



BYLAWS OF THE COPPER RIVER WATERSHED PROJECT

Article 1. Name and Purposes

1.1 **Name.** The name of the corporation is THE COPPER RIVER WATERSHED PROJECT (herein referred to as "corporation").

1.2 **Purposes.** The purposes for which this corporation is formed are to:

- (a) Provide a forum for members with varied perspectives to discuss, collaborate, coordinate, and reach consensus on land and natural resource management issues within the Copper River Watershed.
- (b) Encourage, sponsor, and/or foster scientific research and traditional environmental knowledge to maintain a sustainable Watershed resource base for future generations.
- (c) Encourage, sponsor, and/or foster responsible and sustainable businesses and resource-harvesting practices that enhance social, economic, and natural capital within the Copper River Watershed.
- (d) Encourage, sponsor, and/or foster programs to restore and enhance Watershed resources where needed.
- (e) Educate the membership and public about the social, economic, and environmental value of managing land and natural resources on a sustainable and watershed-wide basis.

1.3 **Tax Exempt Status.** It is the intent of the corporation to be and remain a charitable corporation and to qualify under relevant provisions of the Internal Revenue Code so that contributions made are deductible by the contributors under Section 170, in accordance with Title 10, Chapter 20 of the Alaska Statutes. The corporation qualifies for exemption under Section 501(c)3 of the Internal Revenue Code. Prohibitions contained in Section 1.4 of this Article prohibit breach of Section 501(c)3 and allow contributions to be deductible to the contributor.

1.4 Prohibitions:

- (a) **Expenditures to influence legislation.** The corporation shall not be authorized to make expenditures for carrying on propaganda or otherwise attempting to influence legislation except in amounts equal to or less than the ceiling amounts for lobbying or grass-roots expenditures permitted under Section 501(h) of the Internal Revenue Code as such expenditures are defined in Section 4911 of the Internal Revenue Code. Any lobbying of the state legislature shall be conducted under the full disclosure provisions of Alaska's law as set forth in Title 24, Chapter 45 of the Alaska Statutes.
- (b) **Expenditures and activities relating to political campaigns.** The corporation is prohibited from participating in, intervening in and publishing or distributing statements relating to any political campaign on behalf of, or in opposition to, any candidate for public office.

Commented [KM1]: Tenley's notes: last lawyer recommended clarifying the line between lobbying and education.

Commented [KM2R1]: when we educate it's free speech, not lobbying. Request language for how to include this.



(c) **Prohibited transactions:** The corporation shall not be in violation of Section 502 of the Internal Revenue Code.

(d) **Educational Activities.** The corporation shall be authorized to conduct educational activities as permitted under the Internal Revenue Code.

Article 2. Place of Business and Definition of Copper River Watershed

2.1 **Principal Office.** The principal office of the corporation shall be located at 511 First Street, Cordova, Alaska 99574 .

~~2.2~~ The location of the principal office may be changed by a resolution of the Board of Directors, and the corporation may have such other offices, either within or without the State of Alaska, as the Board of Directors may designate or as the business of the corporation may require determine from time to time.

~~2.2~~ **Registered Office.** The registered office shall be located at 511 First Street, Cordova, Alaska 99574. The registered office and registered agent may be changed by a resolution of the Board of Directors.

2.3 **Definitions.** For the purposes of this corporation,

- (a) The "Copper River Watershed" shall be defined as "that land encompassed by or influenced by any and all drainages and tributaries of the Copper River in southcentral Alaska from the head waters to and including the Copper River Delta."
- (b) The "Copper River Delta" shall be defined as "that land from the south side of the Chugach Mountains, contiguous wetland, and barrier islands encompassed by and influenced by any and all drainages, sloughs, and tributaries of the Copper River, Bering River, Martin River, Eyak River, Sheridan River, Sherman River, Glacier River, and any other waterways that drain or empty into the Gulf of Alaska and Orca Inlet from and including Okalee Spit near Cape St. Elias on the east, to and including Boswell Bay on Hinchinbrook Island and the eastern side of Hawkins Island on the west, to a line drawn immediately north of Observation Island on the north."
- (c) The "Copper Basin" shall be defined as "that land within the headwaters of the Copper River Watershed to the north side of the Chugach Mountains."

Article 3. Period and Fiscal Year

3.1 **Term.** The period of the corporation's duration is perpetual.

3.2 **Fiscal Year.** The fiscal year of the corporation shall end on December 31 of each year.

