

SANTA SENIOR CENTER CORPORATION, INC.
NORTH POLE, ALASKA
BYLAWS

ARTICLE I
Corporate Purposes

Section 1: Name

The Corporation shall be known as the Santa's Senior Center Corporation, Inc. (hereinafter referred to as "Corporation") and shall be operated for the purpose of the Santa's Seniors Center Corporation, Inc. Restated Articles of Incorporation dated December 16, 2009. It is incorporated under the laws of the State of Alaska as a 501(c)3 (not for profit). The period of its duration will be in perpetuity. (Articles I & II, Articles of Incorporation).

Section 2: Purpose

The purpose of the corporation shall be as follows

- a) To develop and maintain programs which promotes independent living. These programs should create an atmosphere, provides opportunities and encourages older adults to use their skills, and maintain their visibility as contributors to the community.
- b) To create programs which will be inviting and enjoyable. These may include nutrition, recreational activities, entertainment, educational, informational, health & welfare programs, and volunteer opportunities
- c) To serve as a focal point for senior services by providing transportation, outreach, information, assistance, coordinating and scheduling of cooperating agency services and programs. (Article III, Articles of Incorporation)

Section 3: Establishment of Offices

The corporate office shall be located within the Fairbanks North Star Borough, State of Alaska, at such places as the Board of Directors shall from time to time establish by resolution. (**AS 10.02.046**)

Section 4: Membership

Membership shall be open to all persons interested in matters affecting older community members and supports the purposes of this Corporation, and these Bylaws. Membership shall not be limited or restricted in any way because of ethnicity, creed, national origin, sex, religious or political affiliation.

Section 5: Services Provided to Membership

As per the Corporation's IRS 501© (3) status as a senior center, it is limited to providing services to persons over the age of 50.

Section 6: Limitation of Methods

The Corporation shall observe all local, state and federal laws which apply to a 501(c)3 organization as defined by the Internal Revenue Code. Santa's Seniors shall be non-partisan and non-sectarian. They shall take no part in or lend its influence or facilities, either directly or indirectly to the nomination, election, or appointment of any candidate for political office in any political subdivision, municipality, borough, state or national election.

Section 7: Registered Agent

The Registered Agent of the organization shall be designated by the Board of Directors and the information forwarded to the Alaska Department of Commerce, Community and Economic Development. AS10.20.041.

ARTICLE II Membership

Section 1: Membership

Membership shall be open to all persons interested in matters affecting older community members and supports the purposes of this Corporation, and these Bylaws. Membership shall not be limited or restricted in any way because of ethnicity, creed, national origin, sex, religious or political affiliation.

Due to the Corporation's IRS 501© (3) status as a senior center, it is limited to providing services to persons over the age of 50.

Section 2: Classes of Membership

The Corporation shall have Four (4) classes of members.

- a) Regular
Any member aged fifty (50) years or older shall be eligible to vote at Membership meetings, serve as a director, and committee chair.

- b) Associate
Any member aged thirty (30) years or older shall have the right to attend meetings, to speak, and may serve on committees, but not to make motions, vote or hold office.

- c) Honorary
Honorary status is offered to any persons who have reached the age of eighty (80) years. These members will retain the right to vote and hold office. The payment of dues will be optional.

- d) Business/Corporation/Organization.
Any Business, Corporation, or Organization which is interested in matters affecting senior community members, may become a member upon payment of current dues.

Section 3: Membership Year

The membership year shall run from January 1 to December 31

Section 4: Membership Application

The Board will approve the membership dues, renewal terms, and any other terms of membership.

a) Dues

Purpose of the dues is to determine ability to vote and are not intended to provide substantial support to the Corporation.

Section 5: Maintenance of Membership Roll

The Secretary of the Corporation shall maintain a membership roll of the Corporation members in good standing and designate the class of membership to which that person belongs. They shall certify the roll at least once prior to any Membership Meeting at which a vote is required.

AS10.20.071

Section 6: Voting

Voting Members, Honorary, Business/Corporation/Organization member in good standing shall be entitled to one (1) vote on each matter submitted to a membership vote.

a) Business/Corporation/Organization member will select a representative who will be entitled to cast their one (1) vote. In this case the representative need not meet the age requirement.

b) Voting by proxy is not allowed.

