each such issue. Each member entitled to vote at an election of the Board of Trustees may cast one vote for as many persons as there are directors to be elected and for whose election such member has a right to vote.

Section 2.5. Each member shall have the inspection and information rights set forth in RCW 24.03A.15 through .225.

Section 2.6. A member's membership in the corporation may be terminated (i) by such member, upon written notice to the Board; (ii) by the 2/3 vote of the Board; or (iii) otherwise in accordance with the terms of RCW 24.03A.375.

ARTICLE III, MEMBERSHIP MEETINGS.

Section 3.1. *Annual Meeting.* The annual meeting of the members in good standing of MoNA shall be held at the registered office of MoNA, or such other place as may be designated by the notice of the meeting, for the purpose of electing trustees to the Board or ratifying the prior Board appointment of Trustees and for other business that may come before it, during the first six months of each year with the date, time, and place to be determined by the Board.

Section 3.2. *Regular Meetings.* By resolution, the Board of Directors may specify the date, time and place for the holding of any regular meetings of the members without notice other than by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member.

Section 3.3. *Special Meetings.* Special meetings of the members may be called at any time by twenty percent of the members in good standing of MoNA, by the President, or by a majority vote of the Board. No business shall be transacted at any special meeting of members except as specified in the meeting notice. The Board may designate the place of any special meeting duly called by the members, President, or Board and shall provide the purpose(s) of the meeting in the notice of the special meeting.

Section 3.4. *Notice of Meetings.* Written, telephonic, or electronic notice of annual or special meetings of members stating the date, time and place of the meeting, and, in the case of a special meeting, the purpose(s) for which the meeting is called, shall be given by the secretary or persons authorized to call the meeting to each member in the notice entitled to vote. Such notice shall be given no less than ten days and no more than fifty days prior to the date of the meeting. Notice may be transmitted by mail, private carrier, or personal delivery; telephone or telefax; or e-mail or other electronic means. If mailed, such notice shall be deemed to be delivered when

deposited in the United States mail addressed to the member at his or her address as it appears on the books of MoNA. Notice of regular meetings other than the annual meeting shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member.

Section 3.5. Waiver of Notice. A member may, in writing, (either before or after such meeting) waive receipt of notice of the date, time, place, and purpose of any meeting. In addition, a member waives delivery of notice by his or her attendance, in person or by proxy. Any member so waiving shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

Section 3.6. Quorum and Adjourned Meetings. Twenty percent of the membership in good standing of MoNA, represented in person or by proxy, shall constitute a quorum at any meeting of members. A majority of the members represented at a meeting, even if less than a quorum, may adjourn the meeting without further notice. If an adjourned meeting is reconvened, and if a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business at such meeting and at any adjournment of such meeting (unless a new record date is or must be set for the adjourned meeting), notwithstanding the withdrawal of enough members from either meeting to leave less than a quorum.

Section 3.7. Proxies. At all meetings of members, a member in good standing may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. Such proxy, in a form approved by the Board, shall be provided to the secretary of MoNA before or at the time of the meeting to any member requesting a copy. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 3.8. Member Record. The secretary of MoNA shall prepare and maintain, at MoNA's principal place of business, a list of the names and contact information for all members in good standing who are entitled to notice of the members'

meeting. A member, member's agent, or a member's attorney may, upon written request to the Board, inspect the list of members, beginning ten days prior to the members' meeting and continuing through the meeting, and thereafter, at MoNA's principal office or at a place identified in the meeting notice where the meeting will be held during regular business hours, and at the member's expense.

Section 3.9. *Voting.* Except as otherwise provided in these By-Laws, every member in good standing shall have the right at every members' meeting to one vote. If a quorum exists, action on a matter is approved by a majority vote of members voting unless the Articles of Incorporation or law requires a greater number of affirmative votes.

ARTICLE IV, BOARD OF TRUSTEES.

