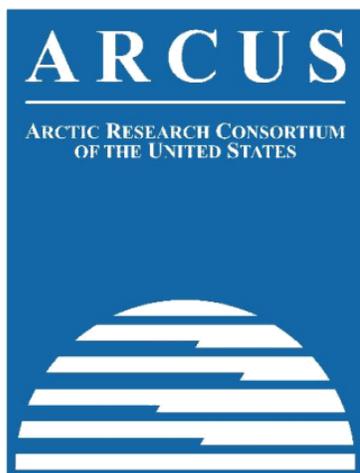


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**ARCTIC RESEARCH CONSORTIUM OF THE UNITED STATES, INC.**

# **BYLAWS**

**June 2019**



# **ARCTIC RESEARCH CONSORTIUM OF THE UNITED STATES, INCORPORATED**

An Alaska Nonprofit Corporation

## **BYLAWS**

### ARTICLE I – Purpose

The purpose of the Arctic Research Consortium of the United States, Incorporated (hereinafter "ARCUS" or "the Corporation") is to strengthen and advance Arctic research.

### ARTICLE II – Membership

SECTION 1. ARCUS members shall have a common purpose of advancing knowledge of the Arctic through science, technology, indigenous knowledge, and other forms of knowing; promoting the application of this knowledge to circumpolar Arctic problems; and addressing in concert those questions that require the collaborative skills and resources of scientists, engineers, indigenous knowledge holders, and others throughout the world.

SECTION 2. Classes of Members. The Consortium shall have four classes of members: Academic/Research Institutions, Corporations, Indigenous Groups, and Individuals

SECTION 3. Academic/Research Institutions. This membership category shall be available to institutions operated for educational, professional, or scientific purposes with demonstrated interests in Arctic research or Arctic education.

SECTION 4. Corporation Members. This membership category shall be available to corporations not eligible as Academic/Research Institutions as described in Section 3.

SECTION 5. Indigenous Group Members. This membership category shall be available to groups primarily focused on Arctic Indigenous affairs.

SECTION 6. Individual Members. Individuals interested in the purpose of ARCUS as described in Section 1 may become Individual Members.

SECTION 7. Membership Procedures and Fees. The Board shall annually establish and publish fees and benefits for each class of member. Membership shall be granted upon agreement to the criteria for membership and the payment of the applicable fee. Membership shall be terminated for failure to pay fees at the end of the period for which fees have been paid.

SECTION 8. Resignation. Any member may at any time resign from membership in ARCUS by writing to the Secretary of ARCUS at least sixty (60) days prior to the date upon which such resignation is to become effective. Any membership fees or assessments due before the effective date of the resignation shall not be refunded to a resigning member.

SECTION 9. Suspension and Expulsion. Any Member in any membership category may be suspended or expelled with cause by the affirmative vote of eight members of the Board of Directors. Sufficient grounds for cause to suspend or terminate membership include, but are not limited to, a violation of the Bylaws, policies, or any rule or practice duly adopted by ARCUS, or any other conduct prejudicial to the interests of ARCUS. Suspended Members must stay current on all membership fees, assessments and charges. Expelled Members shall remain liable for any unpaid portion of any membership fees, assessments or charges levied before the effective date of the expulsion. In addition, the membership of any member who becomes ineligible for membership shall terminate automatically. In special circumstances, such termination may be delayed by the Board of Directors. All rights, privileges and interests of a member in ARCUS shall cease upon the termination of membership.

### ARTICLE III - The Council of ARCUS Members

SECTION 1. Purpose and Composition of the Council of ARCUS Members.