Section 7: Good Standing

A member in good standing shall be one whose current dues have been paid thirty days prior to any meeting in which a member vote is required.

Member must not be facing grounds for termination

Section 8: Revocation of Membership

Grounds for Revocation of "good standing" status is:

1. Failure to pay the current annual dues thirty days prior to any meetings at which a member vote is required.
2. Conduct which doesn't promote the interests of the Corporation or which violates any duty imposed on a member by these Bylaws.
3. The Board may suspend or expel a member for cause after an appropriate hearing.

ARTICLE III Meetings of the Members

Section 1: Annual Membership Meeting

The Annual Membership Meeting shall be held in October of each year at the time and place set by the Board of Directors. Failure to hold the Annual Membership Meeting at the designated time shall not work toward a dissolution of the Corporation. **(AS10.20.061)**

Section 2: Purpose of the Annual Membership Meeting

The purpose of the Annual Membership Meeting is to elect the Board of Directors and to address other business that may come before the membership.

Section 3: Quorum

The quorum shall be 10% of the membership eligible to vote at any meeting requiring a member vote.

Section 4: Special Meetings

Special Meetings of the membership may be called by a majority of the Board or at a written request of 5% of the members entitled to vote at the meeting. The resolution of the Board or the petition of the members shall clearly describe the purpose for which the special meeting is called. No business except that described in the resolution or petition shall be conducted at the meeting. (AS10.20.061)

Section 5: Notice of Meetings

Written notice stating the place, day, date and hour of any meeting of the members shall be delivered by mail or contact can be made personally (phone calls), by facsimile, e-mail or other electronic means not less than ten (10) days nor more than (50) days before the date of a meeting, by or at the direction of the President or the Board of Directors. **(AS10.20.066)**

Section 6: Order of Business

The order of business at any meeting of the members shall be as follows:

- Call to Order
- Determination of Quorum
- Reading of the notice of the meeting
- Minutes
- Presentation of reports of officers and committees
- Election of Board of Directors and Nominating Committee
- Unfinished business
- New business
- Member comment
- Adjournment

ARTICLE IV Board of Directors

SECTION 1: Powers of the Board of Directors

The Board of Directors (hereinafter also referred to as (“Board” or “Directors”) shall have full power of administration and authority to manage and conduct the business of the Corporation within the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of Alaska.

The Board is responsible for governing, establishing procedures and formulating policy for the Corporation. They shall control its property, be responsible for its finances and direct its affairs.

Section 2: Number of Board of Directors Members

The Board shall consist of seven (7) directors which were elected at the Annual Membership Meeting or recommended by the President. Election to the Board shall be by seats, which shall be designated 1-7. The terms of the seats will be for two (2) years which will run concurrent with the Corporation year January 1 through December 31.

Section 3: Election of Board of Directors

Election to the Board shall be at large, with seats assigned as 1 to 7. The odd numbered seats will be elected in the odd years and the even number seats will be elected in the even years.

Example: Set 1 – 2019 – 2021, 2021-2023
Set 2 – 2020 – 2022, 2022 – 2024
ETC.

Section 4: Director's Terms

The directors serve a term of two years. No director shall serve more than two (2) consecutive terms; there shall be an interval of one (1) year before re-election. Directors serving less than a two (2) year term shall be allowed to stand for re-election for two consecutive terms.

- a) Each director shall hold their elected seat until the expiration of the term for which elected. A director selected by the Board to fill a vacancy holds that seat until a successor is elected and qualified.

Section 5: Qualifications

- a) Qualifications to serve on the Board

1. Shall be a Corporation member in good standing for at least six (6) months;
2. Shall be a resident of the Fairbanks North Star Borough;
3. Shall not be member serving in a paid Corporation capacity;
4. Shall not be related to an incumbent director or parliamentarian, Husband/Wife, Sister/Brothers or other blood relatives as well as step-relatives, couples, and "significant others" are precluded from serving simultaneous terms on the board.

Section 6: Resignation of Director

A director may resign on written notice to the President of the Board, resignation shall be effective upon its acceptance by the Board.

