

# **BY-LAWS**

## **ARTICLE I - NAME**

The name of the corporation is CARIBOU HILLS CABIN HOPPERS.

## **ARTICLE II - PURPOSE**

The objectives and purposes for which this corporation is formed are as follows:

### **SECTION 1**

To encourage and promote good sportsmanship, safe and responsible use of snowmobiles, and promote the protection of the environment.

### **SECTION 2**

To sponsor the enactment of fair laws and regulations concerning the ownership and use of snowmobiles and other activities of those using the Caribou Hills at all levels of government.

### **SECTION 3**

To cooperate with public land use regulatory agencies, but always reserving the right to oppose regulations we consider unfair and not serving the best interests of our members.

### **SECTION 4**

To support local search and rescue efforts, by making equipment available and encouraging members to volunteer.

### **SECTION 5**

To obtain dedicated access and easements, develop, maintain, improve, and groom trails to the Caribou Hills from the highway system. These trails are for public use for winter recreational activities.

### **SECTION 6**

To provide recreational activities for its members and the public.

### **SECTION 7**

To purchase and maintain equipment necessary to groom trails.

### **SECTION 8**

Upon dissolution, reference Caribou Hills Cabin Hoppers Articles of Incorporation, Article III - Profit, Section 2.

## **ARTICLE III - PROFIT and PURCHASE**

### **SECTION 1**

All income from Fun-Runs, pull-tabs, memberships, donations, or raffles will be used for trail grooming, equipment maintenance, purchases and improvements of facilities, activities, scholarships, all operating expenses and approved donations.

### **SECTION 2**

No one will purchase, dispense, auction or raffle alcohol. Special events permit filed and approved through the AMCO and CHCH BOD for Wine or Beer could be accepted.

## **ARTICLE III - PROFIT and PURCHASE cont.**

### **SECTION 3**

The Board of Directors must approve any single purchase of one or more items totaling \$250 or more. The Board and volunteers will refrain from repeated expenditures under \$250 in order to avoid a Board vote. The Treasurer will report to the Board any perceived infraction. The President or Board may ask the Treasurer for any statements necessary, if any CHCH expenditures are suspect.

### **SECTION 4**

The Board of Directors must approve any sale of the organization's assets.

### **SECTION 5**

Any and all of the organization's financial accounts will require two (2) authorized signatures. Reference to Nonprofit Community Handbook Chapter 5 Section 2 Page 27.

### **SECTION 6**

Officers or Board members shall not enter any CHCH related contractual agreements with an individual, company or independent contractor without prior approval by the Board of Directors.

### **SECTION 7**

Designated Grooming Finance accounts are controlled & approved by the Board of Directors.

### **SECTION 8**

The Board of Directors will draft a corporate resolution for purchase of real property valued \$2000 or above. Grooming equipment for operation, repair or maintenance may be exempt.

## **ARTICLE IV - EQUIPMENT and GROOMING**

### **SECTION 1**

Use of the equipment shall be for the benefit of the corporation, not for personal gain of the public or organizations members. Any use of equipment for donation, other than trail grooming or maintenance, shall be approved by a vote of the Board of Directors.

### **SECTION 2**

The Board of Directors will appoint a Grooming Coordinator that will be directed by the Board of Directors and control all use of grooming equipment.

### **SECTION 3**

Upon request to assist in a search and rescue operation, the use of equipment shall be limited to grooming operators who are trained to do so. Board of Directors or Grooming Coordinator must authorize.

### **SECTION 4**

Subcontracting equipment to other entities within the area must be approved by the Board of Directors.

## **ARTICLE V - MEMBERSHIPS**

### **SECTION 1**

Membership dues are set annually by the Board of Directors to take effect the following membership year. Beginning September 1, all new and renewed memberships will continue through December 31 the following year.

### **SECTION 2**

Lifetime honorary or lifetime complimentary memberships will not be permitted.