The Council of ARCUS Members is a membership forum whose purpose is to share, deliberate on, and disseminate matters related to arctic research and to elect directors to the Board of Directors. Institutional, Indigenous Group, and Corporation Members shall appoint one designated individual representative to represent the Member in the Council. Institutional, Indigenous Group, and Corporation Members shall also designate one alternate representative to so serve and vote if the first designated representative is unable to do so. Individual members shall not have a vote in Council. Only voting members who are current in the payment of all applicable membership fees and assessments are eligible to vote. The Council will also include, ex officio, the current members of the Board of Directors. A majority of the votes in Council shall be held by a combination of the Institutional Members and Board members; if such a majority does not exist, the votes of other categories of Members shall be reduced proportionally to bring the total less than a majority.

SECTION 2. Annual Meetings. The annual meeting of the Council will be held each year on a date the Board of Directors may designate.

SECTION 3. Special Meetings. Special meetings of the Council may be called by the Board of Directors or the President and shall be called by the Secretary upon the written request of at least twenty-five percent (25%) of the members entitled to vote at Council meetings, at such time and place as may be specified in the notice.

SECTION 4. Location of Meetings. All meetings of the Council may be held

anywhere inside or outside the state of Alaska, as specified in the notice of meeting. Council meetings may be held electronically, provided that the electronic medium allows for two-way, synchronous communications.

SECTION 5. Notice of Meetings. Written notice of each Council meeting shall state the location, date and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called. The Board of Directors shall cause such notice to be delivered to each member not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by first-class mail, or electronic mail. The attendance of any member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such member. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

SECTION 6. Quorum. Except as may be otherwise expressly required by law, at all Council meetings the presence of members holding one tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum for the transaction of business. In the absence of a quorum, any officer present may adjourn the meeting to another time and place. The period of adjournment shall not exceed thirty (30) days. At any duly adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 7. Voting. Each voting member shall be entitled to one vote on all matters submitted to a vote of the members. Except as may be otherwise required by law or by these Bylaws, all matters shall be decided by the vote of a majority of the votes cast at the Council meeting in person or by proxy, provided a quorum is present. A member may vote in person, or by proxy executed in writing by the member. A proxy is not valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

#### ARTICLE IV - Board of Directors

SECTION 1. Powers. The Board of Directors is charged with governance and oversight of the affairs, powers, funds and property of the Corporation, except as otherwise provided by law or by these Bylaws. To this end and without limitation of the foregoing or of the Board's powers expressly conferred by these Bylaws, the Board shall have power to authorize others to act on behalf of the Corporation, to make rules and regulations for the Corporation's management, to create such additional offices or committees as it deems appropriate, and to select, employ or remove such of its agents or employees as it shall deem best.

SECTION 2. Number of Directors. The authorized number of Directors shall be thirteen, including the President, Secretary, and Treasurer.

SECTION 3. Composition of the Board of Directors. The Board of Directors

shall be elected by the Council. No more than two Directors may come from any one member organization. All of the Directors must be employed by organizations which are members of ARCUS and/or be individual ARCUS members.

SECTION 4. Election of Directors. The Council shall elect at least four new Directors each year. The term of each of the Directors shall be three years. Each Director shall hold office until the annual meeting of the Council for the year in which his or her term expires and until his or her successor is chosen and qualifies. The Council's election of Directors may be conducted in person, by mail, or by email or other electronic media.

SECTION 5. Removal. Any Director may be removed by the Board of Directors by a two-thirds vote of the Board of Directors present at a meeting at which there is a quorum.

#### ARTICLE V - Meetings of the Board of Directors

SECTION 1. Meetings. The Board of Directors shall hold a regular meeting at least once per year and may hold additional regular meetings as often as the Board considers necessary to ensure effective governance of the Corporation. The Board of Directors may provide by resolution the time, date and place for the holding of such regular meetings of the Board without other notice than such resolution.

SECTION 2. Special Meetings. Special meetings of the Board of Directors may be called by the President, on his or her own authority, and shall be called by the Secretary upon the written request of five or more Directors.