Section 7: Forfeiture of Office

A director shall be deemed to have forfeited their office and shall be disqualified from holding the same upon missing, without notification to the Executive Committee, three consecutive regular meetings of the Board.

Section 8: Vacancies

A vacancy occurring on the Board shall be filled by the President nominating a proposed director for consideration of the Board. The replacement director will serve until the next Annual Membership Meeting when a replacement director can be elected to complete the remaining term. Board action shall be by affirmative vote of a majority of the remaining directors. In no case may a vacancy continue longer than six (6) months.

Section 9: Fees and Compensation

The Corporation shall not pay any compensation to directors for services rendered to the Corporation. The Board may approve reasonable reimbursement to a director incurred in the performance of their duties. The Corporation will provide Board liability insurance.

Section 10: Committees

The Board may delegate the management of the activities of the Corporation to committees composed and charged at the direction of the Board of Directors.

Section 11: Committees of the Board

The Board may establish such committees as it deems appropriate. The President shall appoint the chair of any committee and the committee chair shall appoint its members. The members of a committee shall serve at the pleasure of the Board and shall be advisory in nature and shall not have the authority of the Board. Committees may conduct their meetings electronically.

a) Committees

1. General

All persons appointed to a committee must be a member in good standing of this Corporation. The Board will establish the duties of a committee. A committee will provide a written report to the Board upon completion of their appointed task.

2. Duties of any such committee shall be set forth by the Board.
3. Any committee shall cease upon completion of its prescribed duties or functions and its written report to the Board unless otherwise provided by the Board of Directors establishing the committee.

b) Nominating Committee

1. The committee shall consist of three (3) members in good standing who are not incumbent members of the Board of Directors. Members of the committee shall be elected at the Annual Membership Meeting to serve until the next Annual Membership Meeting or election of their successors.
2. The committee shall present to the Board of Directors a slate of candidates for nomination to fill vacancies on the Board by the September board meeting and shall also present the slate of candidates at the Annual Membership Meeting.
3. The committee may report one or more candidates for each vacancy.

- c) Adoption of the committee's report places the list of candidates in nomination but does not preclude nominations from the members at the Annual Membership Meeting.

ARTICLE IV A

Ethics and Conflict of Interest Policies

Section 1: Purpose

The purpose of the Conflict of Interest Policy is to protect the 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 might result in a possible excess benefit transaction. 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: Definitions

a) Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b) Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.
2. A compensation arrangement with the Corporation, or with an entity or individual with which the Corporation has a transaction or arrangement.
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
4. A financial interest is not necessarily a conflict of interest. Under ARTICLE 4A, SECTION 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

c) Compensation

Includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3: 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 of committee members shall decide if a conflict of interest exists.

c) Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting but after the presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest,

for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d) Violations of the Conflict of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member had 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.
2. 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 4: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Compensation

- a) 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.

- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing board or any committee whose jurisdiction includes matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the Conflicts of Interest Policy.
- b) Has read and understands the Policy.
- c) Has agreed to comply with the Policy.
- d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes

and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8: Use of Outside Experts

When conducting the periodic reviews as provided for in ARTICLE 4A, SECTION 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IV B Additional Provisions Re: Ethics

Section 1: General Duty

Directors of the Corporation have a special obligation to maintain the integrity and reputation of the Corporation. All directors are charged with the responsibility of supervising the operation of the Corporation and to ensure that the affairs of the Corporation are administered fairly and impartially. It is essential that directors, through adherence to high ethical standards of conduct, avoid actions that might impair the effectiveness of the Corporation or in any way tend to discredit the Corporation. Therefore, directors should be guided by the following principles:

- a) Directors of the Corporation, in carrying out their responsibilities should avoid any action which might result in or create the appearance of (1) using their position as a director for private gain; (2) giving unwarranted preferential treatment to any organization, business, or person; (3) impeding the efficiency or economy of the Corporation; (4) failing to exercise independence or impartiality of action; (5) making a decision as a director outside of official corporate channels; or (6) affecting adversely the confidence of the public or any member in the integrity of the Corporation.
- b) No person of the Board of Directors shall commit any other act or omission which would constitute a violation of the trust

imposed upon persons handling the Corporation's monies, or which would otherwise impair the public confidence in the integrity of the Corporation's financial affairs.