Section 4.1. *General Powers.* All powers, business, and others affairs of MoNA shall be exercised by or under the authority of the Board, except as otherwise provided by law or in the Articles of Incorporation. A trustee shall perform the duties of a trustee, including the duties as a member of any committee of the Board upon which the trustee may serve, in good faith, in a manner the trustee believes to be in the best interests of MoNA, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Each Trustee shall perform his or her duty as specifically defined and adopted by the Board in the Responsibilities and Expectations for Trustees, the Board of Trustees Expectations Agreement and in other documents the Board may adopt. Each Trustee shall have full responsibility and duties from the date of his/her appointment by the Board or election by the membership.

Section 4.2. *Indemnification of Trustees/Officers.* Trustees/Officers shall have no liability to the corporation for monetary damages for conduct as a Trustee/Officer except for acts or omissions that involve intentional, willful misconduct by the Trustee.

If the Washington Non-Profit Corporation Act is hereinafter amended to further eliminate the personal liability of Trustees, then the liability of a Trustee shall be eliminated or limited to the fullest extent permitted by the Washington Non-Profit Corporation Act as so amended. Any repeal or modification of these Bylaws shall not adversely affect any right or protection of a Trustee of the Museum existing at the time

of such repeal or modification for or with respect to any act or omission of such Trustee occurring prior to such repeal or modification.

Section 4.3. Number. The number of trustees of MoNA shall be no more than 25. The number of trustees can be increased or decreased by action of the Board, provided that the number shall not be less than five trustees, and that no decrease shall shorten the term of any incumbent trustee.

Section 4.4. Terms. Each trustee shall hold office for a term up to three years except as follows:

(a) Despite the expiration of a trustee's term, the trustee continues to serve until the trustee's successor shall have been elected and qualified or until there is a decrease in the number of trustees.

(b) The immediate-past president and treasurer shall each serve an additional one-year term as a trustee if the expiration of their term as an officer is within the 9th year of service as a trustee, even if it means serving beyond the nine-year limit. No Trustee shall serve more than nine consecutive years except as set forth herein.

Section 4.5. Election. Trustees shall be elected as follows:

(a) By Board of Trustees – In case of vacancy on the Board of Trustees, whether caused by resignation, death or otherwise, or decision to increase the number of Trustees, the Board may appoint a Trustee by a majority vote of the remaining Trustees, even if less than a quorum. Once appointed by the Board, the Trustee can begin service immediately with all the rights and responsibilities of a Trustee, provided however, the appointed Trustee shall be presented for election by the general membership at the next annual meeting or any special meeting of the membership. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

(b) By the Membership – The membership may elect Trustees by a majority vote of the membership constituting a quorum. Said proposed Trustees' names may be either submitted by the Board of Trustees to the general membership for a vote or submitted by nomination of the membership by petition, signed by membership constituting 20% of the then active membership of the Museum submitted to the Board no later than thirty (30) days prior to the annual meeting date.

Section 4.6. Ex-Officio Members. An appointed representative of the Docents shall be an ex-officio member of the Board. In addition, the Board may elect honorary, advisory, or other ex-officio members of the Board who shall be entitled to all notices of meetings and to be heard at any meeting but who shall have no vote.

Section 4.7. Leave of Absence. A Board member may request and/or the Board may grant a leave of absence for a period of time up to 90 calendar days, with the opportunity to extend the leave of absence at the Board's discretion. A granted leave of absence is intended to preserve a Board member's seat and status in light of extreme personal conflict such as illness, family crisis, temporary transfers, etc. Within the granted period, the Board may reinstate said Board member without prejudice or change of status.

Section 4.8. Resignation. Any trustee may resign at any time by delivering written notice to the Board president or secretary of MoNA. A resignation shall be effective when the notice is delivered unless the notice specifies a different effective date.

Section 4.9. Removal of Trustees.

(a) **Trustee Removal by Disqualification.** A Trustee shall be disqualified as a Trustee if either the Trustee is no longer a member of MoNA or the Trustee fails to attend at least 75% of the regular Board meetings within a given year without an excused absence with notice provided in advance to either the Executive Director or President that the Trustee will be absent. A disqualified Trustee shall be removed from the Board upon written notice from the Board President.

(b) **By Membership.** At a meeting of members called expressly for that purpose, the entire Board, or any member thereof, may be removed, with or without cause, by a majority vote of the members then entitled to vote at an election of such trustees.

