



BYLAWS OF THE MARYHILL MUSEUM OF ART

ARTICLE I

NAME AND LOCATION OF OPERATION

The name of the Corporation shall be MARYHILL MUSEUM OF ART. The Corporation shall operate a museum at 35 Maryhill Museum Drive, Goldendale, Washington.

ARTICLE II

PURPOSE

Maryhill Museum of Art collects, interprets and invites discovery in art, history and a sense of place for people living along the Columbia River

ARTICLE III

MEMBERSHIP

Section 1: Membership. Any individual, household or entity may have a membership in the Corporation upon payment of dues or by being designated as member with honorary standing. Membership is non-transferable.

Section 2: Dues, Benefits, and Levels of Membership. The Board of Trustees establishes levels of membership and the annual dues and benefits for each level established. All members receive free admission to the museum during regular public hours.

Section 3: Rights and Privileges of Membership. All members have the right to nominate and vote for candidates to the Board of Trustees, serve on committees, attend the Annual Meeting of the Corporation, and participate in membership activities. Members are eligible for nomination or appointment to positions in the Corporation.

Section 4: Voting and Qualifications. Each membership of the Corporation (individual, household or entity) shall be entitled to one vote if it is honorary or if annual dues are paid to the Corporation in the year preceding and up through the contemplated action.

ARTICLE IV

ELECTION OF BOARD OF TRUSTEES

Section 1: Nominations. All members of the Corporation shall be notified annually that the Governance Committee is seeking nominations to the Board of Trustees. To be eligible for election, a nominee must be a current member of the Corporation.

Section 2: Nomination by Petition. Any member may submit to the Board of Trustees a petition(s) signed by not less than fifteen (15) other members for the purpose of nominating a candidate for election to the Board of Trustees. This petition must be received at least seventy-five (75) days before the next Annual Meeting at which the vote takes place.

Section 3: Elections. Election to the Board of Trustees shall be filled by a majority of the returned ballots of the membership at the Annual Meeting of the Corporation. The results of the vote shall be read and ratified by those at the Annual Meeting of the Corporation. Vacancies which occur at other times may be filled by appointment by the Board of Trustees, with the person so appointed to be eligible for nomination and election at the next Annual Meeting to any unexpired balance of that term.

Section 4: Notice of Meeting and Voting. The Governance Committee shall prepare and present a slate of nominees. Not less than thirty days (30), but not more than fifty (50) days, before the next annual meeting, the Governance Committee shall cause to be mailed to each member (a) written notice of the time, place, and date of the Annual Meeting, and (b) a ballot containing the slate of candidates so selected. All the ballots must be delivered to the Museum in person, by mail, and if the Corporation so provides, by electronic transmission, prior to the Annual Meeting of the Corporation at which the ballots are to be counted. Elections may be conducted by electronic transmission upon approval of the Board of Trustees and in accordance with Washington law. Members voting by mail or electronic transmission, if applicable, are present for all purposes of quorum, count of votes, and percentages of total voting power present.

ARTICLE V BOARD OF TRUSTEES

Section 1: Governance of the Corporation. The business and affairs of the Corporation shall be conducted and managed by the Board of Trustees (with the assistance of the Executive Committee and the Chief Administrative Officer). The Board of Trustees shall exercise all powers of the Corporation. By majority vote the Board of Trustees may delegate to committees and Officers of the Corporation such powers as it sees fit. The Board of Trustees sets and reviews policies of the Corporation and attends to emerging policy issues subject to the provisions and limitations of the laws of Washington, the Articles of Incorporation, and these Bylaws.

Section 2: Number of Trustees. In accord with the Articles of Incorporation, the Board of Trustees shall consist of not less than nine (9) or more than twenty-five (25) persons and a majority of the Trustees must be residents of the State of Washington.

Section 3: Terms of Office. The term of office for a Trustee will be three (3) years. A maximum of three (3) terms may be served consecutively. Terms of office will be staggered so approximately a third of all terms expire each year. No person who has completed three terms as a Trustee is eligible for election or appointment to another term until at least one year after the end of the last term served. For this purpose: a year is the period from one Annual Meeting of the Corporation to the next, and serving 24 months or any longer portion of a term will be considered a full term.