SECTION 3. Notice of Meetings. Written notice of each special meeting of the Board of Directors shall state the location, date and hour of the meeting and the purpose or purposes for which the meeting is being called. Notice of meetings shall be delivered to each Director not less than ten (10) days before the date fixed for the meeting, either personally or in writing via mail or electronic mail. The attendance of any Director at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

SECTION 4. Quorum. Except as may be otherwise required by law or by these Bylaws, at all meetings of the Board of Directors a majority of the authorized number of Directors shall constitute a quorum. In the absence of a quorum, a majority of the Directors present may adjourn the meeting to another time and place. The period of adjournment shall not exceed thirty (30) days. At any duly adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 5. Voting. Each Director shall be entitled to one vote. Except as otherwise required by law or as otherwise provided specifically in these Bylaws, all

matters shall be decided by the vote of a majority of the Directors present at the time of the vote, if a quorum is then present.

SECTION 6. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if all Directors or members of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board of Directors or the committee.

SECTION 7. Use of Conference Telephone. Any or all Directors may attend and participate in any meeting of the Board of Directors or a committee of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

#### ARTICLE VI - Officers

SECTION 1. Officers and Qualifications. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time establish and appoint. All officers must be chosen from among the thirteen elected members of the Board of Directors. More than one office may be held by the same person, except that the offices of President, Secretary, and Treasurer must be held by separate individuals.

SECTION 2. President. The President shall serve as Chair of the Board of Directors of the Corporation. The President may execute contracts and agreements on behalf of the Corporation which are either authorized generally, or authorized by specific votes of the Board of Directors. It shall be his or her duty, insofar as the facilities and funds furnished to him or her by the Corporation permit, to see that the orders and votes of the Board of Directors and the purposes of the Corporation are carried out.

SECTION 3. Secretary. The Secretary shall give notice of the meetings, shall record all actions taken at the meetings and shall perform other duties as may be assigned from time to time by the Board of Directors.

SECTION 4. Treasurer. The Treasurer, subject to the control of the Board of Directors, shall collect and receive, and shall have charge and custody of, the funds and securities of the Corporation. He or she shall have such other duties as are customary to the position of Treasurer in a corporation of this type and as may be assigned from time to time by the Board of Directors. The Treasurer shall, in the absence of the President, preside at meetings of the Council of ARCUS members and meetings of the Board of Directors and Executive Committee.

SECTION 5. Election and Term of Office. All officers shall be elected by the Board of Directors biennially, in odd-numbered years, at an annual meeting of the

Directors. Each such officer's term shall be two years or until his or her successor is chosen and qualifies. No officer other than the President may serve more than two consecutive terms in one office.

SECTION 6. Eligibility, Election and Term of Office: President. Current board members are eligible to be elected as President once they have served at least a year on the Board of Directors. Board members whose term will expire while they are serving as President-Elect or as full President will be automatically renewed for another term on the board.

Elections for President will held biennially by the Board of Directors; each incoming President shall be elected one year prior to the start of their term and will serve as President-Elect until their term as President starts. This allows for an orderly transfer of knowledge between Presidents.

The President shall serve a two-year term after they have assumed the full President duties as described in Section 2 of this Article, assisted as needed by the President-Elect or members of the Executive Committee. If for any reason the President should relinquish or be recalled from office, the President-Elect will automatically and immediately assume the President position. If there is no President-Elect, another member of the Executive Committee will serve the remainder of the President's term or until a President-Elect is designated. If for any reason the President-Elect should relinquish or be recalled from office, the President will call an election to fill the vacancy. If for any reason there is neither a permanent President nor President-Elect at the time of a regularly scheduled biennial election, the board will elect a President to serve for a two-year term, and an election will be held the following year to name a new President-Elect.

SECTION 7. Vacancies. Any vacancy on the Board or in any office may be filled for the unexpired portion of the term by the Board of Directors.