(c) **By Board of Trustees.** The Board shall have the right to remove a Trustee by a majority vote of the Board of Trustees whenever either in its judgment the best interest of MoNA shall be served thereby, or the Trustee is not fulfilling the responsibilities and expectations of a Trustee.

Section 4.10. Meetings.

(a) The annual meeting of the Board shall be held immediately after the annual members' meeting at the same place as the annual members' meeting or at such other place and at such time as may be determined by the trustees.

Special meetings may be called at any time and place upon the call of the president, secretary, or any three trustees. Notice of the date, time, and place of each special meeting shall be given by the secretary, or the persons calling the meeting, by mail, private carrier, facsimile transmission, electronic mail, personal communication by telephone, or otherwise at least two days in advance of the date of the meeting. The purpose of the meeting need not be given in the notice. Notice of any special meeting may be waived in writing or by electronic mail (either before or after such meeting) and will be waived by any trustee by attendance thereat.

(b) Regular meetings of the Board shall be held at the date, time, and place as shall be fixed by resolution of the Board, without notice other than the delivery of a copy of such resolution to each director prior to the first regular meeting held pursuant to such resolution.

(c) At any meeting of the Board, any business may be transacted and the Board may exercise all of its powers. Notice of each regular meeting or special meeting of the Board shall be provided each trustee in a manner established by resolution of the Board.

Section 4.11. Quorum and Voting.

(a) A majority of the trustees presently in office shall constitute a quorum, but a lesser number may adjourn any meeting until a quorum is obtained, and no further notice thereof need be given.

(b) If a quorum is present when a vote is taken, the affirmative vote of a majority of the trustees present at the meeting is the act of the Board.

Section 4.12. Presumption of Assent. A trustee of MoNA who is present at a meeting of the Board at which action on any MoNA matter is taken shall be presumed to have assented to the action taken unless:

(a) The trustee objects at the beginning of the meeting, or promptly upon the trustee's arrival, to holding it or transacting business at the meeting;

(b) The trustee's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The trustee delivers written notice of the trustee's dissent or abstention to the presiding officer of the meeting before its adjournment or to the secretary within a reasonable time after adjournment of the meeting. The right of dissent or abstention is not available to a trustee who votes in favor of the action taken.

Section 4.13. Committees. The Board may designate, from time to time, standing or ad hoc committees consisting of no fewer than two Trustees, depending on the needs of the Board. A person who is not a Trustee may be appointed to a committee, provided, however, that any non-Trustee shall not be a voting member of such committee unless such committee is strictly advisory in nature and has no delegated authority of the Board of Directors. Committees are defined as standing or ad hoc. The Board shall periodically review the committee list and revise, as necessary, this committee charters document. The committee charters may be amended by Board vote.

(a) Standing committees are: Executive, Finance and Audit, Governance, Development, Education and Collections. They shall be composed of a minimum of three Trustees. With the exception of the Executive Committee, non-trustee volunteers may serve per the discretion of the President and the Committee chair(s) on committees.

(b) Ad Hoc Committees shall be composed of no fewer than two trustees, one of whom shall be appointed chair, and other members as needed to meet the goals of the committee. Committees may select co-chairs. Non-trustee members may serve as appointed by the President and committee Chair(s). Ad Hoc committees report, at the request of the President, to the Executive Committee. Ad Hoc committees previously formed here included the Store Advisory Committee, Personnel Committee, and Facilities Committee.

(c) Such committees may be vested with such powers as the Board may determine by resolution except that no such committee shall have the authority to (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any such committee or any director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or adopt a plan of consolidation with another

corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoking proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The duly adopted Standing and Ad Hoc Charter lists the composition and duties of each committee and are incorporated by reference herein.

Section 4.14. Loans. No loans shall be made by the corporation to any Trustee, nor shall any Trustee make any loans to the corporation.

ARTICLE V, SPECIAL MEASURES FOR MUSEUM ACTION.