Section 4: Appointment. Early vacancies (death, resignation, removal, etc.) may be filled by appointment by majority vote of the Board of Trustees. Appointment will be for the balance of the entire term of such vacancy. To be eligible for appointment, the appointee must be a current Member of the Museum.

Section 5: Resignation. Any Trustee may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation shall be effective on receipt, unless it is specified therein to be effective at a later time, and acceptance of the resignation shall not be necessary.

Section 6: Removal. Misconduct as a Trustee may be reason for removal from the Board of Trustees. Misconduct may involve violation of the Museum's Ethics Policy, conflict of interest, breach of

confidentiality, etc. Removal of a Trustee during any elected or appointed term requires a two-thirds vote of the Board of Trustees excluding the individual Trustee being considered.

Section 7: Compensation. No Trustee may receive compensation in money or thing of value for his or her service as a member of the Board of Trustees. Compensation does not include reimbursement of authorized or approved actual, reasonable documented out-of-pocket expenses incurred on behalf of the Corporation or authorized, appropriate recognition of an individual's service as a Trustee.

Section 8: Code of Ethics. All Officers, Trustees, committee members and employees of the Corporation shall adhere to the museum's Code of Ethics as adopted by the Board of Trustees.

Section 9: Waiver of Notice. Whenever any notice is required to be given to any Trustee, a waiver thereof in writing, signed by the Trustee entitled to such notice, whether given before or after the event specified in the waiver, shall be deemed equivalent to the giving of such notice. Furthermore, the attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, unless a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10: Executive Committee. There will be an Executive Committee comprised of the President, the Vice-President, the Secretary, the Treasurer, the Chair of the Collections Committee, the Chair of the Finance Committee, and up to two (2) Members-at-Large from the Board of Trustees appointed by the President. In addition, if continuing to serve as a Trustee the Immediate Past President will serve as a voting member of the Executive Committee for one (1) year immediately following completion of his/her term as President. The Executive Committee shall have the authority to act on behalf of the Corporation and shall report its actions and decisions to the Board of Trustees at its next regular Board of Trustee meeting. The Executive Committee will meet a minimum of four (4) times per year, the times and places of such meetings to be scheduled following the Annual Meeting of the Corporation during months when the Board of Trustees does not meet.

Section 11: Chief Administrative Officer. The Board of Trustees will appoint a Chief Administrative Officer who shall serve as the Executive Director of Maryhill Museum of Art as provided in Article IX.

Section 12: Budget. Each year the Board of Trustees shall approve an annual budget to govern the expenditures for the ensuing year.

ARTICLE VI

MEETINGS OF CORPORATION AND OF MEMBERSHIP

Section 1: Annual Meeting of the Corporation. The Annual Meeting of the Corporation shall be held at the Museum on the third Saturday of May each year. The purpose of the Annual Meeting of the Corporation is to report on the "state" of Maryhill Museum of Art to members and the public. The Board of Trustees may designate a different date within the month of May if the designated date is not generally convenient. Written notice of the Annual Meeting of the Corporation shall be provided in accordance with Article IV, Section 4. Five percent (5%) of the membership of the Corporation shall constitute a quorum at any annual or special meeting of the membership.

Section 2: Special Meeting of the Membership. The Board of Trustees may call a Special Meeting of the Corporation. Any member of the Corporation may submit to the Board of Trustees a petition(s) signed by not less than fifteen (15) other members for the purpose of holding a special meeting of the Corporation. The petition must state the reason for the Special Meeting. Written notice of the Special Meeting of the Corporation shall be mailed to the last known address of each member at least thirty (30) days, but not more than fifty (50) days, before the meeting and shall state the place, date, and hour of the special meeting, and the purpose for which the meeting is called.

Section 3: Quorum. Five percent (5%) of the membership of the Corporation shall constitute a quorum at any annual or special meeting of the membership.

Section 4: Regular Meetings of the Board of Trustees. The Board of Trustees will have a regular meeting during at least four (4) months of each year, with one of the regular Board meetings held in May, in connection with the Annual Meeting of the Corporation. Meetings will be held at dates and times fixed by the Board of Trustees. A majority of regular meetings will be held at Maryhill Museum of Art. Trustee attendance at meetings of the Board of Trustees is expected.

Section 5: Special Meetings of the Board of Trustees. The President must call a special meeting of the Board of Trustees if requested to do so in a writing signed by three (3) or more Trustees which states the purpose of the requested special meeting and notice consistent with Section 6 of this Article.

