

BYLAWS

OF

JUNEAU SKATING CLUB, INC. (A NONPROFIT CORPORATION)

ARTICLE I - IDENTIFICATION

Section 1. *Name.* The name of the corporation is the Juneau Skating Club, Inc. and is herein referred to as “the corporation.”

ARTICLE II - NONPROFIT PURPOSES

Section 1. *Specific Objectives and Purposes.* The specific objectives and purposes of this corporation shall be (from articles of incorporation):

- 1) The Juneau Skating Club is an organization of skating enthusiasts and skating coaches formed for the purpose of promoting and encouraging ice skating activities through various leagues, schools, and clubs in the City and Borough of Juneau, Alaska, and to provide skating programs that encourage skaters of all levels and ages to improve their ice skating skills.
- 2) The Juneau Skating Club shall have the power to do any and all things lawful, necessary, desirable, and convenient, to carry out directly and indirectly, its objects and purposes; provided however, none of the Juneau Skating Club’s assets shall inure to the profit of any of its members; the corporation shall exercise only such power in furtherance of the exempt purposes of organization set forth in Section 501(c) of the Internal Revenue Code of 1954 and relevant regulations and amendments to the Internal Revenue Code.

ARTICLE III - MEMBERS

Section 1. *Determination and Rights of Members.* The corporation shall have one class of members. No member shall hold more than one membership in the corporation or more than one vote.

Section 2. *Qualification of Members.* The membership is actively sought for and is open to any and all persons who are interested in supporting an ice skating program in Juneau. The Board of Directors of the corporation shall from time to time fix the amounts, if any, of time and/or money to be donated yearly for membership in the corporation. The current amount shall be maintained in the corporation’s Board-approved financial policies under “Individual Memberships and Donations.”

Section 3. *Number of Members.* There is no limit on the number of members the corporation may admit.

Section 4. *Non-Liability of Members.* A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 5. *Termination of Members.* For the purpose of maintaining an active membership, annual membership dues must be paid. No written notice need be given prior to a vote to remove a member. All rights of a member in the corporation shall cease on termination of membership.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. *Place of Meetings.* Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by the Board of Directors.

Section 2. *Regular Meetings.* A regular meeting of members shall be held once a year at the end of the skating year which falls in the second quarter of the calendar year; at a time to be determined by the Board of Directors, for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being held by written ballot.

Section 3. *Notice of Meetings.* Notice of meetings shall state the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be announced no less than ten (10) days nor more than fifty (50) days before the date of the meeting, either personally, by mail, or by email, by or at the direction of the President, Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting.

Section 4. *Quorum for Meetings.* A quorum shall consist of *six (6) of the voting members of the corporation. No business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Every act or decision done or made by a majority of voting members present in person, by teleconference or by proxy at a meeting duly held at which a quorum is present is the act of the membership.

Section 5. *Action by Written Ballot or Telephone Poll.* Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to, or contacts by telephone poll, each member entitled to vote on the matter. The ballot/poll shall:

- a) Set forth the proposed action;
- b) Provide an opportunity to specify approval or disapproval of each proposal;
- c) Indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to

pass

the measure submitted; and

d) Shall specify the date by which the ballot/poll must be received/completed by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return ballots to the corporation.

e) Shall be opened or witnessed by two (2) members of the Board.

Approval of action by written ballot/poll shall be valid only when the number of votes cast by ballot/poll within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot/poll.

Section 6. *Conduct of Meetings.* Meetings of members shall be presided over by either the President or Vice President of the corporation, or in the absence of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

ARTICLE V - DIRECTORS

Section 1. *General Powers.* The management of the corporation shall be vested in the Board of Directors that shall have the continuing exclusive authority to make management decisions necessary to the conduct of the business of the corporation. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper, not inconsistent with these Bylaws and the laws of this State.

Section 2. *Number, Tenure and Qualifications.* The corporation shall have no less than three (3) and no more than seven (7) directors, and collectively they shall be known as the Board of Directors.

Each director shall hold office for two (2) years until the next annual meeting of members or until his or her successor is elected and qualifies. (*the articles of inc. says 1 year terms*)

Section 2. *Duties.* It shall be the duty of the directors to:

a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

d) Meet at such times and places as required by these Bylaws;

e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed, emailed or facsimiled to them at such addresses shall be valid notices thereof.

Section 3. Compensation. Directors shall serve without compensation, except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 4. Place of Meetings. Meetings shall be held at the principal office of the corporation, unless otherwise provided by the board, or at such other place or places as may be designated from time to time by the Board of Directors.

Section 5. Regular Meetings. Regular meetings of the Directors shall be held annually immediately following each annual meeting of members.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, or by any two directors. Such meetings shall be held at the principal office of the corporation or, at the place designated by the person or persons calling the special meeting.

Section 8. Quorum for Meetings. A quorum shall consist of a majority of the elected members of the Board of Directors. No business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

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 in person, by proxy or by teleconference, is the act of the Board of Directors.

Section 9. Non-Liability and Indemnification of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation. The directors of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this State.

ARTICLE VI - OFFICERS

Section 1. Designation, Qualification, Election and Term of Office. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Officers shall be elected by and from the ranks of 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 2. 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. 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 3. *Vacancies.* Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors at the next regular meeting of the Board.

Section 4. *Duties of the President.* The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to the office and such other duties as may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the members.

Section 5. *Duties of the Vice President.* In the absence of the President, or in the event of his or her refusal or inability to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 6. *Duties of the Secretary.* The Secretary shall certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date and the book of minutes of all meetings of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the name of those present or represented at the meeting, and the proceedings thereof.

The Secretary shall, in general, perform all duties incident to the office of Secretary and such other duties as may be required by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 7. *Duties of Treasurer.* The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. Receive, or oversee the receipt, for monies due and payable from any source whatsoever.

The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE VII - COMMITTEES

Section 1. *Executive Committee.* The Board of Directors, by a majority vote of its members, designate an Executive Committee consisting of three (3) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee's authority, increase or decrease, but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its meetings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. *Other Committees.* The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board of Directors and shall act in an advisory capacity to the board.

Section 3. *Meetings and Action of Committees.* Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VIII - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. *Execution of Instruments.*

- 1) The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purposes or in any amount.
- 2) The affairs and activities of the Corporation shall always be conducted in such a manner that no part of its earnings shall accrue to the benefit of any one member, officer, or other individual; that no substantial part of its activities shall be the carrying-on of propaganda, or otherwise attempting to influence legislation; and that it shall not participate in, or intervene in (including the publishing or distributing of statements) of any political campaign on behalf

of any candidate for public office.

Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by an Officer of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board may select.

Section 4. Gifts/Charitable Donations. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Section 5. Dissolution. In the event of the dissolution of the Corporation, any and all funds and other property then owned by it shall be distributed to an organization within the confines of the Alexander Archipelago which has established a tax exempt status under Section 501(c)(3) of the Internal Revenue Code for the purpose of promoting ice skating or other winter activities.

ARTICLE IX - AMENDMENT OF BYLAWS

The Bylaws may be amended, from time to time, by a majority vote of the members present and voting at any annual or special meetings of members. These Bylaws may be amended, by approval of a majority of the Board of Directors at any regular or special meeting.

VERIFICATION

Adopted by the Board of Directors on _____, 2011.

ATTEST this _____ day of _____, 2011

By: _____
Secretary