- c) No person of the Board of Directors shall accept any gift, gratuity or other inducement offered by any person for the purpose of influencing his opinion, judgment, action, decision or exercise of official discretion in connection with the investment of Corporation monies. Prohibited gifts and gratuities include, but are not limited to, payment of money, gifts of real or personal property, reduced commission for investments for the person's own account, reduced interest rates, and waivers of penalties and forgiveness of delinquency or default on a loans.
- d) Directors should strictly preserve the confidentiality of the Corporation and its business as necessary to ensure that information is not revealed which would impair or compromise the operation of the Corporation.
- e) Violation of this section shall constitute grounds for immediate removal from the Board of Directors.

Section 2: Standards of Conduct

The individuals of this Corporation will adhere to the highest standards of conduct. This section is intended to protect the Corporation, its officers, directors, and staff thereof. The following listed reasons may be deemed as contrary to the standards of conduct:

- a) Publicly defaming the Corporation, its officers, directors, or staff at any regular Corporation meeting or Corporate functions.
- b) Using the news media in any form as a means to assail the Corporation, its officers, directors, or staff.
- c) Representing, or posing as, an official spokesperson for the Corporation, without specific authorization from the President and/or Board of Directors.
- d) Disclosing confidential information, discussions or parts of discussions from board meetings with people not associated with the affairs and operation of the Corporation.

ARTICLE V

Meetings of Board of Directors

Section 1: Setting Time and Place for Annual Meeting of the Board

The annual meeting for the election of Board officers may be held in the month of January at a time and place designated by the Board.

- a) The newly elected Board may vote to hold their Board Officers election before January 1, this would allow Corporation business to continue uninterrupted.
- b) The express purpose for this meeting is to elect a President, Vice President, Secretary, and Treasurer for the upcoming year beginning on January 1. A "written letter of intent" is required from individuals interested in running for an office.

SECTION 2: Term of Office

The term of Office will be one (1) year or until a successor has been elected.

Section 3: Date, Time, and Place for the Regular Meetings of the Board.

The Board shall establish a date, time and place for the regular monthly meeting and will have the flexibility to change or cancel the meeting.

Section 4: Quorum

A quorum of the Board shall be a majority of the Board Membership. During a vacancy on the Board, a quorum shall be a majority of the seats filled.

Section 5: Director Unable to Attend Meeting

A director who cannot attend a scheduled meeting may choose to attend telephonically or by other electronic means.

Section 6: Calling Special Meetings of the Board

Special Meetings may be called by the President (or any officer acting as President) or any two directors. The President can request an electronic meeting for items which require an immediate decision between regular meetings.

Section 7: Notice of a Special Meeting of the Board

Notice of the date, time, and place of any special meeting of the Board shall be given to all Board members at least forty-eight (48) hours prior by either written, personally (phone calls), facsimile, email or other electronic means to an address believed by the Secretary to be the Director's current contact information. Members may be similarly notified.

Section 8: Notice of Purposes of a Special Meeting

The purpose of a Special Meeting of the Board must be specified in the notice and will be the only business voted upon.

Section 9: Board Actions Telephonically or by Other Electronic Means

The Board may conduct Special Board Meetings via the internet or other electronic means, Minutes must be submitted for approval at the next regular Board Meeting.

Section 10: Members attend at meetings.

Members are encouraged to attend meetings of the Board.

ARTICLE VI Officers

Section 1: Officers

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, and other officers as the Board of Directors may determine. An officer must be a member in good standing of the Board. No person may hold more than one of these offices.

Section 2: Election of Officers

The officers of the Corporation shall be elected annually by and shall serve at the pleasure of the Board. The officers shall hold their respective offices until their resignation, removal, and/or other disqualifications from service and until their respective successors are elected.

Section 3: Resignation or Removal of Board Officer

Any officer may be removed by a majority vote of the Directors whenever, in its judgment, the best interests of the Corporation will be served. Removal shall be without prejudice to the rights, if any, of the officer.

Section 4: Vacancies

A vacancy in any office due to death, resignation or termination shall be filled promptly by the Board of Directors, either at a regular meeting or at a meeting specifically called for that purpose.