Article 4. Members

Commented [KM3]: Foraker example: has registered office that can be changed by BOD resolution and filed with State of AK. Has Second section for principal office and a statement about offices in other locations are possible...what is the legal difference between principal and registered? Add statement about how it can be changed with resolution (avoid bylaw update).

Commented [KM4R3]: principal office is where we conduct business. Registered office is the paper home. Can ask if need address if it's in articles of incorporation-if yes, add language about changing via resolution and file with State.



- 4.1 **Classes and Voting.** There shall be two classes of members of this corporation, voting members and non-voting members. Each qualified voting member, as defined in §4.2, shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation.
- 4.2 **Qualifications of Voting Members.** A person shall become a voting member of the corporation by:
- (a) Paying an annual nonrefundable membership fee set by the Board of Directors, or by providing services in-kind equivalent to the annual membership fee, and
 - (b) Maintaining voting registration within the Copper River watershed, and
 - (c) Maintaining a primary place of residence within the Copper River watershed, or
 - (d) Residing and/or working the majority of the year within the Copper River watershed, and no more than ninety (90) days outside the watershed Watershed.
- 4.3 **Rights and Privileges of Voting Members.** A voting member shall be entitled to:
- (a) Vote at regular and special membership meetings.
 - (b) Serve on the Board of Directors, if elected appointed by the Board.
 - (c) Serve on a board Board committee, if appointed by the board Board.
- 4.4 **Qualifications of Non Voting Members.** A person shall become a non-voting member of the corporation by paying an annual nonrefundable membership fee set by the Board of Directors.
- 4.5 **Rights and Privileges of Non-Voting Members.** A non-voting member shall be entitled to:
- (a) Attend regular and special membership meetings.
 - (b) Serve on a board Board committee, if appointed by the board Board.
- 4.6 **Termination of Membership.** Membership may be terminated with or without-cause by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the board Board, orally or in writing, not less than five days before the effective date of the termination.
- 4.7 **Annual Meeting.** The annual meeting of members shall be held in April during the first four months of each year on a date, and at an hour and place, fixed by the Board of Directors. The, for the purposes for which the annual of electing Directors and for the transaction of any other authorized business of the members. If the Board of Directors does not designate a location, then the place of the meeting is to shall be held, in addition to those prescribed by law, by the Articles of Incorporation or by these Bylaws, may be specified by the board of directors, the registered office of the corporation.
- 4.8 **Special Meetings.** Special meetings of the members shall be held anywhere in the United States upon the call by the President, the Board of Directors, or by the call of the holders of not less than twenty percent (20%) of all of the voting members of the corporation by a request signed, dated, and delivered to the corporation's Secretary, or

Commented [KM5]: set a membership fee here? minimum \$10 has been practice. in 4.4 too. Define membership year? or not?

Commented [KM6R5]: Committee confirmed to not include in bylaws. Will have a policy that states membership amount.

Commented [KM7]: Foraker example names a quarter of the year instead of a specific month.

Commented [KM8R7]: shall be held "by April 30"?

Commented [KM9]: Tenley's notes: lawyer said definition of annual meeting too limited.

Commented [KM10R9]: standard language for annual meeting definition?



to any other officer in the case of death, absence, or incapacity or refusal of the Secretary. The place, date, hour, and purpose of every special meeting of the members shall be stated in the resolution or petition therefor and the notice thereof.

4.9 **Notice of Meeting.** Notice of the place, date, and hour of all meetings of the members, and in the case of special meetings of the members the purpose or purposes for which the meeting is called, shall be given in writing by the Secretary or the Secretary's designee to each member at his, her, or her residence or usual place of business their address as it appears in the records of the corporation.

(a) Annual meetings shall be noticed at least ten (10) days but not more than fifty (50) days prior to the date of the meeting.

(b) Regular or special meetings shall be noticed at least ten (10) days but not more than fifty (50) days prior to the date of the meeting.

~~4.10 **Voting and Ballots.** Every voting member shall be entitled to one and only one vote. Members may vote either in person, electronically, or by written ballot. There shall be no voting by proxy. Ballots shall be filed with the Secretary or the Secretary's designee. Any action by members shall be determined by a plurality of the votes cast, except where a larger vote is required by law, by the Articles of Incorporation or by these Bylaws.~~

~~4.10~~ **Quorum.** At any meeting, thirty-three percent (33%) of the voting members shall constitute a quorum for all purposes, except where any greater number is required by law, by the Articles of Incorporation or by these Bylaws. Written, electronic, or mailed-in ballots In person presence at a meeting or submission by a member of a vote by mail or electronic transmission shall count as a member's presence for the purposes of establishing a quorum to verify the results of the election referred to in the write-in ballots.

