

ALPINE CIVIC CLUB BOARD BYLAWS

ARTICLE 1: NAME

The name of this organization shall be Alpine Civic Club Board. The corporation's registered office is located at: Sutton Community Hall; 15462 N. Glenn Highway; P.O. Box 297; Sutton, AK 99674.

ARTICLE 2: PURPOSE

This corporation is organized exclusively to complete the historical registration, stabilize, repair, restore, maintain and administer community use of the Sutton Community Hall located in Sutton, Alaska. This organization will foster community pride and cohesion by supporting and working with individuals and organized groups in the community. To this end, the corporation shall follow guidelines established by Congress in the 1966 National Historic Preservation Act. Within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, all funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE 3: MEMBERSHIP

Section 1: Board of Directors: The Board of Directors consists of seven (7) directors elected by the existing Board of Directors.

Section 2: Honorary Memberships: All living persons granted lifetime membership in the Alpine Civic Club formed in 1959 are honorary members of this organization. The Board of Directors may issue other honorary memberships as they see fit.

Section 3: Equal Rights Statement: Membership in this organization will not be restricted on the basis of age, disability, ethnicity, gender, national origin, race, religion, sexual orientation or political affiliation.

ARTICLE 4: MEETINGS

Section 1: Annual Meeting: An annual meeting of the Board shall take place on the second Saturday of May. At this meeting reports will be presented by officers and standing committees. Annual meetings must be announced at least two (2) weeks prior to the meeting date, according to Article IV, Section 5.

Section 2: Work Meetings: Work meetings may be called by the Chair as needed to accomplish planning and work. Work meetings may be personal, by phone or by email. All meetings must be documented including persons involved, discussions and accomplishments.

Section 3: Special Meetings: Special meetings may be called by four (4) members of the Board of Directors. Special meetings may only address the subject for which the meeting was called. Special meetings must be announced at least two (2) weeks prior to the meeting date, according to Article IV, Section 5.

Section 4: Parliamentary Procedure: Unless otherwise addressed in these bylaws, Robert's Rules of Order will be used as a guide for conducting the Annual Meeting. Meeting agenda will use the following template:

1. Call to Order
2. Additions or corrections to the agenda
3. Officers Reports (Treasurer, Secretary, Reading of Correspondence)
4. Committee Reports (Standing, Special-Working)
5. Old Business
6. New Business
7. Restate all motions and results of all votes

8. Announcements
9. Adjournment

Section 5: Announcement of Meetings: Secretary will post meeting announcements at Sutton Public Library, Sutton Post Office, at least two (2) weeks prior to the Annual or Special meetings.

ARTICLE 5: VOTING

Section 1: Quorum: A quorum at the Annual or Special Meetings shall consist of four (4) or more Board of Directors

Section 2: Voting:

- a. Only Board of Directors may vote. Board of Directors will have equal votes.
- b. All votes shall be by voice.
- c. There shall be no proxy voting
- d. Voting will be by a simple majority unless otherwise stated in the bylaws
- e. Assuming a quorum is present, when a Director chooses to recuse her/himself from voting due to a conflict of interest, the remaining Board of Directors shall constitute a quorum for that motion.
- f. All motions and the results of all votes, including abstentions and name of director making the vote shall be recorded in minutes of Annual and Special meetings.

Section 3: Community Involvement: Reports will be made and input gathered at monthly Sutton Community Council meetings and through the Council's web site and Facebook page..

Article 6: Board of Directors

Section 1: Board role, size and compensation: The Board of Directors is responsible for overall policy and direction of the Board, and may delegate responsibility to committees. The Board shall manage the affairs of the Board; shall direct expenditures and shall act for and as the representatives of the Board. The Board of Directors shall have seven (7) members. The Directors of the Board receive no compensation. The Directors shall not be held personally liable for any debts, liabilities and obligations for the organization. The Board of Directors will take every reasonable effort to include all persons, regardless of race, religion, sex, national origin or income level.

Section 2: Terms: All Directors of the Board shall serve until they resign or are removed.

Section 3: Board elections: Upon the resignation or removal of a Director, a replacement will be nominated and elected by a simple majority vote of the remaining Directors.

Section 4: Resignation, Termination and Absences:

- a. Resignation from the Board of Directors must be received in writing by the Chair or Secretary.
- b. A Director shall be dropped for excess absences from the Board. An absence is considered excused when a Director has informed the Chair or Secretary of the absence prior to the meeting and is recorded as an excused absence in the minutes.
- c. A Director may be removed for other reasons by a three-fourths vote of the remaining Directors.

