

# Bylaws of Alaskans for Palmer Hayflats (6/2/05)

**Alaskans for Palmer Hayflats, Inc.** is incorporated under the laws of the state of Alaska for the purposes as defined in the Articles of Incorporation.

## Article I – Members

All interested persons or entities subscribing to the purposes of the corporation may become Members upon payment of annual dues in the amount established from time to time by the Board of Directors. Dues are payable January 1 of each calendar year. The Board of Directors, by affirmative vote of a majority of all members of the Board, may suspend or expel a Member for cause.

Each paid Membership shall be entitled to one vote on each matter submitted to a vote of the Members. Voting members must be 18 years or older.

Honorary memberships are nonvoting, and shall include persons under the age of 18 years, or others as determined from time to time by the Board of Directors.

## Article II – Meeting of Members

**1. Annual Meeting** – The annual meeting of the Members shall be held in April of each year at such time and place as the Board of Directors may select for the purpose of electing a Board of Directors and for the transaction of such other business as may come before the meeting.

**2. Special Meetings** – Special meetings of the Members may be called at any time by the President of the Corporation and shall be called upon written request of any three(3) members of the Board of Directors or not less than 10 Members of the corporation.

**3. Notice** – Notice stating the date, time, place and purpose of any membership meeting shall be sent to the Members not less than 10(10) nor more than fort-five (45) days before the date of such meeting.

**4. Voting** – Members in attendance shall constitute a quorum. When a quorum is present at any meeting, the vote of a majority of the Members shall, except where a larger vote may be required by law, or these by-laws, decide any question brought before the meeting. The vote of each member must be cast in person. There shall be no voting by proxy.

### **Article III – Location**

The principal office of the Corporation shall be in the Mat-Su Borough, state of Alaska. The Corporation may also have offices at such other places within the state of Alaska as the Board may from time to time determine or the business of the Corporation may require.

### **Article IV – Board of Directors**

#### **1. Board of Directors**

The property, business and affairs of the Corporation shall be managed by a Board of Directors. Directors shall be members of the Corporation. A President, Vice-President(s), Secretary and Treasurer shall be elected from among the Board of Directors.

#### **2. Number and Election**

There shall be no less than nine Directors who shall be elected at the Annual Meeting of the Corporation by a vote of the members. Each Director shall serve for a period of two years, or until their successors shall qualify. Terms for Directors shall be staggered.

#### **3. Conflicts of Interest**

From time to time conflicts of interest may arise due to area of residence, personal relationships or other types of relationships. The Director will be required to announce the conflict and abstain from voting on any motion where the conflict would be applicable. Failure to abide by this rule would be grounds for removal of a Director.

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

A Director may resign at any time by giving written notice to the Board, the President, or announcing at a Board meeting. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective. Any Director may be removed from office with or without cause by the affirmative vote of a majority of the Directors present. A Director who ceases to be a member of the Corporation shall thereupon cease to be a Director.

#### **5. Compensation**

All Directors shall serve the Corporation without compensation. Reasonable business-related expenses which have prior approval of the Board may be reimbursed.

#### **6. Quorum of Directors**

Unless otherwise provided in the Articles of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

#### **7. Action of the Board**

Unless otherwise required by law, the Articles of Incorporation, or these bylaws, the vote of a majority of the Directors, if a quorum is present at such time, shall constitute the act of the Board. Each Director present shall have one vote.

#### **8. Notice of Meeting of the Board, Adjournment**

A. Regularly scheduled meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon 15 days' notice to each Director, or called by the Secretary in a like manner on written request of two Directors. At special meetings only the business specified in the notice may be transacted.

B. The annual meeting of the Directors shall be held at the next regularly scheduled meeting of the Board of Directors, following the annual membership meeting.

C. A majority of the Directors present may adjourn any meeting to another time and place. Notice of Adjournment shall be given to all Directors.

D. Directors may participate telephonically at any general or special meeting.

#### **9. Vacancies**

Any vacancy on the Board of Directors caused by death, resignation, disqualification or any other cause, may be filled for the unexpired term by a vote of the remaining Directors (though less than a quorum) and each Director so chosen shall hold office until the expiration of the unexpired term for which he or she was so chosen and until his or her successor shall have been duly elected and shall qualify.

#### **10. Chairperson**

At all meetings of the Board, the President, Vice President, or in their absence, a Chairperson chosen by the Board shall preside.

#### **11. Committees**

The Directors may from time to time designate from the members an executive committee and such other standing or ad/hoc committees as they shall determine to be necessary to appropriate for the conduct of the corporation's activities. Each committee shall serve at the pleasure of the Board.