## **ARTICLE VI- BOARD OF DIRECTORS JOB DESCRIPTION**

### **SECTION 1**

#### **General Responsibilities**

1. Overall governance of the organization by establishing and monitoring policies and programs and supporting development and effectiveness of the Board of Directors.
2. Establish strategic purpose and direction for the organization by participating in regular planning and monitoring performance towards the plan's result.
3. Fundraising, planning, and participation to secure necessary resources to support operations, programs, and services.
4. Represent the organization and its programs and services to stakeholders, including community funders.
5. Ensure the financial health of the organization through conformance to up to date fiscal policies and procedures.
6. Ensure effective performance of the organization's programs through ongoing planning and evaluation.
7. Ensure conformance to Federal, State, and local agency policies and procedures.

### **SECTION 2**

#### **Specific Duties**

1. Be an active member of the Board.
2. Build a good working relationship that contributes to success.
3. Regularly attend Board and other important related meetings.
4. Make a serious commitment to participate actively in Board and committee work. This will include responding to electronic votes (text or email), within the specified time, for the Board or its volunteers' efficient operation.
5. Volunteer for and willingly accept assignments and complete them thoroughly and on time.
6. Stay informed about Board policies and committee matters and prepare well for upcoming meetings.
7. Upon being elected or appointed to the Board of Directors, members will be provided a copy of the organization's Bylaws, Articles of Incorporation, and Corporate Resolutions. They will be expected to have read the documents by the next scheduled meeting. The seated President or Vice President will confirm that the new Board member has read the documents.
8. Elected officer & board of directors must review and agree to duties as described in CHCH Duties & Descriptions. (separate document)

### **SECTION 3**

#### **Board Attendance Policies**

This policy is intended to ensure the full participation and contribution of all Board members. A Board attendance problem occurs if any of the following conditions exist regarding a Board member's attendance at Board meetings.

1. A member has 2 un-notified absences in a row. This means the members did not call ahead to indicate that they are unable to attend.
2. A member has 3 notified absences in a row.
3. A member misses 1/3 of the total number of Board meetings in a 12-month period.

#### **Response to a Board attendance problem**

1. If the Board notices a Board attendance problem with a member, the Board President will contact the member within 1 month to discuss the problem.
2. The President will share the member's response with the entire Board within 1 week.
3. In the next Board meeting the Board will decide what actions to take regarding the Board member's future on the Board.
4. Penalty for the behavior can be removal from the Board upon a resolution passed by 2/3 of the voting board members. Reference AS 10.20.126 "Removal of Officers".

## ARTICLE VI- BOARD OF DIRECTORS JOB DESCRIPTION cont.

### SECTION 3 cont.

5. The Board will promptly initiate the process of recruiting a new member.

### SECTION 4

#### Board Ethics Policy

This policy is intended to guide toward the high ethical behavior of each Board member in their roles and responsibilities to the organization.

A Board member will:

1. Know their roles and responsibilities as a member of the Board.
2. Do their best to be fully informed of the organization's operations that can have a significant effect on Board members and other stakeholders of the organization.
3. Always strive to contribute their best judgment in carrying out their role.
4. Avoid conflict of interest in appearance or in application.
5. Assign organization members tasks only after coordinating those tasks with the Board as a body.
6. Maintain confidentiality about all Board information that is deemed by members to be confidential, including that which is discussed during closed sessions with the Board.
7. Follow the ground rules for Board meetings.
8. Respect and honor the values and perspectives of fellow Board members with whom they interact.
9. Always represent the organization in a positive manner.
10. Board members will adhere to the decisions made by the Board. Avoid public disagreement with decisions, recognizing that all Board members must speak with one voice.