Section 5: Duties of the Officers

The duties and powers of the officers shall be as follows and as set by these By-Laws and the Board. The Board, may at their discretion, assign others to perform some of the following duties.

Section 6: Duties of the President

The duties of the President are as follows:

- a) Shall preside at all Board meetings, annual membership and special meetings.
- b) Shall call special meetings of directors or the membership in accordance with these Bylaws.
- c) Shall sign as the Corporation's Chief Officer all contracts and other necessary Corporation documents which have been approved by the Board and are required by law and these Bylaws.
- d) Shall appoint committee chairpersons, parliamentarian and any other position as deemed necessary by the Board to carry out the business of the Corporation. Shall also serve as *ex officio* member on all committees except the Nominating Committee.
- e) Shall cause all books, reports, statements and certificates to be properly kept and filed as required by law or in these Bylaws.
- f) Shall be responsible for hiring and management of staff subject to Board approval.
- g) Shall perform other duties as deemed necessary by the Board of Directors or these Bylaws.

Section 7: Duties of the Vice President

The Vice President shall have the following duties:

In the absence or disability of the President, 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 restrictions upon, the president. Shall perform other duties deemed necessary by the Board or these Bylaws.

Section 8: Duties of the Secretary

The Secretary shall have the following duties:

- a) Shall keep the minutes of all regular Board, Annual and Special Membership meetings.
- b) Shall be the custodian of all the records required by law or these Bylaws.
- c) Shall attend to all correspondence and present to the Board at its meetings all official communications received by the Corporation.
- d) Shall maintain the Corporation membership records which shall show whether each member is in good standing with the Corporation as prescribed by the IRS for 26 U.S.C. 501(C)(3) NONPROFIT CORPORATIONS.
- e) Shall maintain the Standing Rules.
- f) Shall be responsible for all non-financial reports required by the IRS and the State of Alaska.
 1. Shall file the Biennial Corporate Report, which is due in EVEN years, with the State of Alaska Department of Commerce, Community and Economic Development.
- g) Shall perform other duties as deemed necessary by the Board or these Bylaws.

Section 9: Duties of the Treasurer

The Treasurer shall perform the following duties:

- a) Shall be responsible for all the funds and securities of the Corporation. As designated by the Board shall deposit such funds

- and securities in the name of the Corporation in a FDIC insured depository with checking privileges.
- b) Shall make, sign and endorse in the name of the Corporation all checks drafts, notes and other orders for the payment of money, and pay out and dispose of such under the direction of the President or Board.
 - c) Shall insure that at least three (3) members of the Board are signers on the checking account. The Board will determine the number of signatures required for these transactions. The Board may establish a dollar amount at which two signatures will be required.
 - d) Shall keep at the Corporation's principal office accurate books of account of all business and transactions. The Treasurer will, upon application of a director, exhibit books and accounts.
 - e) Shall present a financial report at each regular Board meeting and at other times as required.
 - f) Shall chair the yearly Budget Committee and present the results to the Board and at the Annual Meeting or a Special Meeting.
 - g) Shall be responsible for all financial reports required by the IRS and the State of Alaska.
 - h) Shall be responsible for maintaining the records from any other income sources, such as stocks, bonds, certificates of deposit and gaming.
 - i) Shall perform other duties as deemed necessary by the Board or these Bylaws.

Section 10: Other Agents and Officers

The Board may appoint and charge such other agents and officers as it deems appropriate to carry out the operations of the Corporation.

Section 11: Appointment of Ex Officio Board Members

At their discretion, the Board may appoint non-voting ex-officio members.

ARTICLE VII

Indemnifications, Insurance and Director Liability

Section 1- Definitions

For the purposes of ARTICLE 7:

- a) "Agent" means any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation in which it owns shares of capital or of which it is a creditor;
- b) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative;
- c) "Expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under **ARTICLE 8, SECTIONS 4 or 5(C)** of these Bylaws.

