

## **ARTICLE 1**

### **Corporate Purposes**

The Corporation shall be operated for the purposes set forth in Article III of the Santa's Senior Center Corporation, Inc. Restated Articles of Incorporation dated December 16, 2009.

## **ARTICLE 2**

### **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.

The Corporation may also maintain additional offices at such places as the Board of Directors may establish by resolution. These additional offices may include an administrative office, a place for meetings and/or corporate offices for purpose of receipt of service of process pursuant to **AS 10.02.046**.

## **ARTICLE 3A**

### **Membership**

#### *Section 1- Membership*

The Corporation shall have three classes of members.

##### *A. Regular*

Any persons aged fifty (50) years or older who are residents of the Fairbanks North Star Borough and are interested in matters affecting older community members and support in the purposes of this and By-Laws may become a member upon payment of current dues.

##### *B. 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

### *C. Business/Corporation/Organization*

Any Business, Corporation, or Organization that is interested in matters affecting older community members, as stated in the purpose of the Corporation and By-Laws, may become a member upon payment of current dues.

### *Section 2- Membership Year*

The membership year shall run from January 1<sup>st</sup> to December 31<sup>st</sup> of each calendar year. All members are required to complete a new application each membership year.

### *Section 3- Membership Application*

The Board will approve the application forms, renewal terms, membership dues, other terms and any other conditions of membership, and the format of the membership card. The Secretary shall prepare and present membership applications for Board approval.

### *Section 4- 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.

The Secretary shall certify the roll at least once prior to the Annual Membership Meeting or any other Special Membership Meeting.

From time to time, the Secretary may delegate these duties.

### *Section 5- Voting Rights*

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

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

### *Section 6- Good Standing*

A member in good standing shall be one whose current dues have been paid prior to the Annual Membership Meeting or a Special Membership Meeting in which a member vote is required. Member must not be facing grounds for termination.

*Section 7- Voting, Participation in Debate and Attendance*

Regular, Honorary, and Business/Corporation/Organization members of the Corporation have equal rights to participation in the affairs of the Corporation based on membership status as provided for by law or in these By-Laws.

A. Voting by proxy is not allowed.

*Section 8- Membership Termination*

A. Grounds- Revocation of "good standing" status is:

- (1) Failure to pay the current annual dues prior to the Annual Membership Meeting or a Special Membership Meeting in which a member vote is required.
- (2) Conduct which does not promote the interest of the Corporation or which violates any duty imposed on a member by these By-Laws.

B. Procedure-The Board may suspend or expel a member for cause after an appropriate hearing.

*Section 9- Annual Dues*

- A. The Board of Directors may provide for annual dues to be paid by all members.
- B. The amount of the dues shall be fixed in an amount which is not intended to provide substantial support to the Corporation and will take into consideration the ability of the members to pay.
- C. The primary purpose of the dues is to assist in the maintenance of a membership roll to determine eligibility to vote at the Annual or Special Membership Meetings and to serve on committees.

**ARTICLE 3B**  
**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.

*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 whatever other business may come before the membership.

### *Section 3- Special Meetings*

Special Meetings of the membership may be called by a majority of the Board of Directors or at the written request of 5% of the 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.

### *Section 4- 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. When mailed, the notice of a meeting shall be deemed to be delivered when deposited in the U.S. mail addressed to a member at his address as it appears on the records of the Corporation, with postage thereon paid. If said notice is given by email or other electronic means, such notice shall be deemed delivered when email is transmitted. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where the member attends a meeting for the express purpose of objecting to the transaction of business because the meeting for was unlawfully called or convened.

### *Section 5- Place of Meeting*

The Board of Directors may designate any place within the State of Alaska as the place of meeting for any special meeting called by the Board of Directors. If no designation is made or if a Special Meeting is otherwise called, the place of the meeting shall be in the Fairbanks North Star Borough at a place designated by the President.

### *Section 6- Quorum*

At any Annual or Special Meetings of the membership of this Corporation, members represented in person, holding five (5) percent of the votes entitled to be cast on the matter to be voted upon constitutes a quorum. If less than a quorum is present at any meeting, and a quorum is not obtained within thirty minutes after the meeting has been called to order, a majority of the members present in person may, without further notice (1) adjourn the meeting to such time as a majority of those present then resolve or (2) adjourn the meeting indefinitely.

### *Section 7- Action*

If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting and entitled to be cast on the subject matter is the act of the Corporation, unless a greater proportion is required by **AS 10.20** (or other applicable law), the Articles of Incorporation or these By-Laws.