~~4.11 **Voting and Ballots.** Every voting member shall be entitled to one and only one vote. Members may vote either in person, by mail or by electronic transmission. There shall be no voting by proxy. Any action by members shall be determined by a plurality of the votes cast, except where a larger vote is required by law, by the Articles of Incorporation or by these Bylaws.~~

4.12 **Action by Written Consent.** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Any such consent shall be inserted in the minute book as if it were the minutes of the meeting of the members.

~~4.13 **Action by Telephonic Meeting.** Any action required~~ **Remote Communication.** Regular or permitted to be taken at a meeting special meetings of the members may be taken without held at a designated place, by remote communication, or at a physical meeting if designated place and by remote communication, by means of

Commented [KM11]: Tenley's notes: recommended to limit how often a small group can call a special meeting. see 5.1(f)

Commented [KM12R11]: not more than quarterly? 2 x a year with # months between?

Commented [KM13]: Tenley's notes: lawyer recommended voting by proxy.

Commented [KM14R13]: ask the attorney for plus sides for doing proxy voting-lean towards NOT adding it.



~~which all persons attending are able to speak, participating in the meeting can hear and interact. Telephonic or web-based technologies may be used for members' meetings providing that these criteria are met.~~

~~4.14 Reimbursement of Expenses. Upon prior approval from the Executive Director, actual expenses incurred for each other at the benefit of the corporation by a member may be reimbursed by the corporation upon approval of the Executive Director. No expense may be reimbursed unless it has prior approval. Records of reimbursed expenses same time. Participation by such means shall be kept on file at least seven years. constitute presence in person at a meeting.~~

Commented [KM15]: not included in template-for financial policies instead?

Commented [KM16R15]: delete

Article 5. Directors

5.1 **Powers and Duties.** The properties, business, and activities of the corporation shall be managed under the direction of the Board of Directors who may exercise all the powers of the corporation except as otherwise provided by law, by the Articles of Incorporation or these Bylaws. These activities include, but are not limited to, the power and duty to:

~~These activities include, but are not limited to, the power and duty to:~~

- (a) Control the business affairs of the corporation, establish policies by resolution under which the corporation shall operate, and make rules and regulations for the guidance of its officers and management;
- (b) Elect and remove at will all officers of the corporation;
- (c) Appoint and remove at will the Executive Director and fix their compensation;
- (d) Keep a complete record of all of its acts and the proceedings of its meetings;
- (e) Provide that a full report and statement showing the financial condition and operating results of the corporation is presented at each regular annual meeting of the membership;
- (f) Call special meetings of the members when the ~~board~~Board deems it necessary, and at any time upon the written request of twenty percent (20%) of the voting members;
- (g) Satisfy itself that proper records are kept of all corporation transactions, including a proper accounting system, and cause an annual audit to be made of its books by a Certified Public Accountant selected by the ~~Board of Directors of~~ Audit Finance Committee, not continuously employed by the corporation;
- (h) Select one or more banks to act as depository of the funds of the corporation, designate and authorize the persons who may write checks and disburse the funds of the corporation and change such banks and persons at will;
- (i) ~~Fund-raise~~ Fundraise for any corporation purpose; and
- (j) Purchase, lease or otherwise acquire, and sell, lease, or otherwise dispose of real and personal property or interests therein, as may be necessary or appropriate for the proper conduct of the affairs of the corporation.

Commented [KM17]: same as section 4.8: Tenley's notes: recommended to limit how often a small group can call a special meeting.

Commented [KM18R17]: re-state the limit? no more than quarterly? standard limit? is 10%--second opinion on stick with 20% or lower?

Commented [KM19]: bylaw committee: make finance committee?

5.2 **Number.** The number of the Directors may vary between a minimum of four (4) and a maximum of twelve (12). ~~The board~~ A minimum of four (4) Directors shall be elected by the qualified voters of the membership as provided in this section. Provided that at



least four (4) Directors are elected by the members under Section 5.4 (including vacancies filled under Section 5.6), not more than one-third of the number of Directors may be appointed by the Board of Directors. The Board will make all efforts to include, as nearly as practicable, an equal number of Directors from the Copper Basin and the Copper River Delta. The Board may, by policy, establish guidelines and procedures for the selection of Directors. The number of Directors may be increased or decreased by resolution of the Board of Directors, provided, however, in no event shall there be fewer than four (4) Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.

5.3 **Qualifications.** ~~Each director~~At least 80% of the Directors shall be a ~~voting member~~members of the corporation.

