



BYLAWS

Anchor-age Center, Inc.

Approved May 10, 2017

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BYLAWS

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ARTICLE I – NAME AND PURPOSE

Section 1. Name and Designations

- a) The name of this organization is the Anchor-age Center, Inc., an Alaska Non-profit corporation doing business as the Anchorage Senior Activity Center, hereinafter referred to as the "ASAC."
- b) The governing body of the ASAC is the Board of Directors, hereinafter referred to as "the Board."
- c) The Board of Trustees of the Anchor-Age Senior Center Endowment is hereinafter referred to as "the Trustees."

Section 2. Purpose and Mission

- a) The purpose of the ASAC, as stated in its Articles of Incorporation, shall be to improve the living conditions of all elderly people and to serve as a community focal point for all senior citizens of the Anchorage municipality in an effort to bring their lifestyle to the maximum expectation; to manage and operate a Senior Center or centers, including recreational, cultural, physical fitness, social, craft, literary and educational programs.
- b) The mission of the ASAC shall be to enhance the quality of life of Alaskans by promoting fitness, health and wellness, and social interaction.

Section 3. Fiscal Year

The fiscal year shall be from January 1 through December 31.

ARTICLE II – MEMBERS

Section 1. Membership

There are two (2) classes of membership:

- a) **Voting members**, who shall be fifty (50) years of age or older, are eligible to vote, to serve as a director or officer of the ASAC, and to serve on any of its committees.
- b) **Associate or Honorary members**, who may be any age over the age of majority with right to attend meetings and to speak but not to make motions, vote or hold office. Honorary members are exempt from dues and Associate members may serve on committees.

Section 2. Termination

Membership may be terminated at any time by:

- a) Submission of a written notice to the Secretary of the ASAC; or,
- b) By act of the Executive Committee pursuant to grievance procedure.

ARTICLE III – DUES

Section 1. Establishment

Dues shall be established by the Board.

Section 2. Payment

Dues shall be payable each year on or before the end of the anniversary month of becoming a member.

Section 3. Lifetime and Reduced Fee

Lifetime and Reduced Fee dues may be established and shall be payable as determined by the Board.

Section 4. Refund

Dues shall not be refundable.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. Annual Meeting

Annual meetings shall be held at such time as the Board shall prescribe in its Standing Rules.

Section 2. Notice of Annual Meeting

Notice of the annual meeting shall be posted at the ASAC at least sixty (60) days prior to the meeting and published in the Senior Borealis newsletter the month of the meeting, one month prior and two months prior.

Section 3. Special Meetings

Special meetings of the membership may be called by the Executive Committee, or upon written petition of ten percent (10%) of the Voting members in good standing. The purpose of the meeting shall be stated in the call. At least thirty (30) days' notice shall be given. In case of emergency, a seven (7) days' notice is required.

Section 4. Meeting Quorum

- a) At any duly called membership meeting, a quorum for the transaction of business shall be constituted when the number of votes the members are entitled to cast by their presence or by their proxy is equal to ten percent (10%) of the total membership in good standing [AS 10.20.076]. Proxies may not exceed one-fourth of the membership present.
- b) For quorum purposes, only Voting members in good standing shall be counted when determining the number of members entitled to vote and the number present in person or by proxy.
- c) If a quorum shall not be present at a meeting in which voting or other question or request for action is to be placed before the members, those entitled to vote shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present.

- d) Lack of a quorum shall not be cause for cancellation of a meeting in which voting or other question or request for action is not placed before the members. Any properly called membership meeting lacking a quorum may, at the calling authority's discretion, be conducted informally as an opportunity for exchange of information between members and management; without motions, votes or solicitations for members' agreement or approval of any action. Such properly called annual meetings shall serve to satisfy the requirement that an annual meeting be held.

Section 5. Meeting Voting

- a) A Voting member in good standing shall be entitled to one vote on each question. A majority of such votes at a properly called meeting at which a quorum is present is necessary for the approval of any question or action of the membership.
- b) Proxies shall be permitted and counted for purposes of determining a majority vote provided they are cast by and on behalf of Voting members in good standing.
- c) Absentee ballots shall not be permitted for any voting other than the election of directors, as provided in following Article V.

Section 6. Good Standing Defined

A member in good standing is one whose current dues and any other financial obligations to the ASAC are paid or otherwise satisfied and who complies with the provisions of the Articles of Incorporation and the Bylaws.

