

Alaska Common Ground – Bylaws

Last amended and approved by Alaska Common Ground membership 5/4/2020.

ARTICLE I

Name

The name of this organization is **ALASKA COMMON GROUND, INC.**

ARTICLE II

Purpose

Alaska Common Ground, Inc. is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. Alaska Common Ground, Inc. is formed exclusively for charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Alaska Common Ground, Inc. may exercise all powers conferred upon Alaska nonprofit corporations under the Alaska Nonprofit Corporations Code, Alaska Stat. 10.20, and any successor statute thereto.

As an elaboration thereto and not a restriction thereon, the purpose for which Alaska Common Ground, Inc. is organized is to collect and disseminate information on Alaska public issues and problems, to facilitate discussion of them, to seek consensus on them, to develop solutions and encourage their adoption and implementation in order to improve Alaskans' understanding of public policy issues and opportunities with the goal of furthering a just society and sustainable democracy, and for any other purpose for which nonprofit corporations may be organized under Alaska law.

ARTICLE III

Membership

Section 1: Membership will be conferred to anyone paying an annual membership fee.

Section 2: The Board of Directors shall establish, and may amend, a schedule of annual membership fees, which shall become effective upon approval by two-thirds (2/3) of the Directors.

Section 3: All members have an equal right to receive membership discounts on publications of Alaska Common Ground, Inc. or admission, only if and when such charges are necessary, to workshops and forums sponsored by Alaska Common Ground, Inc.

ARTICLE IV

Board of Directors

Section 1: The business and affairs of Alaska Common Ground, Inc. shall be conducted by the Board of Directors.

Section 2: The Board of Directors will be composed of members of Alaska Common Ground, Inc.

Section 3: Directors shall be selected by the Board of Directors.

Section 4: Number and Term. The Board of Directors shall consist of not less than eleven (11) and not more than fifteen (15) persons, at least one of whom should reside outside the Anchorage area. The terms of office of the Directors shall be three years, unless a director is appointed under Section 6 of this article.

Section 5: If the Board of Directors membership

is increased, the term of the additional members shall preserve as nearly as possible the staggered expiration dates of the original Board of Directors.

Section 6: The remaining Board of Directors may fill vacancies as they occur. A Director selected to fill a vacancy shall serve for the remainder of the term of the Director leaving a vacancy.

Section 7: The Board of Directors may take positions on public issues and legislation. The Board, as a body, shall not endorse candidates for public office, although Directors as individuals may make endorsements independent of the Board.

Section 8: In selecting issues for review, study and consideration, the Board of Directors shall concentrate on longer term issues facing the people of the State of Alaska and national issues as they affect Alaska in particular.

Section 9: Meetings of the Board of Directors shall be public and shall be at least monthly. The monthly meeting is to be an established day of the week with the time and place announced to the membership. When necessary, the monthly meeting date may be changed by the Board if significant scheduling difficulties exist.

Section 10: The Secretary of Alaska Common Ground, Inc. shall keep minutes at meetings of the Board of Directors and make notes available to members.

Section 11: The Board of Directors may move into an executive session during a regularly scheduled public meeting to deal with sensitive issues. Any notes taken during executive session will not be made public.

Section 12: If the Board of Directors finds it necessary to take action between its regularly scheduled monthly meetings, a vote on the issue may be taken by

electronic means. Such action must be approved by a two-thirds majority of its members. The action shall be reported on the record at the next regularly scheduled monthly meeting.

Section 13: The Board of Directors shall adopt rules of procedure.

Section 14: All expenditures of funds on behalf of Alaska Common Ground, Inc. shall be in accordance with a budget approved by the Board of Directors.

Section 15: For the conduct of business, a quorum of the Board of Directors is required. A quorum is a majority of the actual number of members of the Board of Directors at the time business is conducted.

Section 16: Directors, as such, shall not receive any stated salary for their services. The Board of Directors may authorize reimbursement to a Director for necessary expenses to attend Board meetings, or to undertake approved business of the organization.

Section 17: Removal for nonparticipation. A Director may be removed from elected service if there is a continuous and sustained absence from Board meetings without excuse. Continuous and sustained absence occurs when a Director misses three or more consecutive meetings of the Board of Directors without prior notice and approval from the chair. At the chair's discretion the Board may move into executive session and consider removal for nonparticipation. Removal will only occur if there is both continuous and sustained absence and two-thirds (2/3) of the Board votes for removal for nonparticipation.