Commented [KM20]: open up seats to someone outside of watershed region. Currently a voting member is required to be a resident.

5.4 **Elected Directors.** Elected Directors are those ~~directors~~Directors who are elected by the membership, ~~or who are selected by the Board of Directors to fill the vacancy of a director who has resigned or been removed. A minimum of four (4) directors shall be elected by the qualified voters of the membership as provided in this section.~~

Commented [KM21R20]: legal ask: main discussion at the retreat--need overview of what it means to change and what we need to consider before we start making changes. at least 1 board member that is a non-voting member

(a) **Nominations.** Nominations for elected ~~or appointed~~Directors may be made ~~by members or Directors~~ in writing ~~by submitting same~~ to the ~~Governance Committee Chair~~Secretary. The deadline for nominations ~~for elected positions~~ will be established by the ~~committee~~Board but ~~shall be~~ not fewer than 7 days prior to the ~~board~~meeting ~~of the Board of Directors~~ under subsection (b) of this paragraph.

(b) **Approval of Candidates.** The final slate of candidates for elected positions of the ~~board~~Board of ~~directors~~Directors shall be approved by the Board of Directors. The meeting of the Board of Directors to set the slate of elected candidates shall take place not later than thirty (30) days before the ~~Annual Meeting~~annual meeting.

(c) **Election of Directors.** The Board of Directors shall arrange for ballots to be cast by mail ~~or electronic transmission~~ or in person at the annual meeting. The Board of Directors shall take appropriate steps to reasonably assure the integrity of the election process. The results of the election shall become final and be announced at the ~~Annual Meeting~~annual meeting or as soon thereafter as practicable.

Commented [KM22]: can't have votes due and results tallied at the same annual meeting event.

5.5. **Appointed Directors:** Appointed Directors are ~~directors~~Directors who are initially appointed ~~to the Board. Provided that at least four (4) directors are elected under Section 5.4 (including vacancies filled under Section 5.6), not more than one-third of the maximum number of Directors may be appointed~~ by the Board of Directors at the annual ~~meeting~~ or at any ~~regular or~~ special meeting of the ~~board~~Board called for that purpose. The ~~board~~Board may choose not to fill all available ~~Appointed~~appointed Director positions.

Commented [KM23]: add "regular board meeting" as an option.



5.6 **Vacancies.** Vacancies on the ~~board of directors~~Board of Directors, due to the resignation or removal of a Director, will be filled by a majority vote of the ~~directors~~Directors ~~then on the board of directors.~~ A Director elected to fill a vacancy shall be elected for the unexpired term of his, her, or their predecessor in office. Elected Directors appointed under this section shall count towards the minimum number of Elected Directors under Section 5.42.

5.7 **Term; Tenure.**

(a) **Elected Directors.** The term of office for elected Directors shall be three (3) years. However, ~~Elected~~elected Directors shall hold office until their successor shall have been elected and qualified, unless the Director resigns or is removed. At each election under section 5.4, one-third of the elected Directors, as nearly as may be, shall be elected on a rotating basis.

(b) **Appointed Directors.** Directors appointed by the Board shall serve one- to three-year terms, as established by the Board as time of appointment. An appointed ~~director's~~Director's seat filled by reason of an increase in the number of ~~directors~~Directors shall be filled only until the next election of ~~directors~~Directors. No vacancy may continue longer than six months or until the next annual meeting of the members, whichever occurs first. In so far as possible, the terms of appointed Directors shall be staggered so that approximately one-third of the terms of all Directors shall expire at the end of each year.

5.8. **Term Limits.**

(a) **All Directors.** Any Director, whether appointed, ~~or~~ or elected ~~or both,~~ may hold office for up to two consecutive terms, ~~if re-elected by the members.~~ After serving two consecutive terms, any Director shall wait at least one full year before being elected, ~~or~~ appointed, to serve on the ~~board~~Board.

(b) **Vacancies.** A ~~director~~Director elected or appointed to fill a vacancy shall fill the unexpired term. Terms of eighteen months or less do not count toward one of the two consecutive terms to which ~~directors~~Directors are limited.

5.9. **Resignation.**

(a) Any Director may resign by written notice delivered to the Board of Directors, its President or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a future date.

(b) Any ~~director~~Director who is absent from three consecutive ~~Regular Meetings~~regular meetings will be presumed to have resigned and Directors at a ~~Regular Meeting~~regular meeting may accept that resignation.

5.10 **Removal.** Any ~~director~~Director can be removed from office with or without cause by a two-thirds ~~majority~~ vote of the full Board.

