

WILLOW DOG MUSHERS ASSOCIATION
BY-LAWS
June 2006

ARTICLE I
NAME/LOCATION

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 858, 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:

It is the mission of the Willow Dog Mushers Association to protect and preserve the dog mushers' historical way of life today, tomorrow and for future generations.

The Association will achieve its mission by:

- Promoting the sport of dog mushing through education, communication, recreational activities and competition.
- Promoting responsible dog care and husbandry.
- Addressing issues relating to the interests of current and future dog mushers, including but not limited to trail easements, trail safety, government regulations, noise ordinances and zoning.
- Establishing and maintaining relationships with other dog mushing associations in order to have a larger voice on dog mushing issues.
- Promoting good sportsmanship.

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.

The annual dues of \$25.00 per member are due at the April meeting and maintain a member in good standing until it expires the following year on March 31st.

ARTICLE V
DIRECTORS

SECTION 1. The government of the Corporation shall be vested in the Board of Directors, which shall consist of five (5) Directors -- the four (4) officers of the Corporation, plus one (1) member at large. The five (5) directors shall be elected from the general membership of the Corporation for a one-year term.

SECTION 2. Duties and Powers: It shall be the duty of the Directors to manage the affairs of the Corporation, protect its 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. Increase in the number of Directors: The Board of Directors of this Corporation shall have the power to increase the number of Directors from the number of Directors provided in the Articles of Incorporation to any number not exceeding twenty-one (21).

SECTION 4. 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 5. 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 the duties pertaining to the affairs of the Corporation.

SECTION 6. Special Meetings: 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 7. Quorum: Three (3) Directors present at any meeting shall constitute a quorum to transact business at any meeting and shall decide any question which may come before the meeting.

SECTION 8. Chairman: In the absence of the President and the Vice-President at any meeting, the duties of the chairman fall to the Secretary, Treasurer or any Board member in that order.

SECTION 9. The order of business at any regular or special meeting shall be:

- A. Call to Order
- B. Establish a Quorum
- C. Agenda Review & Adoption
- D. Guest Presentations
- E. Officer's Report
- F. Committee Reports
- G. Unfinished Business
- H. New Business
- I. Announcements
- J. Adjournment

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 one year.

SECTION 3. President: The President shall 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 he or she 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 he or she 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: 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. It shall also be the duty of the Vice-President to represent and vote on behalf of the Corporation at the Willow Area Community Organization (WACO) Board Meetings as well as appoint an alternate for the above stated duty in case he/she can not attend.

SECTION 5. Secretary: 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.

SECTION 6. Treasurer: 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 the accounts for the past year and at any other time as may be prescribed by the Board of Directors.

ARTICLE VII
COMMITTEES

SECTION 1. Appointment: The President of this Corporation shall appoint the Chairman of all committees and may appoint the membership of said committees. All of said appointments shall be subject to the approval or disapproval of the Board of Directors and such approval or disapproval shall require a majority of the Directors.

SECTION 2. Authority of Committees: It shall be the function of the Committee to investigate and make recommendations along, or within the scope designated by the President of the Board of Directors, for them to investigate and make recommendations thereon. They shall make written or oral reports to the Board of Directors, as requested by the President.

SECTION 3. Committee Meetings: Meetings of the Committee may be called at any time by the President or the Chairman of such Committee. The President shall request the report of the Committee at any time.

ARTICLE VIII
CORPORATION 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 March 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. Notice: Each member of the Corporation shall be given written (email and/or sign postings) notice of every special meeting and of the annual meeting of the Corporation at least seven (7) days in advance of the meeting.

SECTION 3. Quorum: Fifteen percent (15%) of the membership whose dues are current, and who is in good standing as heretofore provided for, shall constitute a quorum for the transaction of business at any regular or special meeting of the general Corporation.

SECTION 4. Limitation of Debate: Debate may be limited by the presiding officer as he may deem wise under the circumstances.

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 by the Board of Directors and each bill in excess of one hundred dollars (\$100.00) must expressly be approved by the Board of Directors before payment thereof. All disbursement of funds by check greater than one hundred dollars (\$250.00) requires two authorized Board of Director 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 donated to a charitable organization designated by the Board of Directors.

SECTION 6. In the event this Corporation dissolves, the disposition of net proceeds from charitable gaming conducted under AS 05.15 will go to a charitable organization as defined at AS 05.15.690(5) or another qualified organization that is authorized to conduct an activity under AS 05.15.

ARTICLE X ELECTIONS

SECTION 1. The election of the Officers shall be held at the Corporation's annual meeting in March 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/emailed 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.

ARTICLE XI
GENERAL BY LAW PROVISIONS

SECTION 1. Salaries: The salaries of the officers and employees of the Corporation, if any, shall be fixed by the voting membership 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. Inspection of Election: The President shall appoint from members in good standing, who are not candidates, a committee of three (3) inspectors of election, whose duties shall be 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 election, a list of all members entitled to vote.

SECTION 4. Parliamentary Rules: 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 XII
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.