Article 7: Officers

Section 1: The officers of the Board shall be Chair, Vice Chair and, Secretary/Treasurer

Section 2: Officers shall be elected by members of the Board during the annual meeting. In the event of a midterm officer vacancy, members of the board will elect the office in a special meeting after the vacancy occurs.

Section 3: Officer Duties:

- a. The **Chair** shall convene required meetings, preside or arrange for another member of the Board of Directors to preside at each meeting, set agenda using the template in Article IV, Section 4, present at each annual meeting an annual report of the work of the organization, appoint all committees, assure that all books, reports and certificates required by law are properly kept and

and filed. The Chair may vote. The Chair, or his/her designee, shall be charged with written communication or verbal testimony of any Board vote to the appropriate party. This must include:

1. The date, type of meeting (annual, special, work) when the vote was taken;
 2. How the vote or advisory opinion was arrived at (a meeting, telephone poll, and/or survey);
 3. A clear statement of the question voted on;
 4. The number of Directors present;
 5. The number voting yes;
 6. The number voting no;
 7. The number abstaining;
- b. The **Vice-Chair** shall chair committees on special subjects as designated by the Board and in the event of the absence or inability of the Chair to exercise his/her office the Vice-Chair shall preside. The Vice-Chair will arrange for and coordinate the set-up of meeting space for all meetings.
- c. The **Secretary/Treasurer** shall keep records of Board actions, including overseeing the taking of minutes at all meetings, particularly the motions and voting results. The Secretary shall also present minutes for approval at all Annual and Special meetings. The secretary shall be responsible for posting of meetings according to Article IV, section 5. In the event of his/her absence the Secretary will arrange for another Director to fulfill the secretarial duties.
- d. The Secretary/**Treasurer** shall have the care and custody of all monies belonging to the Board, make financial information available to all members, present a written annual financial report at the Annual Meeting, oversee and cooperate with the annual financial audit, and shall be one of the Directors who must sign the Board checks. The Treasurer shall be responsible for all regular occurring bills and expenditures.
- e. **All Directors of the Board** shall submit to the Board all correspondence addressed to the Board and no Director shall purport to represent the views or interest of the Board or commit the Board to a position not previously voted on and approved by the Board of Directors. Three (3) Directors, including the Treasurer, shall be designated as check signers when Officers are elected. Checks shall require signatures of two (2) Directors including the Treasurer. Checks over \$300 must be voted on and approved by the Board of Directors, with the exception of maintenance emergencies that will result in greater expense if not dealt with immediately. Receipts for all expenditures must be turned in to the treasurer.

Article 8: Committees

Section 1: The Board of Directors may create committees as needed. All committees shall consist of at least 1 Board member and a Chair appointed by the Board President. Special committees shall be appointed for a period of no more than 1 year, or until it is no longer needed. Standing committees shall be appointed indefinitely and will function until terminated by the Board of Directors. A committee shall not obligate the Board on any position and shall not incur any debts to the Board without a vote of the Board of Directors.

Article 9: Distribution of Assets on Dissolution or Final Liquidation

Section 1 - In the event that the Corporation is dissolved or liquidated, the assets of the Corporation shall be distributed in conformity with the provisions of AS 10.20.295. Upon such dissolution, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets by allowing distribution to a Sutton organization or organizations recognized as non-profit by the State of Alaska Division of Corporations.

Article 10: Amendment of Bylaws

Section 1 - These Bylaws may be amended when necessary by a two-thirds majority vote of Boars of Director at an annual meeting. Proposed amendments must be presented in writing to all Directors two (2) weeks before the Annual Meeting. Proposed amendments must be included on the agenda for the annual meeting and announced according to Article IV, Section 5.

Article 11: Ratification

These Bylaws were approved by vote of the Board of Directors on August 31, 2015

Printed Name	Signature	Date
<u>Roberta Mason, Chair</u>	_____	_____
<u>Gale Elstad, Vice Chair</u>	_____	_____
<u>Marla Mason, Secretary/Treasurer</u>	_____	_____
<u>Rebecca Hobbs, Director</u>	_____	_____
<u>Mark Bertels, Director</u>	_____	_____
<u>George Rauscher, Director</u>	_____	_____
<u>Janness Ellett-Burns, Director</u>	_____	_____