Commented [KM24]: remove limit to number of terms?



5.11 **Regular Meetings.** Regular meetings of the Board of Directors occur on a regular basis throughout the year. Regular Meetings may be held with at least 10-days notice at such time, date and place as the Board of Directors may determine. ~~A regular board~~Notice shall be given to each Director in person or by mail or electronic transmission sent to the Director's address. A regular meeting of the Board of Directors may be held without notice at the same place as the annual meeting of the members, immediately prior or after such meeting of members.

5.12 **Special Meetings.** Special ~~board~~Board meetings may be called, orally or in writing, by or at the request of the President or three or more Directors other than the chair of the ~~board~~Board. Notice of such meetings, designating the date, time, and place, shall be delivered to each Director by the Secretary or the Secretary's designee (or by the officer or one of the Directors calling the meeting). Notice shall be given to each ~~director~~Director in person, ~~by telephone, facsimile or e-mail~~by electronic transmission, sent to the Director's ~~business or home~~ address not less than two (2) days prior to the special meeting, or by written notice mailed to the ~~director's business or home~~Director's address at least 14 days in advance of the meeting.

~~5.13 Quorum and Action. A majority of the Directors constituting the board~~5.13 Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting, in person or by remote communication, shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need to be specified in the notice.

~~5.14 Quorum and Action. A majority of the Directors constituting the Board~~ (not just those Directors present at the meeting) shall constitute a quorum for the transaction of business at any ~~board~~Board meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the ~~board~~Board. ~~Once a quorum is established, the Board may continue to conduct business despite the withdrawal of a Director or Directors.~~

~~5.13~~5.15 **Action by Consent.** Any action required by law to be taken at a meeting of the ~~board~~Board, or any action which may be taken at a meeting of the ~~board~~Board, may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the record of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting of the Board of Directors.

~~5.14 Action by Telephonic Meeting. Any action required or permitted to be taken at a meeting of the directors may be taken without a physical meeting if all persons attending are able to speak, hear and interact. Telephonic or web-based technologies may be used for directors' meetings providing that these criteria are met.~~

Commented [KM25]: should header also reflect "web based technologies"?

Commented [KM26R25]: email option stated specifically?



5.16 Remote Communication. Regular or special meetings of the Board of Directors may be held at a designated place, by remote communication, or at a designated place and by remote communication, by means of which all persons participating in the meeting can hear each other at the same time. The designated place may be inside or outside the state.

5.17 Compensation. Any Director or members of their immediate family shall not be eligible for any paid positions in the corporation. However, Directors may be reimbursed for out-of-pocket expenses incurred in carrying out corporation business as the ~~board~~Board may fix from time to time. Expenses shall be documented to the standards imposed by the IRS.

Article 6. Officers

- 6.1 Principal Officers.** The principal officers of the corporation shall be a President, a vice-president, a Secretary, and a treasurer. Any two or more offices may be held by the same person, except by the President or Secretary.
- 6.2 Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.
- 6.3 Election.** The principal officers of the corporation shall be elected annually by the Board of Directors at the ~~board~~Board meeting held immediately after the annual meeting of the members, or within seven (7) days thereafter. Other officers may be chosen by the Board of Directors at such meeting or at any other meeting.
- 6.4 Tenure.** Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, the ~~principle~~principal officers and any other officers or committee Chairs shall hold office until the next annual meeting of members and in any event until their respective successors are chosen and qualified. Any officer may resign by delivering a written resignation to the corporation at its principal office or to the Chair of the ~~board~~Board, or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.
- 6.5 Removal.** The Board of Directors may remove any officer, with or without cause, by a vote of a majority of the Directors present at any meeting at which there is a quorum.
- 6.6 Vacancy.** A vacancy in any office shall be filled for the unexpired portion of the term in such a manner as may be determined by the Board of Directors.
- 6.7 President.** The President shall be the chief officer of the corporation and shall act as the Chair of the ~~board~~Board. The President votes in the event of a tie. The President's overall responsibility is to provide leadership to the corporation, integrating its ~~board~~Board, staff and resources so to effectively and efficiently achieve the corporate



goals. The Chair shall be the principal liaison between the ~~board~~Board and executive Director in carrying out the mission of the corporation and ensuring the operations are in accord with the policies and directives as established by the ~~board~~Board. The President shall preside, when present, at all meetings of the members and of the Board of Directors. The President shall have any other power and duties as may be prescribed by the Board of Directors.

