

# **Willow Dog Mushers Association**

## **Bylaws**

**Revised November 23, 2022**

### ARTICLE I: NAME AND ADDRESS

This organization is incorporated under the laws of the State of Alaska and is known as the Willow Dog Mushers Association herein referred to as the Corporation or Association. The mailing address is P.O. Box 166 , Willow, AK, 99688

### ARTICLE II: SEAL

The Corporation shall have a common seal consisting of a circle having on its circumference the word, "WILLOW DOG MUSHERS ASSOCIATION" and across its face, the words, "CORPORATE SEAL, 2006."

### ARTICLE III: PURPOSE

The purpose for which this Corporation was organized is to promote the sport of dog mushing through education, recreation and canine care.

- Provide canine owners with education regarding dog care and husbandry.
- Provide prospective mushers with mentoring opportunities.
- Promote the history of dog mushing in the Willow area.
- Provide a forum for mushing related issues.

### ARTICLE IV: MEMBERSHIP

Regular membership in the Corporation shall be limited to any persons 18 years or older and each member shall have no more than one (1) vote in the management of the Corporation. Those members under 18 years of age are not eligible to vote but are entitled to all the other benefits of membership.

The annual dues of \$25.00 per member or \$40 per household of 2 or more are due at the October meeting and maintain a member in good standing until it expires on September 30<sup>th</sup> of the following year.

A person can be suspended or denied membership in the Corporation if convicted of animal cruelty in Alaska.

## ARTICLE V: DIRECTORS

SECTION 1. The government of the Corporation shall be vested in the Board of Directors, which shall consist of at least five (5) directors but no more than seven (7) directors; four (4) officers of the Corporation plus one (1) to three (3) member(s) at large. The five (5) to seven (7) directors shall be elected from the general membership of the Corporation for a two year term.

SECTION 2. Duties and Powers: It shall be the duty of the directors to manage the affairs of the Corporation, protect the interests and advance the purposes of the Corporation. The Board of Directors shall have the power to transact any and all business and do any and all things that may be done by an Association of like character. The duties of the Board shall begin immediately following its election, when it shall meet for organization.

SECTION 3. Vacancies: Any vacancy on the Board of Directors of this Corporation caused by death, resignation, removal or otherwise, shall be filled by the Board of Directors for the unexpired term of said Director.

SECTION 4. Mode and Manner of Removing Directors: Any duly elected and qualified Director of this Corporation may be removed from said Board for non-attendance at three (3) consecutive meetings without just cause, or by a majority of votes of the qualified membership of the Corporation present at a special or regular meeting, called for that purpose; that the vote on the removal of such Director or Directors shall be by secret ballot, and the results of said election shall be determined by the Board of Directors then present at such meeting, and the

results of such elections shall be announced at that time; that, if it is determined a majority of the votes are for the removal of such Director, his duties at that time cease, and he shall have no further authority to perform any of duties pertaining to the affairs of the Corporation.

## ARTICLE VI: OFFICERS

Section 1. The Officers of this Corporation shall be a President, Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors shall deem necessary and proper to expedite the affairs of the Corporation.

Section 2. The term of the office of the Officers shall be for two years.

Section 3. President: The President shall be elected at the annual meeting in odd numbered years. She or he will preside at all meetings of the Corporation and perform all duties incident to that office. He or she shall, subject to the approval of the Board of Directors, appoint all committees and she or he shall be an ex-officio member of all committees. He or she shall, at the annual meeting of the Corporation and at such other times as she or he may deem proper, recommend to the membership of the Board of Directors, such matters and make such suggestions, as may tend to promote the prosperity and increase the usefulness of the Corporation.

Section 4. Vice-President: The Vice-President shall be elected at the annual meeting in even numbered years. In the absence of the President, the Vice-President shall act in his or her place and stead and shall be vested with all the powers and perform all of the duties of the President.

Section 5. Secretary: The Secretary shall be elected at the annual meeting in odd numbered years. It shall be the duty of the Secretary to keep a record of the proceedings of the Board of Directors and of the membership meetings; to keep the Corporate Seal of the Corporation and to affix such Corporate Seal to all papers requiring the Seal of the Corporation; to act as the Parliamentarian at all Corporation meetings; to discharge such other duties as pertain to his or her office

and as may be prescribed by the Board of Directors; to post notice of general meeting and annual meetings.

Section 6. Treasurer: The Treasurer shall be elected at the annual meeting in even numbered years. It shall be the duty of the Treasurer to maintain proper financial records of the Corporation; to receive and hold the funds of the Corporation and pay them out as prescribed by the Board of Directors; maintain the Corporation Membership database; shall furnish and submit at each annual meeting of the membership a full statement of accounts for the past year and at any other time as may be prescribed by the Board of Directors.