ARTICLE V – NOMINATIONS AND ELECTIONS

The Board shall be elected solely by the following procedures:

Section 1. Nominations

- a) The Board shall establish a committee to solicit and make a good-faith effort to nominate from Voting ASAC members in good standing, an adequate number of persons to fill Board positions expected to be vacant.
- b) Additional nominations for directors will be accepted from any Voting member in good standing.
- c) Names of nominees and such supplemental information as the Board may direct shall be posted in the ASAC and published in the Senior Borealis.
- d) Qualifications of nominees:
 - 1) A nominee must be a member of the ASAC and remain in good standing throughout the nomination period.
 - 2) No name shall be placed in nomination without consent of the nominee, who shall be a resident of the State of Alaska.

Section 2. Elections

- a) An election of directors shall be conducted at such time as the Board shall prescribe in its Standing Rules. However, in the event that the number of nominees is less than or equal to the vacancies to be filled and the length of any term is not determined by the number of votes received, the Board may elect to waive conducting an election and so advise the membership. In such event, the Board shall provide a date to be considered the date of completion of an election.

- b) If an election includes the filling of one or more partial terms, the longest term shall be filled by the nominee receiving the most votes. Full terms shall be filled before partial terms if there are fewer nominees than open seats,
- c) The election shall be an action separate from the annual membership meeting and nominations and voting shall be conducted over a period of time and in accordance with a schedule established by the Board.
- d) The Board shall establish policies and procedures, other than those stated herein, to reasonably insure that all Voting members are given the opportunity to cast a ballot and that fair and efficient nomination and elections are conducted.
- e) Directors shall be elected by a majority of votes cast for the position and a quorum is not required.
- f) If there is a difference of five (5) or less votes the losing nominee may call for a recount. Election contests must be filed with the Secretary within ten (10) days following counting of ballots.
- g) All materials pertaining to each election shall be retained for a minimum of sixty (60) days after the election.
- h) In the case of a tie, the winner shall be determined by majority vote of a quorum of the Board.

ARTICLE VI – BOARD

Section 1. Composition

The Board shall be composed of eleven (11) members, four of whom shall be the President, the Vice President, the Secretary and the Treasurer.

Section 2. Term of Office

- a) Directors shall be elected to serve a term of three years or the remainder of the term of any director they replace and shall hold office for the term to which elected and until a successor is elected and qualified [AS 10.20.096].
- b) No director may serve more than two consecutive three-year terms or a maximum of three full terms, excluding portions of terms.
- c) Directors shall begin their term in office on the date of the first Board meeting following counting of ballots after executing an Oath of Office and signing a Code of Ethics and Conflict of Interest Statement and such additional instruments as the Board may prescribe, the contents of which shall be determined and published by the Board in its Standing Rules.

Section 3. Vacancy in Office

- a) A vacancy on the Board shall be filled by a majority vote of the remaining Board. The new Board member shall serve until the next election.
- b) In no case may a vacancy on the Board continue for longer than six months or until the next annual meeting of the members, whichever shall occur first [AS 10.20.101].

Section 4. Resignation and Removal of Directors

- a) A director may resign by submitting a written notice to the Board. Board approval is not necessary to make it effective.
- b) A director may be removed from the Board by Board action if the director has three or more unexcused absences, fails to attend a majority of the regularly scheduled meetings in a year, is in violation of the Oath of Office, is in violation of the approved Code of Ethics

or Conflict of Interest provisions, is not a member of the Center or is removed by the Executive Committee pursuant to grievance procedure.

- c) A director may be removed from the Board prior to expiration of their terms upon a seconded motion discussed as to justification and approved by seven (7) members of an eleven member Board or two thirds of a Board having less than eleven serving members (the director concerned not having a vote and fractions rounded to the next higher whole number).

Section 5. Board Powers and Duties The Board shall:

- a) Have immediate charge and control over the books, records and papers of the ASAC.
- b) Be responsible for the policies and operation of the ASAC and have the authority to adopt and/or make final decisions on all policies.
- c) Adopt Standing Rules as needed to carry on the business of the ASAC and review them annually.
- d) Insure that the financial records of the ASAC are audited annually by a certified public accountant approved by the Board. The accountant's annual report shall be accepted by the Board and presented to the membership at the annual meeting.
- e) Establish committees as deemed necessary and appropriate to fulfill the ASAC mission.
- f) Determine duties and responsibilities for, employ and annually review the performance of a General Manager who serves at the pleasure of the Board.
- g) Establish an Advisory Council to make recommendations to the Board. The Advisory Council shall be governed by policies and procedures set forth in Standing Rules established by the Board and such other directives and guidance as the Board may deem necessary.
- h) Appoint or replace the Endowment Trustees and supervise their activities in accordance with the Endowment Trust Agreement and procedures set forth in Standing Rules established by the Board and such other directives and guidance as the Board may deem necessary.