6.8 **Vice President.** The vice-president shall have such powers and shall perform such duties as the Board of Directors may from time to time designate, and shall preside in the absence of the President. In addition, the vice President shall perform, or cause to be performed, the scheduling of all meetings of the Board of Directors, ~~board~~Board committee meetings, and membership meetings.

6.9 **Secretary.** The Secretary shall have overall responsibility for all record keeping of the corporation. The Secretary shall perform, or cause to be performed, the following duties:

- (a) Official recording of the minutes of all meetings of the Board of Directors and members;
- (b) Provision for notice of all meetings of the Board of Directors and members;
- (c) Authentication of the records of the corporation;
- (d) Maintain current and accurate membership lists; and
- (e) Other duties as may be prescribed by the Board of Directors.

6.10 **Treasurer.** The treasurer shall, subject to the direction of the Board of Directors, have overall responsibility for all financial record keeping of the corporation. The treasurer shall perform, or cause to be performed, the following duties:

- (a) Keep full and accurate accounts of all financial records of the corporation;
- (b) Deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors;
- (c) Disbursement of all funds when proper to do so;
- (d) Make financial reports as to the financial condition of the corporation to the Board of Directors; and
- (e) Other duties as may be prescribed by the Board of Directors.

6.11 **Executive Director.** The designation of an Executive Director and the delegation of authority to him or her do not relieve the Board of Directors or any member of the ~~board~~Board from responsibility imposed on it by law.

Article 7. Board Committees

7.1 **Executive ~~and Other Board Committees.~~Committee.** The Board of Directors may elect an Executive Committee consisting of three or more Directors. The ~~board~~Board will make all efforts to include, as nearly as possible, ~~an equal number of Directors~~at least one Director from the Copper Basin and the Copper River Delta on the Executive Committee. The Executive Committee, except as otherwise limited by these Bylaws or

Commented [KM27]: 3 or more directors becomes almost half of the board!. reduce?

Commented [KM28R27]: history of using exec committee? Do we need to have one given our small board size? could be important in summer when regular board isn't meeting.



by law, shall have, and may exercise, when the ~~board~~Board is not in session, the powers specified by the Board of Directors. ~~In addition, the Executive Committee shall be responsible for recommending board action on strategic plans and personnel matters conferred on them by these Bylaws. The Board of Directors, or the Executive Committee, may establish or abolish such other board committees as it deems necessary and desirable.~~ All actions taken by the Executive Committee are subject to review and approval at the next regular or special meeting of the full Board of Directors.

7.2 Meetings. The President of the ~~board~~Board or any other member of the Executive Committee can call meetings upon either oral or written notice to all Directors which is received at least two days prior to the meeting. The meetings of the Executive Committee shall be open to any Director who may wish to attend ~~but only those members of the committee shall have the right to vote.~~ The Executive Committee shall act upon a majority vote of ~~it~~the members of the Committee in attendance. In the event of a tie vote, the ~~Chair~~President shall cast the deciding vote.

7.23 Board Standing Committees:

- The Board Development Committee shall be chaired by a ~~CRWP board~~Board member and consist of at least ~~two (2) volunteer~~___ members. The Committee shall be responsible for recruiting, orienting, and training of future ~~board~~Board members. The Committee shall develop ~~board~~Board member criteria; develop recruiting, training and evaluation materials; assist with recruiting potential members; provide orientation and training for ~~board~~Board members; coordinate a ~~board~~Board evaluation process; provide ~~board~~Board recognition activities; and coordinate ~~board~~Board social activities. The Board Development Committee also is responsible for seasonably reviewing the corporation's Bylaws and practices and recommending any changes it deems appropriate related to Board Structure or operations. By way of example, this committee should periodically review the manner in which meetings are conducted, the size of the Board, the responsibilities of the Board officers, and the use of both standing and ad hoc committees.
- The Finance Committee shall be chaired by the Treasurer and consist of at least three (3) volunteer members and include the organization's staff bookkeeper. The Committee shall be responsible for overseeing the financial functions of the organization. Its duties shall include recommending an annual budget, reviewing and recommending financial policies and procedures, and managing the investment resources.

7.34 Other Committees. The Board of Directors may establish or abolish such other Board committees as it deems necessary and desirable.

7.5 Composition, Quorum, and Action of Board Committees. ~~Any board committee shall be composed of two or more Directors, elected by the Board of Directors by a~~

Commented [KM29]: bylaw committee flagged to make sure not over-extending board capacity, Foraker Group recommends these two committees.