Section 7. Member At Large: Members at large will be assigned seats A, B or C whereas seats A and C will be elected in even numbered years and seat B will be elected in odd numbered years. It shall be the duty of the Member At Large to attend and actively participate in all board meetings, serve as a liaison between the membership and the Board and provide support to the Board of Directors.

## ARTICLE VII: MEETINGS

Section 1. Annual Meeting: The Board of Directors shall provide for an annual meeting of the Corporation, which shall be the last regular meeting in October at which time shall be held the annual election of officers, and the annual report of the Corporation's financial standing shall be made to the Corporation by the Treasurer.

Section 2. General and special meetings of the Board of Directors may be called at any time by the President, and may call upon request of three (3) directors, or by fifteen (15) members of the Corporation, or may be held at any time and place, without notice, by consent of all the Directors or by the presence of all the Directors at such a meeting. Notice of such a meeting shall be made by regular mail, email, or voice mail to the address or number carried on the Corporation record of such Director, not less than seven (7) days prior to such meeting and shall state in brief the purpose thereof, except that personal notice may be given in lieu of mailing. A meeting may be held by unanimous consent without notice.

Section 3. Quorum: A quorum shall be no less than a majority of elected board of directors.

Section 4. The proceedings of the Corporation meetings, including those of the Board of Directors, shall be governed by, and conducted according to the latest edition of "Robert's Rules of Order."

## ARTICLE VIII: ELECTIONS

Section 1. The election of the Officers shall be held at the Corporation's annual meeting in October of each year.

Section 2. Nominating: The Board of Directors shall appoint three (3) active members in good standing to serve as a nominating committee, and it shall prepare a list of candidates to be elected, to be placed on the official ballot. At least thirty (30) days prior to the date set for the election, the President shall ask for nominations from the floor. Any member in good standing nominated for office and properly seconded, who has accepted the nomination, must be put on the official ballot.

Section 3. All nominations for candidates for office shall close at least ten (10) days prior to the date set for election and a list of all nominees with any provided biographical information must be mailed/mailed to each member in good standing at least seven (7) days prior to the date set for the election.

Section 4. Voting: All voting shall be by secret ballot at a general Corporation meeting called for that purpose, in conformity with such rules and regulations as the Board of Directors may adopt, or must be received by mail before the said meeting. No proxy voting shall be allowed. No ballots will be accepted after 15 minutes of starting the general meeting on election night.

Section 5. The Secretary and one member at large will receive ballots to conduct and supervise the election, receive the ballots and determine the validity of each and to count the ballots. The Secretary shall prepare, for the inspectors of the election, a list of all members entitled to vote.

## ARTICLE IX: FUNDS

Section 1. All funds of the Corporation shall be under the direction and control of the Board of Directors.

Section 2. No obligation or expense shall be incurred, and no money shall be appropriated or paid out of the general fund, except for current expenses and for such other purpose as provided in the Articles of Incorporation, and in no event shall money belonging to the Corporation be expended for other than Corporation purposes.

Section 3. No disbursement of funds of the Corporation in excess of one hundred dollars (\$100.00) shall be made unless the same has been on the approved budget authorized expressly be approved by the Board of Directors before payment thereof. All disbursement of funds by check greater than two hundred fifty dollars (\$250.00) requires two authorized Board of Directors signatures.

Section 4. Receipts: The receipts from the membership dues and other sources, when the disposition thereof is not specifically designated, shall constitute the general fund of the Corporation.

Section 5. In the event the Corporation dissolves, all monies shall be dispersed in accordance with State law.

## ARTICLE X: GENERAL BYLAW PROVISIONS

Section 1. There shall be no salaries of the officers and employees of the Corporation.

Section 2. Liability. The Board of Directors shall not make any obligations or incur any liabilities on the Corporation in excess of the net income of the Corporation without prior approval of the membership. No contract or agreement shall be

binding upon the Corporation unless said contract or agreement is authorized by the Board of Directors of the Corporation, evidenced by a resolution by the Board of Directors. Any contract or agreement shall be signed by the President and the Secretary of the Corporation.

Section 3. Conflict of Interest. Whenever an officer or director has a financial or personal interest in any matter coming before the board of directors, the affected person shall fully disclose the nature of the interest.

#### ARTICLE XI: AMENDMENTS

Section 1. By-Laws: The By-Laws may be amended or altered by a two-thirds (2/3) vote of those present at any regular meetings, or special meeting of the Corporation provided notices of the proposed change have been mailed or emailed by the Secretary to each member not less than ten (10) days prior to such Meeting.

Section 2. Approval: All proposed amendments shall first receive the approval of the Board of Directors.