Section 2: Indemnification in Actions by Third Parties

The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that such person is or was an agent of the Corporation. Indemnification shall be against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a

manner such person reasonably believed to be in the best interest of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interest of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3: Indemnifications in Actions by or in the Right of the Corporation

The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by or in the right of the Corporation, to procure a judgment in its favor because that person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense of settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under **SECTION 3**:

- a) For any claim, issue or matter which the agent has been adjudged to be liable for negligence or misconduct in the performance of corporate duties, unless the court hearing the proceeding determines upon application that the agent is fairly and reasonably entitled to indemnity for the expenses which the court shall determine; or
- b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval.

Section 4: Indemnification Against Expenses

To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred.

Section 5: Required Determinations

Except as provided in **ARTICLE 8, SECTION 4** of these By-Laws, any indemnification under **ARTICLE 8** shall be made by the Corporation only if authorized in the specific case, after determining that indemnification is proper because the agent has met the applicable standard of conduct in **ARTICLE 7, SECTIONS 2 and 3**, by:

- a) A majority vote of a quorum of disinterested agents;
- b) Determination by special legal counsel appointed by the disinterested agents; or
- c) The court hearing the action upon application made by the Corporation, the agent, the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

Section 6: Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition upon receipt of an undertaking by or on behalf of the agent to repay such amount, unless it is determined ultimately that the agent is entitled to be indemnified as authorized in **ARTICLE 7**.

Section 7: Other Indemnification

No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, these By-Laws, a resolution of directors, an agreement or otherwise, shall be valid unless consistent with **ARTICLE 7**.

Nothing contained in **ARTICLE 5** shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8: Forms of Indemnification Not Permitted

No indemnification or advance shall be made under **ARTICLE 8 7**, except as provided in **SECTIONS 4 or 5(C)**, in any circumstances where it appears:

- a) That it would be inconsistent with a provision of the Articles of Incorporation, these By-Laws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnifications; or
- b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9: Insurance

The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of **ARTICLE 7**.

ARTICLE VIII Executive Committee

Section 1: Composition

The Executive Committee shall consist of the President, Secretary and Treasurer. Should any of the listed officers are not available for the meeting, the Vice President shall serve instead.

Section 2: Power of the Executive Committee

The Committee shall have the authority to act for the Board between meetings, if in the judgement of the President it is imperative a decision be made immediately. A full report of the actions taken will be reported and approved at the next regular meeting of the Board.

Section 3: Quorum of the Executive Committee

A quorum of the Executive Committee shall consist of all three (3) members of the committee. No affirmative action may be taken by the Committee unless agreed on by two (2) of its members.

ARTICLE IX

Contracts, Loans, Checks, Deposits and Gifts

Section 1: Contracts

The Board may enter into any contract on behalf of the Corporation.

Section 2: Loans

By resolution of the Board a loan agreement may be entered into on behalf of the Corporation.

Section 3: Loans to Directors and Officers

The Corporation shall not make a loan of money or property to any director or officer.

Section 4: Checks, Drafts or Other Orders

All checks, drafts or other orders for payment of money shall be signed by the designated signatures.

Section 5: Deposits

All funds of the Corporation shall be deposited credit of the Corporation in federally insured banks, trust companies or other depositories.

Section 6: Gifts

The Board may accept by resolution on behalf of the Corporation any contribution, gift, or devise within the Corporation's purposes.

Section 7: Ethics Statement

All board members, administrative assistant, primary and secondary gaming member and any corporation member holding a debit or credit card or who is in a position to bring debt to the Corporation, must annually sign our Ethic Statement.

ARTICLE X

Executive Director and Other Staff

Section 1: Employment of Executive Director

The Board of Directors may employ the services of an Executive Director to serve as the Chief Administrative and Executive Officer of the Corporation. The Executive Director shall cause to be prepared notices, agendas, resolutions and minutes of meetings of the Board of Directors. The Executive Director shall be responsible for the safeguarding of all funds received by the Corporation and for their proper disbursement. Such funds shall be kept on deposit in a financial institution or invested by the Board of Directors as it may direct by resolution. The Executive Director shall be responsible for assuring that all expenditures are within approved budget allocation.

Section 2: Other Duties

The Executive Director shall also serve as advisor to the President, the Board of Directors and the Executive Committee. The executive director shall assemble information and data at the request of the Board and cause to be prepared special reports as directed. The Executive Director shall perform other duties as the Board of Directors may from time to time direct.