SECTION 8. Executive Director. The Board of Directors may from time to time at its discretion employ an Executive Director to manage the affairs of the Corporation subject to the oversight of the Board. The Executive Director shall provide staff leadership for ARCUS and shall be responsible for the hiring, assessment, and dismissal of all ARCUS staff consistent with the Board's policies. The Executive Director shall work at the pleasure of the Board of Directors, and the Board shall be responsible for the Executive Director's annual performance review. The Executive Director shall serve as a non-voting, ex officio member of the Board and the Executive Committee.

SECTION 9. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors whenever in its judgement the best interests of the Corporation will be served. Removal is without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent does not of itself create contract rights.

## ARTICLE VII - Committees

SECTION 1. Executive Committee. The Executive Committee shall consist of the President, the Secretary, the Treasurer, and two additional Directors each elected to the Committee for a term of two years by the Directors biennially, in odd numbered years, at a meeting of the Directors. Any elected member of the Executive Committee may be removed from the Committee at any time with or without cause by a two-thirds vote of a quorum of the Board of Directors. The President shall preside at all meetings of the Executive Committee. Unless otherwise provided by resolution adopted by a majority of the Board of Directors, the Executive Committee may have and may exercise all the powers of the Board of Directors, except that such Committee shall not have authority as to the following matters:

- (a) the removal of officers or agents of the Corporation;
- (b) the filling of vacancies in the Board of Directors;
- (c) the amendment or repeal of these Bylaws, or the adoption of new Bylaws; or
- (d) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

At all meetings of the Executive Committee, the presence of a simple majority of its members shall be necessary and sufficient to constitute a quorum for the transaction of business.

SECTION 2. Other Committees. The Board of Directors may establish such standing and special committees as it deems appropriate. Such committees shall have only the powers specifically delegated to them by the Board. The President shall appoint committee members and shall have the power to fill vacancies in and change the membership of any committees established by the Board.

#### ARTICLE VIII - Indemnification

Unless otherwise prohibited by law, ARCUS shall indemnify any individual who is or was a board member, council representative, or officer of ARCUS, and any person who may have served at ARCUS's request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the board, indemnify any employee or agent of ARCUS, against any and all expenses and liabilities actually and necessarily incurred by that individual or imposed on the individual in connection with any claim, action, suit, or proceeding, whether actual or threatened, civil, criminal, administrative, or investigative, including appeals, to which the individual may be or is made a party by reason of being or having been such board member, council representative, officer, employee or agent, if the individual being indemnified acted in good faith and in a manner the person reasonably believed to be lawful and in the best interest of ARCUS.

Notwithstanding the foregoing, there shall be no indemnification (i) for taxes or penalties imposed by any government agency or (ii) in relation to matters as to which the individual shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to ARCUS for damages arising out of the individual's own gross negligence or misconduct in the performance of a duty to ARCUS.

#### ARTICLE IX - Fiscal Year

The fiscal year of the Corporation shall commence on the first day of October and end on the thirtieth day of the following September.

#### ARTICLE X - Amendments to Bylaws

These Bylaws may be altered, amended or repealed at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of two-thirds of the Directors present at such meeting provided (i) notice of the proposed alteration, amendment or repeal be contained in the notice to the Directors of such meeting; and (ii) such alteration, amendment or repeal shall not be in violation of any provision of the Alaska Nonprofit Corporation Act.

#### ARTICLE XI - Dissolution

Subject to the requirements of law at any time, the members shall have the power to dissolve ARCUS. The Board of Directors shall pass a resolution recommending dissolution of the corporation by the membership by the affirmative vote of a majority of the Directors at a meeting at which a quorum is present. The resolution to dissolve shall be subject to approval by a two-thirds affirmative vote of all members eligible to vote represented in person or by proxy. In such case members shall designate a successor nonprofit institution organized and operated exclusively for educational, charitable, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), contributions to which are deductible for federal income tax purposes, to take over all or substantially all of the function, and purposes of ARCUS and/or to which shall be paid over any property or assets remaining after dissolution of ARCUS.

#### ARTICLE XII – Use of Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any other action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.