ARTICLE VII – MEETINGS OF BOARD

Section 1. Regular and Special Meetings

- a) All meetings of the Board shall be held at the ASAC, 1300 East 19th Avenue, Anchorage, Alaska, and shall be open to all members of the ASAC unless special notice is given otherwise or the need for an Executive Session for deliberation of confidential matters is called for by a majority vote of the Board.
- b) The Board shall meet at least every two months and as called by the Executive Committee. The President may authorize an electronic vote by email if a question needs to be acted upon by the Board between scheduled physical meetings. In the case of an electronic vote, a quorum shall be constituted when at least 60% of the members of the Board cast a vote by email. Any action taken electronically will be formally recorded in the minutes of the next Board meeting.

Section 2. Quorum

A quorum for the transaction of business at any meeting shall be a majority of the Board.

Section 3. Minutes

All meetings of the Board shall have significant matters and actions, other than those in Executive Session, recorded in minutes of the meeting that are reviewed for accuracy and approved in the following meeting. Minutes shall be made available to members expeditiously after approval.

Section 4. Retreats and Workshops

Any or all directors may participate in retreats, workshops or other informal gatherings for the purpose of discussing items of interest, provided that no significant official Board actions be taken during these occasions and that any official actions that may result from them be disclosed fully in a regular or special meeting of the Board or Executive Committee.

ARTICLE VIII – OFFICERS

Section 1. Elections and Qualifications

- a) Officers of the ASAC shall be a President, a Vice President, a Secretary and a Treasurer.
- b) Officers shall be elected from the Board membership by a majority vote of a quorum of the Board.
- c) Officers shall be elected annually at such time as the Board shall prescribe in its Standing Rules.

Section 2. Term of Office

- a) Officers shall be elected for a term of one year. Their term of office shall begin at such time as the Board shall prescribe in its Standing Rules.
- b) In the event of a vacancy, the Board will elect a replacement to fill the office, either for the remainder of the term or on an interim basis until a replacement is elected.
- c) An officer may serve no more than three consecutive full terms in the same office, excluding portions of terms.
- d) Officers may hold two or more offices when necessary, except the President and the Secretary.

Section 3. Duties of Officers

- a) Elected officers of the Board shall serve as officers of the ASAC, members of the Executive Committee and shall conduct membership meetings. Officers of the ASAC and the General Manager of the ASAC are authorized to sign checks. Two signatures are required on all checks.
- b) The **President** shall serve as the chief executive officer and official representative of the ASAC.
- c) The **Vice President** shall assist the President, perform the duties and exercise the powers of the President in the President's absence and shall chair the Operations Standing Committee.
- d) The **Secretary** shall ensure that all significant proceedings of the Board be recorded and shall administer the annual elections. Due to the diversity, complexity and nature of these duties, the Secretary shall be empowered to select a Recording Secretary from among the membership or to have one provided from among the permanent or temporary staff to aid in the performance of these duties, provided that such person:
 - 1) unless a staff member, is and remains a member in good standing,
 - 2) executes a Confidentiality Agreement, the contents of which shall be determined and published by the Board,

- 3) shall not relieve the Secretary of responsibility for the duties of the office and
 - 4) is approved by the Board and serves at the pleasure of both the Secretary and the Board.
- e) The **Treasurer** shall have access to the financial records of the ASAC and of the Endowment Trust, shall chair the Finance and Budget Committee and shall report on the ASAC's financial status as required by the Board.

ARTICLE IX – EXECUTIVE COMMITTEE OF THE BOARD

Section 1. Composition

- a) The Executive Committee shall consist of:
 - 1) The President, Vice President, Secretary and Treasurer of the ASAC; and,
 - 2) The immediate past President of the Board, if still a director; or,
 - 3) One member of the Board recommended by the President and approved by the Board, if the immediate past President is no longer a director.
- b) An immediate past President who remains a member in good standing but is no longer a director shall be encouraged to participate in Executive Committee activities in an advisory capacity, without the right to make motions or vote, subject to affirmation of continued adherence to the provisions of the Oath of Office, Code of Ethics and Conflict of Interest Statement.