~~majority vote of the number of Directors as prescribed by these bylaws.~~ A quorum at a ~~board~~Board committee meeting shall be a majority of all ~~board~~Board committee members in office immediately before the meeting begins. Members of any ~~board~~Board committee may participate in a meeting of such committee by ~~means of a conference telephone or similar communications equipment~~remote communication by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. If a quorum is present, action may be taken by a majority of Directors present. Any such action taken by a ~~board~~Board committee shall be presented as a recommendation to the full ~~board~~Board at any meeting where a quorum is present for action by the majority of the ~~board~~Board.

7.36 **Committee Records.** Reports denoting the date, location, list of attendees, purpose of the meeting, recommendations, and a brief discussion of the recommendations will be kept for each meeting of every committee.

7.4 **Filing Committee Records.** Reports of ~~board~~Board committees and issue working groups will be filed with the corporation Secretary as soon as they are available, but not more than two (2) weeks after the meeting.

7.57 **Limitations on the Powers of Board Committees.** None of these committees may authorize payment of a dividend or any part of the income of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the ~~board~~Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors. No committee may take action which would jeopardize the charitable corporation's status as a charitable organization.

Article 8. Contracts, Loans, Checks and Deposits

8.1 **Contracts.** The ~~board~~Board may authorize, as from time to time may be determined, any officer or officers, agent or agents, to enter into any contract with an interested person, 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.

~~8.2 Liability and Accountability of Interested Persons. The corporation shall indemnify a Director, Officer, or former Director or Officer of the corporation, against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil; or criminal, in which he or she is made a party by reason of being or having been a Director or an Officer of the Charitable Corporation, except in relation to matters in which he or she was adjudged to be liable for gross negligence or intentional misconduct.~~

Commented [KM30]: Tenley's notes: make sure this isn't redundant to financial policies, and keep as much in financial policies as possible.



8.38.2 Definition. For the purposes of this Article, "interested person" means any person or organization in any way interested in the corporation, whether as an officer, Director, member, employee or otherwise, and any other entity in which any such person or organization or the corporation is in any way interested.

8.43 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the ~~board~~ Board. Executing a contract without sufficient funds to meet the terms of the contract will constitute indebtedness. Such authority may be general or confined to specific instances. No loans shall be made by the corporation to its officers or Directors.

8.54 Checks. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation in the ordinary course of its business may be executed by such officers, agents, or employees of the corporation or any one of them, and in such a manner as is from time to time determined by resolution of the ~~board~~ Board.

8.65 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the ~~board~~ Board may select.

Article 9. Indemnification

9.1. Duty to Indemnify. Subject to the sections below, the corporation shall defend, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of or arising from the fact that the person is or was a Director, officer, employee or agent of the corporation against costs and expenses (including attorney's fees) of the suit, action or proceeding, judgments, fines, and settlements actually and reasonably incurred in connection with the action, suit or proceeding if:

i. the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, or

ii. The termination of any action, suit or proceeding 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 or not opposed to the best interests of the corporation and, with respect to a criminal action or proceeding, a presumption that the person did not know and had no reasonable cause to believe that the conduct was unlawful.

9.2. Denial of Right to Indemnification. Subject to the provisions of Sections 9.5 and 9.6 below, or unless otherwise ordered by a court, indemnification and defense under



section 9.1 of this article may only be made by the corporation upon a determination by the Board that defense and indemnification of the Director, officer, employee, or agent, is proper under the circumstances because the person has met the standard of conduct set forth in Section 9.1 of this Article, provided however, no person may receive defense or indemnification in those matters in which that person was adjudged to be liable for gross negligence or misconduct in the performance of corporate duties. In the case of any challenge to the propriety thereof, the person shall be afforded a fair opportunity to be heard as to that determination. Defense and indemnification payment may be made, subject to repayment upon ultimate determination that defense and indemnification is not proper.

9.3. Determination. The determination described in Section 9.2 shall be made:

- i. by the Board of Directors by a majority vote, or
- ii. by independent legal counsel, if directed by the Board of Directors by a majority vote of disinterested Directors or in the absence of a quorum.

9.4. Successful Defense. Notwithstanding any other provisions of Sections 9.1, 9.2 or 9.3 of this Article, but subject to the provisions of Section 9.5, below, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 9.1 of this Article, or in defense of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

9.5. Condition Precedent to Indemnification. Any person who desires to receive defense and indemnification under this Article shall notify the corporation reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in Section 9.1 and that the person intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the President of the Board of the corporation at the principal office of the corporation or, in the event the notice is from the President, to the Secretary of the corporation. Notice need not be given when the corporation is notified by being named a party to the action.