Section 5.1. Actions by Written Consent. Any action required or permitted by the Articles of Incorporation, By-Laws, or the laws under which this museum is formed, to be voted upon or approved at a duly called meeting of the trustees, committee, or members may be accomplished without a meeting if one or more unanimous written consents of the respective trustees or members, setting forth the actions so taken, shall be signed, either before or after the action taken, by all the trustees, committee members, or members, as the case may be. Action taken by unanimous written consent of the trustees, committee members, or members is effective when all consents are in possession of the museum, unless the consent specifies a later effective date.

Section 5.2. Meetings by Conference Telephone. Members of the Board, members of a committee, or members may participate in their respective meetings by means of a conference telephone, video conference, or similar communications equipment if all persons participating in the meeting can hear each other at the same time; participation in a meeting by such means shall constitute presence in person at such meeting.

ARTICLE VI, OFFICERS.

Section 6.1. Officers Designated. The officers of MoNA shall be a president, one or more vice presidents (the number to be determined by the Board), a secretary, and a treasurer, each of whom shall be elected by the Board, and who shall be trustees. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any offices may be held by the same person, except president and treasurer.

Section 6.2. Election Qualification and Term of Office. The officers shall be elected by the Board at each annual meeting of the Board. Except as hereinafter provided, each officer shall hold office from the date of his or her election until the next annual meeting of the Board and until his or her successor shall have been duly elected and qualified.

Section 6.3. Powers and Duties.

(a) *President.* The president is the senior volunteer leader of the Museum of Northwest Art; presides at all meetings of the Board, the executive committee, and other meetings as required; and, serves as the official representative of the Board and membership. The president is an ex-officio member of all committees of MoNA. The president oversees implementation of MoNA and Board policies, ensures that appropriate administrative systems are established and maintained, and administers the contract with the executive director.

(b) *Vice President.* The vice-president(s) shall have duties and powers as determined by resolution of the Board. In the absence of the president or his or her inability to act, the first Board-designated vice-president shall act in his or her place and stead and shall have all the powers and authority of the president, except as limited by resolution of the Board.

(c) *Secretary.* The secretary shall: (1) keep the minutes of the member meetings and of the Board meetings and record them in books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (3) be custodian of the museum records and of the seal of the museum; (4) keep a register of the address of each member which shall be furnished to the secretary by the member; and (5) in general, perform all duties incident to the office of secretary and such other duties assigned to him or her by the

president or by the Board. With the approval of the Board, duties of the secretary may be assigned to someone other than the secretary.

(d) *Treasurer.* The treasurer shall, pursuant to direction of the Board, have the custody, control, and disposition of the funds and securities of MoNA and shall account for the same; and, at the expiration of his or her term of office, he or she shall turn over to his or her successor all records and property of MoNA in his or her possession. With the approval of the Board, duties of the treasurer may be assigned to someone other than the treasurer.

Section 6.4. *Term; Removal.* The officers of the corporation shall hold office until their successors are chosen and qualified. The Board shall have the right to remove any officer by majority vote whenever in its judgment the best interests of MoNA will be served thereby.

Section 6.5. *Vacancies.* The Board shall fill any office which becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and qualified.

Section 6.6. *Salaries.* The officers and trustees of MoNA shall not be entitled to a salary.

Section 6.7. *Loans.* No loans shall be made by the corporation to any officer or trustee, nor shall any officer or trustee make any loans to the corporation.

Section 6.8. *Resignation.* An officer may resign at any time by delivering written notice to the President, the Secretary or the Board of Trustees at the registered office of the corporation. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof.

ARTICLE VII, MUSEUM DIRECTOR.

The Board shall employ an executive director to execute the policy decisions of the Board and to provide continuing professional management of the operations of MoNA. The executive director shall be appointed by the Board and shall serve under the terms of a written contract between the parties. The executive director shall serve as the chief executive officer directly accountable to the president acting on behalf of the Board, serve as an ex-officio, non-voting member of the Board and the executive committee, and serve as the liaison between staff and the Board. The executive director shall have

full responsibility and authority for managing and coordinating the museum's physical and fiscal operations; for hiring, discharging, disciplining, compensating, and reviewing performance of staff and contractors; and, for implementing the plans and programs of MoNA in accordance with resolutions and other direction of the Board.

The Executive Director, or the designated staff person, shall be a non-voting member of all Committees that have been established by the Board.