### *Section 8- Order of Business*

The order of business at any Annual Membership Meeting of the members shall so far as possible be essentially as follows, except as otherwise determined by the members at such meeting:

- 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 comments
- Adjournment

### *Section 9- Rules of Order*

The rules of procedure contained in the latest edition of Webster's New World Robert's Rules of Order shall govern at all regular and special meetings of this corporation, except when such rules are in direct conflict with the provisions of the Articles of Incorporation or these By-Laws.

## **ARTICLE 4 Board of Directors**

### *Section 1- Power of Board to Govern*

Subject to any limitations in the Articles of Incorporation or these By-Laws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### *Section 2- Number of Directors' Seats on the Board*

The number of directors of the Corporation shall be seven (7). Election to the Board shall be by seats, which shall be designated 1-7. The following table illustrates

the “terms of the seats” which run concurrent with the Corporation year. January 1<sup>st</sup> through December 31<sup>st</sup>.

\*Example: At the October 2011 Annual Meeting, Seat 1 Director would be elected for a term to begin January 1, 2012 and to expire December 31, 2013.

\*Example: At the October 2010 Annual Meeting, Seat 5, aka Seat I Director was elected for a term to begin January 1, 2011 and to expire December 31, 2012.

Seat	Term
1	January 1, 2012-December 31, 2013
2	January 1, 2012-December 31, 2013
3	January 1, 2012-December 31, 2013
4	January 1, 2012-December 31, 2013
5	January 1, 2011-December 31, 2012
6	January 1, 2011-December 31, 2012
7	January 1, 2011-December 31, 2012

\*Seats 5, 6, and 7 will be filled by the current Directors elected to Seats I, J, and K.

### *Section 3- 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.

### *Section 4- Qualifications*

Elected directors must be residents of the Fairbanks North Star Borough and Corporation members in good standing to serve on the Board. A Corporation member serving in a paid capacity may not serve on the Board. The Executive Director shall not sit on the Board as an *ex officio* director.

### *Section 5- Service of the Director until Successor Elected and Qualified*

Each director holds office until the expiration of the term for which elected. A director selected by the Board to fill a vacancy holds office until a successor is elected and qualified.

### *Section 6- Resignation of Director*

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

### *Section 7- 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. The Executive Committee is provided for in **ARTICLE 8** of these By-Laws.

### *Section 8- Forfeiture of Office*

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

### *Section 9- 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 shall serve until the next Annual Membership Meeting when a replacement director can be elected. 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 10- Fees and Compensation*

The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board. The Corporation may provide insurance benefits to directors and may reimburse directors for the actual expenses incurred while performing duties as a director.

### *Section 11- Committees of the Board*

The Board of Directors, by resolution, may establish such committees as it deems appropriate. The president shall appoint the chairman of any committee. The chairman of the committee shall appoint its members. The members of each committee shall serve at the pleasure of the Board of Directors. Except as is specifically established in **ARTICLE 8 EXECUTIVE COMMITTEE** and as below, all committees of the Board 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. All committees, either elected or appointed, shall present their findings in writing to

the Board as per the provisions of **ARTICLE 4 SECTION 11** of these By-Laws.

- (2) Duties of any such committee shall be set forth by resolution of the Board of Directors establishing the committee.
- (3) Any committee shall cease upon completion of its prescribed duties or functions and its written report to the Board of Directors, unless otherwise provided in the resolution of 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 Director. 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 report to the Board of Directors at least ten (10) days prior to the Annual Membership Meeting a slate of candidates for nomination to fill vacancies of the Board of Directors and shall also report the slate of candidates to 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 4A**

### **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 4B**

### **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 5 Meetings of Board of Directors**

### *Section 1- Setting Time for Annual Meeting of the Board of Directors*

The annual meeting of the Board of Directors may be held in the month of January as scheduled by the directors, at which time election of Board of Director Officers may be held.

- A. The newly elected Board may vote to hold their Board Officers election before January 1<sup>st</sup> so that Corporation business will be able 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<sup>st</sup>. A "written letter of intent" by those individuals interested in running for office is required.

*Section 2- Place of Annual Meeting of the Board of Directors*

Unless otherwise set by the Board, the annual meeting of the Board of Directors shall be at a place conveniently located within the Fairbanks North Star Borough or a location that has been approved by the Board of Directors with a formal Call for Meeting in accordance to these By-Laws.