Section 18: Removal for cause. A Director may be removed from elected service for violating terms of these bylaws or conduct that otherwise violates the mission or purpose of Alaska Common Ground, Inc. At the chair's discretion the Board may move into executive session and

consider removal for cause. Removal will only occur if two-thirds (2/3) of the Board votes for removal for cause.

ARTICLE V

Officers

Section 1: The Board of Directors shall elect officers at the first regular Board meeting after the annual membership meeting and shall elect officers from among its members, including a chair, a vice-chair, a secretary, and treasurer, and such other officers as the Board deems appropriate. The positions of secretary and treasurer may be combined.

Section 2: The officers shall perform those duties normally associated with the office and such other duties as are assigned by the Board or in these articles.

Section 3: The bank accounts of Alaska Common Ground Inc. shall require an officer's signature for withdrawal. The treasurer shall be responsible for maintaining all financial records of Alaska Common Ground Inc. The treasurer will provide a treasurer's report at each meeting of the Board of Directors.

Section 4: Registered Office and Registered Agent. The officers shall select a registered agent of Alaska Common Ground Inc. The address of the registered office shall be determined by the Board of Directors and updated as required by Alaska law.

ARTICLE VI

Membership Meetings

Section 1: An annual meeting of the membership shall be held in March, April, or May of each year at the call of the Board of Directors and at a location to be determined by the Board. If necessary and for good cause, in order to

schedule the annual meeting at a time other than in March, April, or May of a particular year, the Board may by a two-thirds (2/3) vote suspend the time requirement in this section.

Section 2: Notice of the annual meeting shall be mailed, faxed, or e-mailed to each member and shall be distributed not less than thirty (30) days before the meeting.

Section 3: The Board of Directors may call a special meeting of the membership as the Board deems appropriate. Notice for a special meeting shall be the same as for the annual meeting in Section 2 of this article.

Section 4: A quorum at an annual or special meeting shall consist of twenty members.

ARTICLE VII

Committees

Section 1: The Board of Directors may establish, appoint members to, and terminate committees of Alaska Common Ground Inc. The chair may appoint Directors, members, and interested non-members to committees as appropriate. Each committee must have at least one assigned Director. Committees shall select a chair from among its members.

Section 2: The officers of the corporation shall constitute the Executive Committee. One or more at-large members of the Board may be appointed to the Executive Committee by the chair. The Executive Committee shall hold meetings as necessary

Section 3: Committee reports will be provided to the Board at regular Board meetings.

ARTICLE VIII

Parliamentary Authority

Section 1: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of procedure the organization may adopt. Strict adherence to Robert's Rules is not necessary. The Board may act under modified rules by custom.

ARTICLE IX

Amendments

Section 1: These bylaws may be amended by two-thirds (2/3) of those members that vote. Members may return ballots by mail, fax, or e-mail or vote in person at the annual meeting or a specially called membership meeting provided that the amendment has been submitted in writing and mailed, faxed, or e-mailed to each member not less than thirty (30) days before the meeting.

Section 2: The Board of Directors shall establish rules of procedure by which bylaw amendments may be submitted to the Board for consideration prior to submittal to the membership as set forth in Section 1 of this article.

ARTICLE X

Administrative and Financial Provisions

Section 1: Fiscal Year. The fiscal year of Alaska Common Ground Inc. shall begin on January 1 of each year and end on December 31.

Section 2: Salaries; Staff. The Board of Directors and officers shall serve on a volunteer basis and not receive a salary. Alaska Common Ground Inc. shall hire employees or contractors as necessary by a vote of the Board of Directors. The salary of any employee or contractor shall be set by the Board of Directors.

Section 3: Books and Records. Alaska Common Ground Inc. shall keep correct and complete books and records of accounts and minutes of the proceedings of its Board of Directors. The Corporation shall also keep at its registered office or principal office in the state a record of the names and addresses of its Directors and officers. All books and records of Alaska Common Ground Inc. may be inspected by any Director for any proper purpose at any reasonable time.

Section 4: Execution of Written Documents. Contracts, deeds, grant acceptances, documents, and instruments may be executed by any officer of Alaska Common Ground Inc.; the Board of Directors may also by resolution delegate authority to execute written documents to any other Director or Contractor or Employee.

Section 5: Signing of Checks and Notes and use of Credit Card or Debit Card. Check, notes, drafts, use of Credit Card or Debit Card and demands for money shall be signed by the treasurer of Alaska Common Ground Inc., another Director, or an assigned employee or contractor, as designated by resolution of the Board of Directors.