ARTICLE VIII, BOOKS AND RECORDS.

Section 8.1. *Books of Accounts: Minutes and Membership Register.* The museum shall maintain permanent records minutes of all meetings of its members and Board, a record of all actions taken by the members or Board without a meeting, and a record of all actions taken by a committee of the Board if the committee exercises the authority of the Board on behalf of MoNA. The museum shall maintain appropriate accounting records. The museum shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order. The museum shall keep a copy of the following records at its principal office: the Articles or Restated Articles of Incorporation and all amendments to them currently in effect; the By-Laws or Restated By-Laws and all amendments to them currently in effect; the minutes of all members' meetings, and records of all actions taken by members without a meeting, for the past three years; its financial statements for the past seven years, including balance sheets showing in reasonable detail the financial condition of MoNA at the close of each fiscal year, and an income and expense statement showing the results of its operations during each fiscal year prepared on the basis of generally accepted accounting principles or, if not, prepared on a basis explained therein; all written communications to members generally within the past three years; a list of the names and business addresses of its current trustees and officers; and its most recent annual report delivered to the Secretary of State, state of Washington.

Section 8.2. *Copies of Resolutions.* Any person dealing with MoNA may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board or members, when certified by the president or secretary.

ARTICLE IX, MISCELLANEOUS.

Section 9.1. The fiscal year of the museum shall be the calendar year, unless otherwise set by resolution of the Board.

Section 9.2. The Board may provide for a museum seal which shall have inscribed thereon the name of the Museum of Northwest Art or MoNA, the year and state of incorporation, and the words "museum seal."

Section 9.3. The rules contained in the most recent edition of Robert's Rules of Order shall govern all meetings of members and trustees where those rules are not inconsistent with the Articles of Incorporation, By-Laws, or resolution of the Board.

Section 9.4. These By-Laws shall be governed by the laws of the state of Washington. Titles of the articles herein are for convenience and are not to be construed as part of the By-Laws.

Section 9.5. The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Trustees shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Trustees.

Section 9.6. Except as may otherwise be required by law, any notice to any director or member may be provided in the form of a record, either in a tangible medium or by electronic transmission. Notice provided in a tangible medium may be transmitted by mail, private carrier, personal delivery, telegraph or teletype, or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid. Other forms of notice in a tangible medium described in this paragraph are effective upon receipt. Notice may be provided by electronic transmission. If notice is sent by electronic transmission, the notice is effective when (1) it is electronically transmitted to an address, location or system designated by the director or member, and (2) it is in a form capable of being processed by such system.

Section 9.7. The Board of Trustees may adopt policies and procedures regarding conflicts of interest and ethics. Any such policies and procedures shall be no

less stringent than the provisions of RCW 24.03A.615 and other applicable requirements of State and Federal Law.

ARTICLE X, AMENDMENTS AND FUNDAMENTAL TRANSACTIONS

Section 10.1. Amendments.

(a) These By-Laws may be amended or repealed at any regular or special meeting of the members by a majority vote of the quorum present if notice of the proposed amendment or repeal is contained in the notice of the meeting.

(b) These By-Laws may be amended or repealed by a majority of the whole Board at any regular or special meeting of the Board if notice of the proposed amendment or repeal is contained in the notice of the meeting; provided, however, that any amendment that has the effect of altering the voting rights of the Members must be approved by at least a majority of the members present and voting at a meeting of members where a quorum is present.

Section 10.2. Fundamental Transactions. A majority of the Board of Trustees shall have the power to undertake any (i) amendment of the Articles of Incorporation of the corporation, (ii) merger, (iii) domestication or conversion, (iv) disposition of assets, or (v) dissolution of the corporation (each, a “Fundamental Transaction”); provided, however, that any such Fundamental Transaction shall be compliant with the requirements of RCW 24.03A.640 – 960, as applicable.

Adopted by the Museum of Northwest Art Board of Trustees and it's Members on April 27, 2023, to be effective as of May 1, 2023. The person signing below hereby certifies that she has the authority to execute these Amended and Restated By-Laws on behalf of the Board of Trustees and Members of the Museum of Northwest Art.

Gretchen McCauley, President Dated May 1,2023