Section 6: Open Meetings of the Board of Trustees. Regular meetings of the Board of Trustees shall be open to all members in the Corporation and, subject to exception by decision of the Board of Trustees, to the public. Portions of regular meetings for consideration of specified agenda items and topics may be closed to the public and to Members as determined by the Board of Trustees. The Board of Trustees may invite such person(s) as in its judgment will be helpful to the issue at hand.

Section 7: Meeting of the Board of Trustees by Means of Communications Equipment. Meetings may be held in person, by telephone or video conference, or by other means so long as all Trustees participating in the meeting simultaneously hear each other and can participate effectively.

Section 8: Notice of Board of Trustees Meetings. The notice of any meeting of the Board of Trustees shall specify the date, time, and location of the meeting. Notice may be by post or electronic means of communication. Notices sent by post shall be sufficient if mailed not less than five days before the meeting date. Notices sent electronically (fax, email, text, etc.) shall be sufficient if sent not less than three days before the meeting date and directed to the Trustee's contact information on record with the Corporation.

Section 9: Board of Trustees Action Without a Meeting. Any action that is required or permitted to be taken by the Trustees at a meeting may be taken without a meeting if a consent in writing setting forth the action is signed by all the Trustees entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

Section 10: Board of Trustees Meeting Agendas. A written agenda of the topics to come before the Board of Trustees will be prepared at the direction of the President and sent to each Trustee in advance of any meeting. Relevant reports and supporting materials will be available at, and when reasonably possible before, each regular meeting. The agenda will govern the order of the meeting, but the President of the Board of Trustees may vary the order and may add or delete topics.

Section 11: Open Discussion Period at Board of Trustees Meetings. Each meeting, in addition to topics on the agenda, will include an open discussion period. During this time any Member of the Museum, staff member, or Trustee may bring up and comment about any subject matter relevant to the business of the Corporation. The Board of Trustees may determine or limit the time devoted to the open discussion period and shall be responsible for all details of the nature and extent of consideration, investigation, follow up or action merited by any such subject matter.

Section 12: Quorum of the Board of Trustees. A majority of the Trustees shall constitute a quorum, the minimum number of Trustees who must be present for official decisions to be made at any meeting of the Board of Trustees. All matters shall be decided by majority vote of those present except as otherwise provided in these Bylaws.

Section 13: Voting of Trustees. Each member of the Board of Trustees shall have one vote. Voting by letter or proxy is not allowed.

Section 14: Rules of Procedure. The rules of procedure at meetings of the Corporation shall be the rules contained in *Roberts' Rules of Order on Parliamentary Procedure, Newly Revised*, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or with any resolution of the Board of Trustees.

ARTICLE VII
OFFICERS OF THE CORPORATION

Section 1: Officers. Officers of the Corporation shall be elected by the Board of Trustees from among its membership and shall include a President, Vice-President, Secretary and Treasurer.

Section 2: Terms of Office for the Officers, Board of Trustees. The term of each Officer will be one year for no longer than three consecutive terms. An Officer may be re-elected in accordance with the procedure set forth in this Article, Section 3. If an office should become vacant, the position will be filled by majority vote of the Board of Trustees for the remainder of the unexpired term.

Section 3: Election Procedure. By the meeting of the Board of Trustees immediately preceding the Annual Meeting of the Corporation in May, the Governance Committee will contact each Trustee regarding their interest in serving as an officer. Upon completion of this survey, not less than 10 days prior to the Annual Meeting of the Corporation, the Governance Committee will notify all Trustees of the proposed slate of Officers for the ensuing year. At the meeting of the Board of Trustees immediately following the Annual Meeting of the Corporation, the Board of Trustees shall, by ballot (which ballot will contain a line for write-in candidates for each office) elect its Officers for the ensuing year.

Section 4: Resignation. An officer may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time. The Board of Trustees may reject any postdated resignation by notice in writing to the resigning officer.

Section 5: Removal. The Board of Trustees may remove any officer, with or without cause, by the affirmative vote of a majority of the Trustees then in office, at any meeting of the Board of Trustees. Removal shall be without prejudice to the contract rights, if any, of the person removed. Election of an officer shall not of itself create contract rights.