#### **12. Nominating Committee**

A nominating committee designated by the Board of Directors shall propose for election at the annual meeting of members, candidates for the Board of Directors. Nominations can also be made from the floor. Nominees must be present at the meeting.

### **Article V – Officers of the Board of Directors**

Unless otherwise provided for in the Articles of Incorporation, the Board may elect or appoint a President, one or more Vice Presidents, a Secretary and Treasurer, and such other officers as it may determine, who will have the duties, powers and functions as hereinafter provided. All officers shall be elected by the Board at the Board's annual meeting, to hold office for a period of one year, and until their successor has been elected or appointed and qualified, or until their resignation or removal by the Board, if such event occurs sooner.

#### **1. President**

The President shall preside at meetings of the Corporation and the Board, when present; oversee Board and executive committee meetings; serve as ex-officio member of all committees; call special meetings if

necessary; work with the nominating committee to recruit new Board members; act as a spokesperson for the Corporation. The President may sign corporate checks.

## **2. Vice President(s)**

During the absence or disability of the President, the Vice President shall have the powers and functions of the President; attend Board meetings; serve on the executive committee; carry out special assignments as requested by the Board President; understand the responsibilities of the Board President and be able to perform these duties in the President's absence; participate as a vital part of the Board leadership. The Vice President shall perform such other duties as the Board of Directors shall prescribe from time to time.

## **3. Secretary**

The Secretary shall attend board meetings; serve on the executive committee; record meeting attendance, all votes and minutes of all proceedings in a bound book kept for that purpose; give or cause to be given notice of all meetings of the Corporation and special meetings of the Board; when required, prepare or cause to be prepared and available at each meeting of the Corporation, including Board of Directors' meetings, a list of names of persons eligible to vote thereat; keep all the documents and records of the Corporation as required by law, the Certificate of Incorporation, and these bylaws; assume responsibilities of the President in the absence of the Board President and Vice President;

## **4. Treasurer**

The Treasurer shall have the responsibility for the Corporate treasury; have knowledge of the Corporation and personal commitment to its goals and objectives; keep or cause to be kept, a full and accurate account of receipts and disbursements subject to an annual audit by a certified public accountant approved by the Board in December of each year; shall prepare the annual budget, preparing the budget to the Board for approval; deposit or cause to be deposited, all money and other income in the name of the Corporation in such banks as may be designated by the Board of Directors from time to time; disburse or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors. All such banks holding deposit of said funds shall be federally insured. No bank shall have on deposit Corporate funds in excess of \$100,000 at any time. (The Board shall have the final approval for the hiring of any person working in the bookkeeping department of the Corporation.)

Further, the Treasurer shall render or cause to be rendered to the Board of Directors at its request an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. In any event, such a report shall be delivered to the members of the Board of Directors at regularly scheduled Board meetings, and at the annual meeting; perform such other duties as are given to him/her by these bylaws or as assigned to him/her by the Board of Directors or President. The Treasurer may sign corporate checks.

Corporate checks written for \$500 or more shall require a minimum of two signatures.

All Corporate officers and agents shall, upon request by the Treasurer, provide such reports and statements as he/she may require to fully disclose all financial transactions of the Corporation.

## **Article VI – Corporate Seal**

The seal of the Corporation shall bear the name Alaskans for Palmer Hayflats, Inc., the year of its organization, 2005 and the words “Corporate Seal”. The seal may only be used at the direction of the Board of Directors.

## **Article VII – Execution of Instruments**

All Corporate instruments shall be signed and acknowledged by such officer or officers or other person or persons as the Board of Directors may from time to time designate by resolution.

## **Article VIII – Fiscal Year**

The fiscal year shall begin on the first day of January in each year.

## **Article IX – References to Certificate of Incorporation**

Reference to the Articles of Incorporation in these bylaws shall include all amendments thereto as are made from time to time.

## **Article X – Bylaw changes**

Except as otherwise provided in the Articles of Incorporation, these bylaws may be modified only by a two-thirds vote of the entire Board of Directors.

## **Article XI – Miscellaneous**

A. All references to the masculine gender shall be deemed to include the feminine.

B. The Corporation is prohibited from performing or omitting the performance of any act which would harm the interests of Alaskans for Palmer Hayflats, Inc.

C. The Board of Directors may adopt policies and procedures for the operation of the Corporation which do not conflict with these bylaws, the Articles of Incorporation or the laws of the state of Alaska and the United States of America.

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

\_\_\_\_\_  
President

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

\_\_\_\_\_  
Secretary