#### Response to Unethical Behavior

Determination of unethical behavior by a board member, as defined by the Board Ethics Policy, will be decided by a simple majority (51%) vote of the Board. Any Board member can notify of that type of behavior. Penalty for the behavior can be removal from the Board upon a resolution passed by 2/3 of the voting board members. Reference AS 10.20.126 "Removal of Officers"

### SECTION 5

#### Disclosure of Potential, or Actual, Conflict-of-Interest Situations

##### Definition of "Conflict of Interest"

One of the fiduciary responsibilities of a Board member is the duty of loyalty to the nonprofit organization that they serve. That duty requires that Board members disclose potential or actual conflict-of-interest situations. These are situations where a Board member might appear to be or is taking advantage of their role as a Board member for his/her own personal gain. These situations can compromise a Board member's best judgment for the nonprofit when carrying out their roles and responsibilities as a Board member.

Members of the Board of Directors will perform their roles and responsibilities and arrange their personal and professional affairs in such a manner that 1) public confidence and trust in the organization is always maintained; and 2) Board members' honesty, integrity, fairness and good faith are always apparent to themselves and others.

## **ARTICLE VI- BOARD OF DIRECTORS JOB DESCRIPTION cont.**

### **SECTION 6**

#### **Disclosure of Potential or Actual Conflict of Interest**

All Board members are responsible for disclosing potential or actual conflicts of interest. Disclosure shall include: the type of potential conflict, the nature of the activity or situation, description of major parties involved, potential financial interests and rewards for the Board member, any possible violations of laws and regulations and of our nonprofit's plans and policies, and any other information which the Board member feels necessary for our Board to evaluate the disclosure.

All potential conflicts must be disclosed to the Board of Directors. The BOD will then review the conflict and determine if a conflict exists and how it shall be handled.

#### **Commitments of Each Board Member**

1. Annually sign conflict-of-interest policy.
2. Report any apparent or real conflict of interest.
3. Excuse myself from any Board deliberations and decisions that might directly or indirectly benefit my family, my personal business or me.

### **SECTION 7**

#### **Sexual Harassment**

The board will endeavor to maintain an environment that nourishes respect for the dignity of each individual. This policy is adopted in furtherance of that tradition. Consequently, it is against the policies of CHCH for a Board member to sexually harass another person. Unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature constitute sexual harassment when:

1. Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or environment.
2. Such conduct serves to demean either the person or the character of the individual. Any Board member who believes that he or she is being unlawfully harassed should immediately contact the Board President. In the event a Board President is the one accused of harassment, the Board member shall contact the Vice President of the Board.

All complaints of harassment will be promptly, thoroughly, and confidentially investigated and, where necessary, appropriate corrective action will be taken. Any person found to have unlawfully harassed another Board Member will be subject to appropriate disciplinary action, up to and including termination.

## **ARTICLE VII - ELECTIONS**

### **SECTION 1**

The president will appoint a Nominating Committee from current members at the General Meeting in January. Members of the nominating committee cannot be spouse to any member of the current Board of Directors. The Nominating Committee will present the list of candidates to the General Membership no later than the March meeting. Write-in votes will not be allowed, nominees must be current active members at least 18 years of age. All candidates will provide any documentation required by the Nominating Committee (i.e. Letter of "Intent to Run", proof of current membership, etc.) by the deadline set forth by the Nominating Committee.

## **ARTICLE VII – ELECTIONS cont.**

### **SECTION 2**

The elections will take place at the General Meeting in April. No other official business will be conducted during this meeting.

### **SECTION 3**

1. The elected officers (President, Vice-President, Secretary and Treasurer) shall be for alternating 2-year terms, President and Secretary terms alternating Vice President and Treasurer terms.
2. Board of Directors will be elected in the following manner: Two (2) Board of Directors for a three (3) year term, two (2) Board of Directors for a two (2) year term, and one Board of Director which will be filled by the past president for a one (1) year term; considered a non-voting, advisory position only.
3. The President is a non-voting position, unless a tie vote has occurred, in which case the current President will cast the deciding vote.
4. At the discretion of the board, two (2) additional Board of Directors positions may be activated, one serving a two (2) year term and the other to be a three (3) year term.
5. Gaming position's to be voted on and approved by the Board of Directors. This position will be part of the Board of Directors but will not be a voting member of the BOD.
6. Elected officers and Board of Directors must review and agree to duties as described in CHCH Duties & Descriptions (separate document).

