

# UNITED WAY OF MATANUSKA-SUSITNA BOROUGH, INC

## BYLAWS

### ARTICLE I

#### NAME, PURPOSE, and LOCATION

**Section 1. Name.** The name of the corporation shall be the United Way of Matanuska-Susitna Borough, Inc.

**Section 2. Purpose.** The purpose of the organization is to improve lives in Matanuska-Susitna Borough by positive community impact.

**Section 3. Location.** The principle office(s) shall be located in Matanuska-Susitna Borough.

### ARTICLE II

#### MEMBERSHIP

**Section 1. Membership.** Every person, firm, association or corporation within or without Matanuska-Susitna Borough, State of Alaska, shall be entitled to non-voting membership in this corporation and shall become members annually by a monetary contribution to the annual campaign of the corporation. The Board of Directors shall automatically become a voting member of the corporation and remain a voting member of the corporation during his/her terms of office. Each board member shall have one vote.

**Section 2. Annual Meeting.** The annual meeting of the corporation shall be held at the office of the corporation, or such other place in Matanuska-Susitna Borough, State of Alaska, during the first or second month of the calendar year, or such other day as the Board of Directors may determine. Notice of the annual meeting shall be given in writing at least 10 days prior to meeting date.

**Section 3. Quorum.** A majority of the number of positions filled on the Board of Directors shall constitute a quorum for the transaction of business, any action by the majority of those present or as outlined in Article 3 Section 11 shall be the action of the membership.

## ARTICLE III

### DIRECTORS

**Section 1. Authority of Directors.** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to Corporation by law.

**Section 2. Duties.** The duties of the Board of Directors shall be:

- (a) To manage the affairs of this corporation.
- (b) To adopt such policies and procedures for the operation of this organization as may be consistent with the Articles of Incorporation and the By-Laws, and designed to carry out the objectives of this corporation.
- (c) To appoint such committees as it may deem necessary and expedient for the carrying out of the objectives of this corporation.
- (d) To employ such person or persons as it may deem necessary for the successful prosecution of the objectives of this corporation.

**Section 3. Number, Selection, and Tenure.** The Board of Directors shall consist of not less than nine (9), with an equal number, as nearly as possible, to be elected at the December meeting to serve a term of three (3) years beginning January 1<sup>st</sup> after election. No person shall be elected for more than two (2) successive three-year terms (3) years. After an absence of not less than one (1) year, however, a person is again eligible to serve as a Director.

**Section 4. Resignation.** Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

**Section 5. Removal.** A director who has missed three (3) consecutive regular meetings may have his position declared vacant by a majority of Directors present at any regular or special meeting.

**Section 6. Vacancies.** If any member of the Board of Directors were to die, resign, cease to be a member of the United Way of Matanuska-Susitna Borough, or be removed, a majority of the remaining members of the Board of Directors, may elect a successor to hold office for the unexpired portion of the term of the member of the Board of Directors whose place shall become vacant and until a successor shall have been duly chosen and qualified.

**Section 7. Regular Meetings.** The regular meeting of Directors shall be held at the principal office of the corporation or such other place as designated by the Board of Directors.

**Section 8. Special Meetings.** Special meetings of the Board of Directors may be called by the President, or in his or her absence, the President Elect, or by any four (4) members of the Board. By unanimous consent of the Directors, special meetings of the Board may be held without notice at any time and any place. Notice of all special meetings, except those specified in the second sentence of the foregoing section of this Article shall be mailed or emailed to each Director, at least four (4) days prior to the time fixed for the meeting. All notices of a special meeting shall state the purpose thereof.

**Section 9. Quorum.** A quorum shall consist of a majority of the number of positions filled on the Board of Directors attending in person or through electronic means. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

**Section 10. Action without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing or by email to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 11. Meetings by Telephonic, Electronic or Other Communication Facility.** A Director may participate in a meeting of the Board or of a committee of the Board by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear or communicate with each other simultaneously. A Director participating in such a meeting in such manner shall be considered present at the meeting.

**Section 12. Email/Mail Vote.** If state law permits, an email or mail vote by the board is permitted for emergency/urgent issues.

- (a) Questions may be submitted through the mail (email if each member of the board has email) to all members of the board.
- (b) If a quorum is received, a majority of votes received within 5 days from the date submitted decides the question. Record of the vote will be recorded in the board's minutes. The action must be reported at the next board meeting. This has the same effect as taking a vote at the meeting.

**Section 13. Reimbursement.** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval.

**Section 14. Conflict of Interest.** Directors shall not vote on a question in which they have a conflict of interest.

## ARTICLE IV

### OFFICERS

**Section 1. Officers.** The officers of the corporation shall be a president, a president elect, a secretary and a treasurer, and such other officers as the Board of Directors may from time to time determine.

**Section 2. Appointment of Officers.** The officers of the Corporation shall be elected by the Board of Directors at the annual meeting, or in the case of vacancies, as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors.

**Section 3. Terms of Office.** Terms of office shall be one year (calendar year).

**Section 4. Resignation.** Resignations are effective upon receipt by the Secretary of the Board of a written notification.