*Section 3- Setting Date and Time for Regular Meetings of the Board of Directors*

The Board of Directors shall establish a regular monthly meeting schedule except that the Board shall have flexibility to change the schedule, to change the date for a given meeting or to cancel a given meeting. The regular monthly meeting shall be held at the principal office of the Corporation.

*Section 4- Calling Special Meetings of the Board of Directors*

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

*Section 5- Place of Special Meetings of the Board of Directors*

Special Meetings of the Board of Directors shall be held at the corporate offices, unless otherwise directed by action of the Board.

*Section 6- Noticing a Special Meeting of the Board of Directors*

Notice of the date and time of any special meeting of the Board of Directors shall be given at least forty-eight (48) 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 will be similarly notified.

Notice of the place of a special meeting of the Board of Directors is only required if the Board has set the place of a special meeting at a location other than the Corporate offices of the Board.

*Section 7- Notice of Purposes of Regular or Special Meeting*

The business to be transacted or the purpose of a Regular or Special Meeting of the Board of Directors needs to be specified in the notice *or* waiver of notice of such meeting.

If said notice is given by email or other electronic means, such notice shall be deemed delivered when transmitted.

Any director may waive notice of any meeting, either before, during or after any such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business to be transacted at, not the purpose of, any Regular or Special Meeting of the Board of Directors.

*Section 8- Waiver of Director by Attending*

A director in attendance at a meeting has waived any objection to the procedure by which the meeting was called or noticed except as to objections noted at the commencement of the meeting.

*Section 9- Director Unable to Attend Meeting*

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

*Section 10- Quorum and Action of the Board of Directors*

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

*Section 11- Action by Directors*

The act of the majority of the directors present at a meeting at which a quorum is present is the act of the Board of Directors. The following table shows how many directors must be present in order for action to be taken, and what is the minimum number of directors that can take action for the Board.

Number of Directors Present	Minimum Number of Directors Required for Action
0	The Board can't act.
1	The Board can't act.
2	The Board can't act.
3	The Board can't act.
4	The Board can act.
5	3 directors can act.
6	4 directors can act.
7	4 directors can act.

*Section 12- Actions Via the Internet or Other Electronic Means*

The Board may conduct Special Meetings via the internet or other electronic means, as per **SECTIONS 4 THROUGH 7 of ARTICLE 5**. Minutes must be submitted for approval at the next regular Board Meeting.

## **ARTICLE 6**

### **Officers**

#### *Section 1- Officers*

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a 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- Removal and Resignation*

Any officer may be removed by a majority vote of the Board of 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 officers under any contract of employment. Election or appointment of an officer or agent does not itself create contract rights. Upon removal as director, a director forfeits any office held and a separate majority vote of the Board on removal as officer is not required.

#### *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, until the next annual meeting of the Board of Directors. A vacancy may not last more than six (6) months.

#### *Section 5- Duties of Officers*

The duties and powers of the officers of the Corporation shall be as follows and as shall hereafter be set by these By-Laws and by resolutions of the Board of Directors. In addition, the Board can assign temporary duties.

#### *Section 6- Duties of the President*

The duties of the President are as follows:

- A. Shall preside at all Board of Directors Annual Membership and Special Meetings.

- B. Shall call special meetings of directors or the membership in accordance with these By-Laws.
- C. Shall sign as the Corporation's Chief Officer all contracts and other necessary Corporation documents which have been approved by the Board of Directors.
- D. Shall appoint committee chairpersons, parliamentarian and any other position as deemed necessary to carry out the business of the Board. 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 By-Laws.
- F. Shall perform other duties as deemed necessary by the Board of Directors or these By-Laws.

#### *Section 7- Duties of the Vice President*

The Vice President shall have the following duties:

- A. 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. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him respectively by the Board.

#### *Section 8- Duties of Secretary*

The Secretary shall have the following duties:

- A. Shall keep the minutes of all Board of Directors, Annual Membership, Special and Membership Meetings.
- B. Shall be the custodian of all the records required by law or these By-Laws.
- C. Shall keep the seal of the Corporation and shall affix the seal to Corporate papers when required by law or by these By-Laws or action of the Board of Directors.
- D. Shall attend to all correspondence and present to the Board of Directors at its meetings all official communications received by the Corporation.
- E. Shall maintain, in accordance with the Board resolutions and these By-Laws the Corporation membership records which shall show whether each member is in good standing with the Corporation as prescribed by the **Internal Revenue Service for 26 U.S.C. 501(C)(3) NONPROFIT CORPORATIONS.**
- F. Shall perform all duties incident to the office of Secretary of the Corporation, which includes keeping the Standing Rules current.