Section 6: Compensation. No Officer may receive compensation in money or thing of value for his or her service as an Officer of the Board of Trustees. Compensation does not include reimbursement of authorized or approved actual, reasonable documented out-of-pocket expenses incurred on behalf of the Corporation or authorized, appropriate recognition of an individual's service as a Trustee.

Section 7: Qualification. An officer must be a member of the Board of Trustees.

Section 8: President. It will be the duty of the President to preside at all meetings of the Board of Trustees, to supervise all activities of the Corporation, to execute all instruments in its behalf, and to call meetings of the Board of Trustees. The President will make an annual report to the Membership of the activities of the Corporation and Board of Trustees during the year, and will perform such other duties as are usual and customary for such Officer to perform or which may be required of him or her by the Board of Trustees.

Section 9: Vice President. It will be the duty of the Vice-President to discharge the duties of the President during his or her absence or disability and to perform such other duties as the Board of Trustees directs.

Section 10: Secretary. The Secretary will assure that records of meetings are kept, assure notification of meetings as required in these Bylaws, conduct correspondence of the Board of Trustees and see that a record is kept thereof, assure that a current list of Members is maintained, and perform other duties as required by the Board of Trustees.

Section 11: Treasurer. The Treasurer will, with the advice of the Finance Committee, have supervision of all the Corporation finances, present a written financial report at the Annual Meeting of the Corporation,

cause regular books of accounts to be kept, and shall perform such other duties as may be required by the Board of Trustees. The Treasurer shall serve as a member of the Finance Committee.

Section 12: Additional Officers. The Board of Trustees may at any time designate one or more additional Vice-Presidents, Assistant Secretaries or Assistant Treasurers whose terms of office shall be the same as other Officers.

ARTICLE VIII COMMITTEES OF THE CORPORATION

Section 1: Standing Committees. The Corporation shall have the following standing committees: Audit, Building and Grounds, Collections, Education, Fundraising and Membership, Finance, Governance, Marketing and Ranchlands. The duties and responsibilities of each committee are outlined as followed:

Audit. The Audit Committee will be separate from the Finance Committee and shall oversee the annual audit process and make recommendations to the Board of Trustees regarding the annual audit.

Building and Grounds. The Building and Grounds Committee shall oversee and provide recommendations to the Board of Trustees regarding the care, maintenance, and improvements of the Corporation's facilities and landscaped areas surrounding the Museum.

Collections. The Collections Committee shall oversee and provide recommendations to the Board of Trustees on activities related to the Museum's collection. The chair of the Collections Committee shall be a Trustee and a member of the Executive Committee.

Education. The Education Committee shall oversee, promote and provide recommendations to the Board of Trustees in support of the museum's educational programs. The chair of the Education Committee shall be a Trustee.

Fundraising and Membership. The Fundraising and Membership Committee shall oversee and provide recommendations to the Board of Trustees on activities relating to membership, annual giving, fundraising, deferred gifts and fundraising activities which promote the financial support of the Museum. The chair of the Fundraising and Membership Committee shall be a Trustee.

Finance. The Finance Committee shall have the power to deal with the Corporation's finances and investment portfolio in a reasonable and prudent business manner, subject to the approval of the Board of Trustees and the approved investment policy. The Treasurer shall be a member of the Finance Committee. The Chair of the Finance Committee shall be a Trustee and a member of the Executive Committee.

Marketing. The Marketing Committee will oversee and provide recommendations to the Board of Trustees regarding the branding, marketing and promotion of the Museum.

Governance. The Governance Committee will annually prepare a slate of nominees for election to the Board of Trustees. It will annually prepare a slate of officers for the Corporation to the Board of Trustees. It will monitor the profile of the Board of Trustees, research potential new Trustees, evaluate the performance of the Board of Trustees, recognize service and if necessary, call for the removal of a Trustee from the Board of Trustees. The Governance Committee shall be comprised of at least three (3) Trustees and no more than two (2) Members-at-Large drawn from the Museum's membership rolls.

Ranchlands. The Ranchlands Committee shall supervise and manage the stewardship of all the ranch lands and provide recommendations to the Board of Trustees.

Section 2: Creation of Additional Committees. The Board of Trustees may designate and appoint any such other committees as may be deemed appropriate.

Section 3: Appointment to Committees. The President of the Board of Trustees appoints chairs and members to committees and will consider any recommendations of the Governance Committee and/or the respective Committee or the Chair in making appointments.