**Section 5. Removal.** An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 10, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

**Section 6. President.** The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall call special meetings whenever necessary. The President shall be the direct supervisor to the Executive Director. The President shall appoint committees, except nominating, with board approval. The President shall be ex-officio on all committees except nominating. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

**Section 7. President Elect.** The President-Elect shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The President Elect shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors. The President Elect shall serve as President the following year of his/her election to President Elect.

**Section 8. Secretary.** The Secretary shall be a director of the Corporation and shall ensure minutes are kept of all meetings of the Board of Directors and such minutes are archived. The Secretary shall ensure that proper meeting notification is issued to the Board of Directors. The Secretary shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the corporate affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 9. Treasurer.** The Treasurer shall be a director of the Corporation and shall report to the Board of Directors at each regular meeting on the status of the Corporation's finances. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 10. Executive Committee.** The Board of Directors may maintain an Executive Committee, the members of which shall include the President, the Past President, President Elect, Secretary, Treasurer, and such additional members as may be appointed by the President for the current year. Except as otherwise provided herein such Committee shall, during the intervals between the meetings of the Board of Directors, possess and may exercise all of the powers of the Board in management of the affairs of the Corporation. Any action taken by the Executive Committee shall require the affirmative vote of a majority of the Committee members. The Executive Committee shall keep full records and accounts of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board, provided that no right of third persons shall be prejudicially affected thereby. Vacancies in the Executive Committee shall be filled by the Board of Directors and/or President of the Board. This committee will act as the Personnel Board.

## ARTICLE V

### **ADVISORY BOARDS AND COMMITTEES**

**Section 1. Establishment.** The Board of Directors may establish one or more Advisory Boards or Committees.

**Section 2. Size, Duration, and Responsibilities.** The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

**Section 3. Standing Committees.** The Board of Directors **may** establish Standing Committees such as Personnel, Campaign, Strategic Planning, Financial, Nominating, or other such committees as the Board of Directors may from time to time determine.

## ARTICLE VI

### DUTY, STANDARD OF CARE, AND INDEMNIFICATION

**Section 1. Duty and Standard of Care.** Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall:

- (i) act honestly and in good faith with a view to the best interests of the Corporation, and
- (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

No Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or any officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or with which any monies, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets of or belonging to the Corporation or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through the failure of the Director or officer to exercise the powers and to discharge the duties of office honestly and in good faith with a view to the best interests of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

A Director is not liable for any breach of duty to the Corporation if the Director relies in good faith on:

- (i) Financial statements of the Corporation represented to the Director by an officer of the Corporation or in a written report of the auditor of the Corporation fairly to reflect the financial condition of the Corporation, or
- (ii) An opinion or report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by such person.

A Director or officer shall not be held liable for a breach of the duty otherwise imposed by Section 1 if the Director or officer has, in committing the breach, acted honestly and reasonably and ought fairly to be excused from such liability, as determined by the Board, such assessment to be made with a particular view to the voluntary nature of his or her service as a Director of the Corporation, if applicable.

**Section 2. Indemnification.** Every member of the Board of Directors, officers or employees of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## **ARTICLE VII**

### **ADMINISTRATION**

**Section 1. Fiscal Year.** The fiscal year of the corporation shall be July 1 – June 30 but may be changed by resolution of the Board of Directors.

**Section 2. Procedures.** In all matters of procedure not otherwise herein provided for, Roberts Rules of Order, Revised Edition, shall prevail.

**Section 3. Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

**Section 4. Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited in a timely manner in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**Section 5. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

**Section 6. Books and Records.** Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation or at a designated area by the Board of Directors. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

## **ARTICLE VIII**

### **PROHIBITED ACTIVITIES**

**Section 1. Activities to jeopardize tax exempt status.** Nothing herein shall authorize this corporation, directly or indirectly, to engage or include among its purposes any activity other than those for which qualification would be granted as a tax exempt entity under Sections 501(c)(3) and 509(a)(1), (2) or (3) of the Internal Revenue Code of 1954, or any activity which would jeopardize the non-profit corporate status of the entity under the laws of the State of Alaska.

**Section 2. Political Campaigns.** No substantial part of the activities of this corporation shall be for the purpose of carrying on propaganda or otherwise attempting to influence legislation. None of the activities of this corporation shall consist of participating in, or intervening in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

**Section 3. Non-charitable Support.** No part of the net earnings of this corporation shall inure to the benefit of any private shareholder or any individual. The property of this corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Sections 501(c)(3) and 509(a)(1), (2) or (3) of the Internal Revenue Code of 1954.

## **ARTICLE IX**

### **AMENDMENT OF BYLAWS**

These By-Laws may be enlarged, amended, repealed or altered in whole or in part by two-thirds (2/3) vote of the Board of Directors present at a meeting of the Board where such motion has been announced and notice of such meeting, or any meeting of the Board in which all Directors are present in person or as outlined in Article 3 section 11. A quorum, for the transaction of business for the specific purpose of enlarging, amending repealing or altering in whole or in part, the Bylaws of this corporation shall consist of a majority of the number of positions filled on the Board of Directors.

Revised and Adopted the 2<sup>nd</sup> day of February, 2009

Revised and Adopted the 12<sup>th</sup> day of February, 1996

Revised and Adopted, December of 1987