9.6. Insurance. The Board of Directors, in its discretion, may purchase insurance coverage for the risks described in this Article. To the extent that such an insurance policy (or policies) provides coverage where this Article does not, a Director seeking indemnity shall have the benefit of that coverage, and the rules set out in this Article shall apply to any deductible or co-insurance requirement, or to any claims in excess of policy limits.

9.7. Former Officers, Directors. The indemnification provisions of this Article shall be extended to a person who has ceased to be a Director, officer, employee or agent as described above and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.

9.8. Purpose and Exclusivity. The defense and indemnification referred to in this Article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Members or Board of Directors, or otherwise. The purpose of



[this Article is to augment, pursuant to AS 10.06.490\(f\), the provisions of AS 10.20.011\(14\), and the other provisions of AS 10.06.490.](#)

[9.9. **Limitation of Liability.** If set forth in the Articles of Incorporation, no Director of this corporation shall have any personal liability to the corporation for monetary damages for the breach of fiduciary duty as a Director except as provided in AS 10.20.151\(d\) and \(e\).](#)

Article 10. Liquidation and Dissolution

[910.1 **Procedure.** The corporation may be liquidated and dissolved voluntarily in the manner set forth in \[the Articles of Incorporation\]\(#\), these Bylaws or under provisions of ~~subsequent~~ Alaska law. Any petition for dissolution shall request that the corporation's property remaining after the winding up of its affairs be paid over to the recipient or recipients designated by the members in accordance with ~~Paragraph~~ \[Section 10.2\]\(#\) of this Article.](#)

[910.2 **Designation of Recipients of the Corporation's Property.** Subject to the requirements of law and the Articles of Incorporation, in the event of the voluntary dissolution of the foundation, the members shall designate as recipient of the corporation's property remaining after winding up of its affairs any charitable organization or organizations which are exempt from taxation under the laws of the United States and which, in the member's sole discretion most nearly further the purposes for which this foundation is organized.](#)

Article ~~10~~11. Conflicts of Interest

[4011.1 Directors, staff, and other officials of the corporation have an affirmative obligation to reveal to the Board any and all possible conflicts of interest relating to the policies, goals, and operations of the corporation, including but not limited to financial or policy interests inuring to the Director or any member of her, ~~his~~, or ~~his~~their family. Directors shall also reveal how they propose to separate themselves from a conflict on a case-by-case basis for approval by a disinterested majority of the Board of Directors.](#)

[4011.2. The Board of Directors shall adopt and implement a corporate-wide Conflicts of Interest Policy, and take appropriate steps to update and review the Conflict of Interests Policy from time to time.](#)

[4011.3. The Board of Directors shall adopt and implement a corporate-wide Whistleblower Policy, and take appropriate steps to update and review the Whistleblower Policy from time to time.](#)

[4011.4. The Board of Directors shall adopt and implement a corporate-wide Ethics Policy, and take appropriate steps to update and review the Ethics Policy from time to time.](#)

Commented [KM31]: is this adequate here and the meat can be in the policy that is reviewed and signed?

Commented [KM32]: for staff and board? found whistleblower--working on Ethics policy



Article ~~412~~. **Miscellaneous Provisions**

412.1 Corporate Records. The original or attested copies of the Articles of Incorporation, Bylaws and records of all meetings of the incorporators, members and Board of Directors, except as otherwise provided by the law, shall be kept at the principal office of the foundation as the Board may from time to time designate, and shall be open at all reasonable times to the inspection of any member or Directors for any proper purpose. The Board of Directors shall adopt and implement a corporate-wide Records Retention Policy, and take appropriate steps to update and review the Records Retention Policy from time to time.

412.2 Amendments. The Board of Directors shall adopt the initial Bylaws of the corporation. These Bylaws may be amended or altered by the Directors, provided that the voting members are sent notice of the proposed changes at least thirty days in advance of the ~~board~~Board meeting to address the proposed bylaw changes. Notice shall be given in writing by the Secretary or the Secretary's designee to each member at his, ~~her~~, or ~~her~~their residence or usual place of business as it appears in the records of the corporation. The Bylaws may contain provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

412.3 Saving Clause. Any portion of these Bylaws found to be contrary to law shall not invalidate the other portions.

Approved this XXth day of XX, 2025.

Caitlin Mckinstry, President

Nelly Hand, Vice-President

Dan Gorze, Treasurer

Tenley Nelson, Secretary

Commented [KM33]: what should we have for indemnification? none currently, but the Foraker example is lengthy.