Section 3: Term of Employment

The Board of Directors is responsible for the hiring and/or firing of the Executive Director on such terms as are established by resolution and/or by contract with the Executive Director.

Section 4: Human Resource Management

The Executive Director shall hire, fire, discipline and otherwise manage the Corporation's employees and take care to maintain the at-will status of the Corporation.

Section 5: Employees

Employees of the Corporation will have those duties and such authority as specified by the Board of Directors.

ARTICLE XI Dissolution

Section 1: Procedure

This Corporation may be dissolved by a majority vote of the Membership present and voting at a meeting held no earlier than thirty (30) days after written notice of the intent to dissolve has been sent to all members via mail, personally (phone call) facsimile or other electronic means, giving the date, time and place of such meeting. **(AS10.20.310)**

Section 2: Disposal of Assets

Upon the dissolution of the Corporation, the Board shall dispose of the remaining assets to a nonprofit 501 (c)(3) organization having the same purpose, after paying or making provisions for the payment of all liabilities of the Corporation. The organization shall be selected by a majority vote of the members present at the meeting to dissolve the Corporation.

Section 3: Charitable Gaming

Upon the dissolution of Santa's Senior Center Corporation, Inc., the disposition of net proceeds from charitable gaming will go to a permittee, other than a multiple-beneficiary permittee.

ARTICLE XII Amendment of By-Laws

The Bylaws of the Corporation may be adopted, amended or repealed, in whole or in part, by the Board of Directors at an organized, annual, regular or special meeting of the Board of Directors. A Certificate of Adoption of these Revised and Restated By-Laws shall be executed and dated by the President and Secretary of the Corporation and filed in the same place and manner as these original By-Laws.

These Bylaws should be reevaluated every three (3) years.

ARTICLE XIII RULES OF PROCEDURE

The rules of procedure shall be the latest edition of Robert's Rules of Order. It shall govern the proceedings of the Corporation, except when such rules are in direct conflict with the provisions of the Corporation's Articles of Incorporation, these Bylaws, resolutions of the Board and State and Federal Law.

ARTICLE XIV Miscellaneous

Section 1: Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each calendar year.

Section 2: Corporate Seal

The Board of Directors shall adopt a form of Corporate Seal; this shall be circular in form and have inscribed thereon the name of the Corporation, and the words, "Alaska" and "Corporate Seal." The State no longer requires a Corporate Seal. The Corporation's Seal is kept at the principal office.

Section 3: Waiver of Notice

Whenever any notice is required to be given to any director of the Corporation under Articles of Incorporation, these By-Laws, or the provisions of **AS 10.20.690, ALASKA NONPROFIT CORPORATION ACT**, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4- Books and Records

The Corporation shall keep, at the principal office, correct and complete books and records of accounts including:

- a) Minutes of the proceedings of its Annual Membership Meeting, meetings of the Board, and committees having and exercising any authority of the Board;
- b) A record giving the names and addresses of the members entitled to vote.

All books and records of the Corporation may be inspected by any member or their agent or attorney or by any government authority for any proper purpose at any reasonable time.

Section 5: Membership List

The Corporation Membership List, when it includes mailing address, e-mail address, phone numbers, birthday and anniversary shall not be shared with any other person or organization. As a 501(c)3 only the names of our members, which are public information, shall be provided. A written request shall be directed to the President to determine its validity. It is a violation of our 501(c)3 status to provide such information to any political group or organization. A member has the option of requesting their names not be listed in the newsletter on their birthday and anniversary months.

SANTA'S SENIOR CORPORATION, INC.
An Alaskan Nonprofit Corporation
CERTIFICATE OF ADOPTION OF
REVISED AND RESTATED BY-LAWS

We, Goldie Southwood, President of Santa's Senior Center Corporation, Inc. and Jennie Palazzo, Secretary of Santa's Senior Center Corporation, Inc., a Corporation duly organized and existing under and by virtue of the law of the State of Alaska, hereby certify that annexed hereto are the Revised and Restated By-Laws of said Corporation, adopted by action of the Board of Directors on the 9 day of December, 2019.


Goldie Southwood

President

12/13/19
Date


Jennie Palazzo

Secretary

12/13/19
Date