Section 4: Number of Committee Members. Each committee must have at least three (3) members, at least one of which is a Trustee who will act as liaison with the Board of Trustees.

Section 5: Authority. Each committee expressly appointed by the Board of Trustees shall have and may exercise such powers and authority as may be conferred by the Board of Trustees, but no committee shall in any event have the power or authority to (a) amend, alter, or repeal these Bylaws or the Articles of Incorporation, (b) elect, appoint, or remove any Trustee or officer, (c) approve dissolution or merger or any sale, pledge, or transfer of all or substantially all of the Corporation's assets, (d) authorize any distribution of the assets of the Corporation; or (e) amend, alter, or repeal any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any individual Trustee of any responsibility imposed by law. The Board of Trustees shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge the Executive Committee and any other committee.

Section 6: Committee Procedures and Meetings. The President and the Executive Director will be ex-officio members of all committees. The committees will make written reports of each meeting to the Board of Trustees. The Trustee member of the committee, who may or may not be the Chair, will act as liaison to the Board of Trustees. Committees may meet in person or through electronic or video conference. Notification of meetings must be sent to committee members at least ten days in advance. All committee meetings, regular or special, will be open to the public except those meetings in which public discussion might be harmful to the best interests of the Corporation. Committees may invite such person or persons as in its judgment will be helpful to the issue at hand to any closed meeting. Voting on matters of emergent nature may be done by electronic communications, but all committee members must be contacted with a majority participating and the matter must then be ratified at a later meeting. The rules of procedure at meetings shall be the rules contained in *Roberts' Rules of Order on Parliamentary Procedure, Newly Revised*, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or with any resolution of the Board of Trustees.

Section 7: Quorum. Any transaction of a committee shall require a majority vote of the quorum present at the meeting.

ARTICLE IX EXECUTIVE DIRECTOR

The Executive Director appointed pursuant to Article V, Section 11, shall serve as the Chief Administrative Officer of the Museum, with such service to be at the pleasure of the Board of Trustees. The Executive Director shall have the authority to administer the day-to-day operations of the Museum and is the sole, official liaison between Board of Trustees and staff. The Executive Director shall also be an ex-officio, non-voting member of the Board of Trustees, the Executive Committee and other committees of the Corporation.

ARTICLE X MISCELLANEOUS

Section 1: Copyrights, Trademarks, Service Marks, Logo. Any logo, registered copyrights, trademarks and service marks in the name of the Corporation are the assets of the Corporation and can only be used

for Corporation purposes, consistent with these Bylaws and any policies thereto adopted by the Board of Trustees, and state and federal law.

Section 2: Distribution of Assets. In the event that the Corporation is dissolved, its assets and collections remaining after the payment of all debts and liabilities of the Corporation shall be distributed consistent with the Articles of Incorporation and with public purpose to another 501 (C) (3) museum(s) in Washington State. Such distribution shall be in accordance with all applicable provisions of state and federal law.

Section 3: Prohibited Activities. Notwithstanding any other provision of these Bylaws, 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) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are exempt under Section 170(c)(2) of the Internal Revenue code.

Section 4: Prohibition Against Personal Benefit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 the Corporation.

ARTICLE XI AMENDMENT PROCEDURE

The Board of Trustees may amend or repeal these bylaws, or adopt new bylaws, upon the affirmative vote 60% or more of the Trustees then in office at any meeting of the Board of Trustees. Notice of any meeting of the Board of Trustees convened for the purpose of amending, repealing, or adopting bylaws will state that a purpose of the meeting is to consider an amendment to the bylaws and will contain a copy or summary of the proposed amendment(s).

ARTICLE XII INDEMNIFICATION

Each Trustee and Officer, now or hereafter serving the Corporation and his or her heirs and personal representatives will be indemnified by the Corporation against all loss and expense, including but not limited to expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Trustee, or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be personally liable for gross negligence or willful misconduct in the performance of his or her duties as such Trustee or Officer, but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of the Board of Trustees, Executive Committee or otherwise.

Prior Bylaws Repealed, Actions Ratified. All Bylaws adopted prior to May 16, 2015 are hereby repealed, effective upon the adoption of the Bylaws set forth above. ADOPTED at the Annual Meeting of the Corporation of Maryhill Museum of Art on May 16, 2015.