### **Section 4**

Business memberships receive two (2) votes, Family memberships receive two (2) votes and Individual memberships receive one (1) vote.

### **SECTION 5**

All voting members must be in good standing prior to elections. All United States Postal Service mailed applications and full payment must be postmarked by March 1st of the election year. All online or e-mail memberships and payments must be received by the membership chairperson on or before March 20th of the election year. All in person membership applications and payments will be accepted at the election's location until 6:30pm of the election day.

### **SECTION 6**

Electronic voting to be permitted, this method shall be approved by the Board of Directors.

### **SECTION 7**

Votes will be counted by two (2) members of the nominating committee and verified by the current Treasurer and Secretary. Results of the election will be announced at the end of the meeting. The official count and tally will be available at the next scheduled membership meeting.

### **SECTION 8**

At the March meeting, the nominations committee will announce nominees, or applicants, that have properly applied for open Board seats. If the number of nominees/applicants for those seats, is equal to or less than the number of open seats, the current Board of Directors can vote to fill the vacant seats with those applicants/nominees. In that case, the current Board of Directors may vote to not hold elections in April, and use the annual April election meeting for business, as a Board of Directors and/or general membership meeting. This action will be documented, and the membership informed of the April meeting change in a timely manner.

### **SECTION 9**

In the case an Officer or Board of Director is unable to complete their term, the President will appoint a member willing to assume the office for the remainder of the applicable term. The appointment must be approved by the Board of Directors. If seats remain open/unfilled, the BOD may fill those seats at any time.

## **ARTICLE VII – ELECTIONS cont.**

### **SECTION 10**

There are to be no term limits for any of the Board of Directors positions.

## **ARTICLE VIII – GAMING**

### **SECTION 1**

The gaming member in charge is to report quarterly to the Board of Directors

### **SECTION 2**

The gaming member in charge and the Board of Directors will determine what gaming person(s) may have compensated positions. The gaming member in charge will work with the Board of Directors to establish alternate gaming members as required by the State of Alaska Gaming Regulations.

### **SECTION 3**

Any compensated gaming member will have a Board of Directors seat. If this position is not occupied by a Board member in an Executive or Director (voting) seat, this may be a non-voting Board seat and may not be part of the formal election process.

## **ARTICLE IX - MEETINGS**

### **SECTION 1**

June through October meeting dates for both the Board of Directors and General membership will be established at the first meeting of the Board of Directors following the Elections or at the April meeting if no election was necessary. The remainder of meetings will be set in October. Emergency meetings of the Board of Directors will be called as needed. The Board may vote to reschedule or change meeting dates as needed. Membership will be notified of any changes.

### **SECTION 2**

A quorum shall be four (4) voting members of the Board of Directors, with at least two (2) being officers. All Board of Directors shall be notified when a vote is needed.

## **ARTICLE IX X – BY-LAWS**

### **SECTION 1**

By-laws to be reviewed at least every five (5) years. President to seek volunteers and appoint a By-laws committee and chairperson. The By-laws committee will also review the Corporate Resolutions and decide if updates or changes are required. The By-laws should be adopted, and available to present to the membership at the annual CHCH Kick-off party and posted on the CHCH website.

### **SECTION 2**

By-laws committee to submit their final draft to the BOD to be submitted to the membership for review & approval. Once the revisions have been provided to the membership, members will be given 20 days to submit any changes to the By-laws committee for final review & consideration. After the comment period, the committee will review all comments and submit the final draft to the Board of Directors for approval.

## REFERENCES

Caribou Hills Cabin Hoppers Articles of Incorporation

Caribou Hills Cabin Hoppers Corporate Resolutions

Caribou Hills Cabin Hoppers Duties and Descriptions

State of Alaska Non-Profit Handbook

State of Alaska Statutes: Removal of Officers, AS 10.20.16 and AS10.20.126

State of Alaska Gaming regulations

IRS 509(a)2 Public Charity guidelines