- G. Shall be responsible for all non-financial reports required by the IRS and the State of Alaska.

#### *Section 9- Duties of the Treasurer*

The Treasurer shall perform the following duties:

- A. Shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and shall deposit such funds and securities in the name of the Corporation in a FDIC Insured depository with checking privileges as designated by the Board of Directors.
- 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 of Directors.
- C. Shall insure that distributions of funds reflect two (2) signatures or the number of signers determined by the Board of Directors under State law.
- D. Shall keep at the principal office of the Corporation accurate books of account of all its business and transactions and shall, at all reasonable hours, exhibit books and accounts to any directors upon application at the office of the Corporation during business hours.
- E. Shall render a report of the condition of the finances of the Corporation at each regular meeting of the Board of Directors and at such other times as shall be required.
- F. Shall further perform all duties incident to the office of Treasurer of the Corporation.
- G. If required by the Board of Directors, the Treasurer shall give such bond as the Board of Directors shall determine appropriate for the faithful performance of the duties of the office.
- H. Shall be responsible for all financial reports required by the IRS and the State of Alaska.

#### *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 of Directors may appoint non-voting *ex officio* members.

## **ARTICLE 7**

### **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 By-Laws.

#### *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 directors 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 8**

### **Executive Committee**

*Section 1- Composition*

The Executive Committee shall consist of three directors; except as otherwise established by resolution, the President, the Secretary and the Treasurer shall serve as the Executive Committee. When any of the aforementioned is unavailable for meetings, the Vice President shall serve in their stead.

*Section 2- Power of Executive Committee*

The Executive Committee shall have authority to act for the Board of Directors between meetings of the Board of Directors except as limited by law and except as to the election of officers and directors. The designation of the Executive Committee and the delegation of authority to do it does not relieve the Board of Directors or any member of the Board from responsibility imposed by law. It shall meet as often as necessary in the judgment of the President, and at any time at the call of, and under the authority of the Board of Directors, and shall make full report of its actions at the next ensuing meeting of the Board of Directors.

### *Section 3- Meetings and Actions of Executive Committee*

Regular and Special Meetings and actions of the Executive Committee of the Board of Directors shall be governed by the provisions of **ARTICLE 6 5** applicable to meetings and actions of the Board; provided, however, that the Board of Directors may adopt rules for the conduct of the business of the Executive Committee consistent with these By-Laws, or in the absence of rules adopted by the Board of Directors, the Executive Committee may adopt such rules.

### *Section 4- Quorum of 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 Executive Committee unless agreed in upon by two (2) members of the Executive Committee.

## **ARTICLE 9 Contracts, Loans, Checks, Deposits and Gifts**

### *Section 1- Contracts*

The Board of Directors may authorize any officer or officers, agent or agents, 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.

### *Section 2- Borrowing by Corporation*

No loan, debt or borrowing agreement shall be contracted or entered into on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### *Section 3- Loans to Directors and Officers*

The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Corporation.

#### *Section 4- Checks, Drafts or Other Orders*

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be established by resolution of the Board of Directors.

#### *Section 5- Deposits*

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such federally insured banks, trust companies or other depositories as the Board of Directors may establish by resolution.

#### *Section 6- Gifts*

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

## **ARTICLE 10 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 11 Dissolution AS 10.20.310**

#### *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 giving the time and place of such meeting.

#### *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- Gaming*

Upon the dissolution of Santa's Senior Center Corporation, Inc., the disposition of net proceeds from charitable gaming conducted under **AS 05.15** will go to a permittee, other than a multiple-beneficiary permittee.

### **ARTICLE 12 Amendment of By-Laws**

The By-Laws 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.

## **ARTICLE 13 Miscellaneous**

### *Section 1- Fiscal Year*

The fiscal year of the Corporation shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> 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."

### *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- Definitions*

As used in these By-Laws the following definitions shall apply: "Law" shall mean the **ALASKA NONPROFIT CORPORATION ACT AS 10.20.005 et seq.**, other relevant state statute, relevant federal statute, and any decisional law construing any of the foregoing, and includes any regulations, policies or procedures adopted or enforced by any state or federal administrative agency applying "law" as defined herein. "*Ex officio member of the Board*" is one who becomes a member of the Board not through the regular election process but by virtue of another position that he or she holds.

### *Section 5- Books and Records*

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Annual Membership Meeting, meetings of the Board of Directors, and committees having and exercising any authority of the Board of Directors, and shall keep at the principal office 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 his agent or attorney or by any government authority for any proper purpose at any reasonable time.