

**BYLAWS of  
Sound Science Research Collective**

**Article 1 Offices**

**Section 1. Principal Office**

The principal office of the corporation is located in the City Borough of Juneau, State of Alaska.

**Section 2. Change of Address**

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: 5305 N. Douglas Highway

Juneau, AK 99801

Dated: September 28th, 2019

New Address: \_\_\_\_\_

\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_

\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

**Section 3. Other Offices**

The corporation may also have offices at such other places, within or without the state of Alaska, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**Article 2 Nonprofit Purposes**

**Section 1. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## **Section 2. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be:

- a) To conduct biological, ecological, and environmental research in marine and/or terrestrial ecosystems to benefit conservation and the public good
- b) To educate the public concerning the necessity of preserving, conserving and restoring natural spaces
- c) To cultivate and maintain broad multi-disciplinary ties with oceanographers, geologists, climatologists and other scientists to address large-scale issues affecting natural ecosystems and their habitats
- d) To provide instruction in natural resource management, ecology, and conservation sciences
- e) To provide a platform for student (graduate and undergraduate) research in natural sciences
- f) To expand and redefine our research, education, and outreach goals from time to time as needed to meet the continuing challenges of protected the nation's ecosystems and organisms
- g) To engage in other activities related to research and education concerning ecological conservation issues

## **Article 3 Directors**

### **Section 1. Number**

The corporation shall have 4 voting directors and collectively they shall be known as the board of directors or "Board".

### **Section 2. Qualifications**

Directors shall be of the age of majority in the state of Alaska. No other qualifications are needed.

### **Section 3. Duties**

The board is responsible for setting policy and governing the organization and holds the power to conduct the nonprofit's business and to delegate that power as needed to an agent of the board, usually the executive director.

#### **Section 4. Term of Office**

(a) New directors are appointed for a three-year term that starts at the member's first board meeting.

(b) Director appointments and re-appointments or term-extensions of members at the end of their term will happen by majority vote at the next board meeting.

#### **Section 5. Compensation**

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

#### **Section 7. Place of Meetings**

Meetings shall be held at the principal office of the corporation or at an alternative location designated by the Board.

#### **Section 8. Regular Meetings**

Regular meetings of directors shall be held quarterly (January, March, June, September). Dates and times for upcoming regular meetings will be determined at the closing of each quarterly meeting. Failure to hold regular meetings at the designated time does not constitute a forfeiture or dissolution of the corporation.

The first meeting of each calendar year will be the "annual meeting" of the members of the Board and will be held in Juneau, Alaska or at a location designated by the Board. The four directors will have one vote each for each available seat on the Board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

#### **Section 9. Voting**

(a) The four directors shall have one vote each. Directors may vote in person, via email, or via video conference of conference call.

(b) If a corporation has no members or its members have no right to vote, the directors shall have sole voting power.

#### **Section 10. Special Meetings**

Special meetings of the board of directors may be called by the chairperson of the

board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

### **Section 11. Notice of Meetings**

Regular meetings of the board of directors may be held with or without notice as prescribed in the bylaws. A notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 3 days before the date of the meeting, either personally or by e-mail, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting, to each member entitled to vote at the meeting.

### **Section 12. Quorum for Meetings**

A quorum shall consist of a majority of the members of the board of directors.

### **Section 13. Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

### **Section 14. Vacancies**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from

office.

### **Section 16. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **Section 17. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

## **Article 4 Officers**

### **Section 1. Designation of Officers**

The officers of a corporation consist of a president/chairman, one or more vice presidents as prescribed by the bylaws, a secretary, and a treasurer. At the annual meeting the board of directors shall elect each of the officers. Two or more offices may be held by the same person, except the offices of president and secretary.

### **Section 2. Qualifications**

Any person may serve as officer of this corporation.

### **Section 3. Election and Term of Office**

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### **Section 6. Duties of President**

The president is responsible for calling board meetings, organizing the agenda, presiding at all board meetings, and ensuring that proper records are maintained and filed as necessary.

#### **Section 7. Duties of Vice President**

The vice-president acts as the chief board officer in the president's absence.

#### **Section 8. Duties of Secretary**

The secretary sends out meeting announcements, takes and maintains minutes of board meetings, handles routine correspondence, ensures that the corporation's official records are maintained and that necessary reports and filings to state and federal authorities are made in a timely manner.

#### **Section 9. Duties of Treasurer**

The treasurer oversees the financial matters of the corporation, ensures that monies are deposited promptly in the appropriate accounts, oversees preparation of the budget and makes financial information available to board members.

#### **Section 10. Compensation**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy.

### **Article 5 IRC 501(c)(3) Tax Exemption Provisions**

#### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of

propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this 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) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

## **Section 3. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **Article 6 Conflict of Interest and Compensation Approval Policies**

### **Section 1. Purpose of Conflict of Interest Policy**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2. Conflict of Interest Avoidance Procedures**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an

interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- b. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Section 2. Compensation Approval Policies**

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

## **Article 7 Amendment of Bylaws**

### **Section 1. Amendment**

These bylaws may be amended subject to approval of a vote of at least two-thirds of the board of directors. When bylaws are amended a revised copy will be prepared that contains the revisions. This copy will be dated and signed by the board president and secretary.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 9 preceding pages, as the bylaws of this corporation.

Dated: \_\_\_\_\_

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