Section 2. Duties

Consistent with policy determinations made by the Board, the Executive Committee shall be responsible for the transaction of necessary business between meetings of the Board and such business as may be referred to it by the Board and shall make a complete report of its actions to the Board.

Section 3. Meetings

The Executive Committee shall meet at the call of the chair or three members of the committee and shall have the power by majority vote to call a special meeting of the Board. The meetings shall be open to any members of the Board and, except during deliberation of confidential matters, to all members of the Center.

Section 4. Quorum

Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business at all Executive Committee meetings.

ARTICLE X – COMMITTEES

Section 1. Standing Committees

- a) There shall be five (5) Standing Committees:
 - 1) **Operations.** The purpose is to ensure Board development, establish and review policy, ensure harmony, encourage inclusion, promote involvement, and plan continuing effectiveness. The Vice President shall chair this committee.

- 2) **Finance and Budget.** The purpose is to develop and maintain all financial records and budgets escalate community awareness, public relations and marketing to develop public and private funding. The Treasurer shall chair this committee.
 - 3) **Facilities and Equipment.** The purpose is to establish and/or review policy concerning the facilities and equipment used by the ASAC, to include but not be limited to such matters as future requirements, contract compliance, inventory, fire prevention, safety and security.
 - 4) **Endowment Trustees.** The purpose is to manage the Anchor-Age Center, Inc. Endowment Fund. Trustees shall serve in accordance with the provisions of the Anchor-Age Senior Center Endowment Fund Trust Agreement. The Chair and members shall be selected by the President and approved by the Board. All resignations, removals and appointments of Trustees shall be recorded in Board minutes.
 - 5) **Audit.** The purpose is to assure the integrity of the financial records, policies and procedures of ASAC; the transparency of the financial records, policies and procedures of ASAC and that the financial records, policies and procedures of ASAC conform with best business and accounting practices.
- b) Chairs of Standing Committees, other than those specified herein, shall be selected by the President and approved by the Board. At least one Board member shall either chair or be a member of each Standing Committee.
 - c) Except for Endowment Trustees, Standing Committee Chairs shall select and appoint members of their respective committees and shall endeavor to appoint at least two (2) and not more than six (6) members in addition to themselves. Only matters having the approval of a majority of a committee's membership may be submitted to the Board for consideration.

Section 2. Subcommittees

The Board shall establish such other subcommittees as it deems appropriate. Each shall be subordinate to a Standing Committee and the Standing Committee Chairs will appoint the Chairs and select the members of the subcommittees under them.

Section 3. Other Committees

Ad Hoc committees may be created as directed by the Board.

ARTICLE XI – ENDOWMENT TRUST

Section 1. Trustees

The Anchor-Age Senior Center Endowment Fund, referred to as the “Trust,” shall be managed by a Board of Trustees, subject to the Trust Agreement between the Trustees of the Fund and the Directors of the ASAC (hereinafter “Trust Agreement”), the Articles of Incorporation, Bylaws, Standing Rules and Policies of the ASAC.

Section 2. Purpose

The purpose of the Trust shall be to provide funds for the present and future support, maintenance, and operation of the ASAC in accord with the provisions of the Trust Agreement.

Section 3. Organization

- (a) The organizational structure, duties, responsibilities and administration of the Trust shall be in accord with the Trust Agreement, Articles, Bylaws, Standing Rules and Policies of the ASAC.
- (b) Details of the administration of the Trust shall be included in the ASAC Standing Rules and the ASAC Policies.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order newly revised shall govern the ASAC in all cases not provided for in these bylaws and any special rules of order the Board may adopt unless suspended by two-thirds vote.

ARTICLE XIII – AMENDMENT

Section 1. Procedure

These bylaws may be amended at any regular meeting of the Board by a two-thirds vote, provided that the amendment:

- (a) Has been submitted in writing; and
- (b) Has been approved by the bylaws committee, and;
- (c) Has been read at the previous Board meeting.

The membership shall be notified when Bylaws are being reviewed for amendment and encouraged to submit input for consideration by posted notice at the Center, in the Senior Borealis and on the ASAC website.

Section 2. Effectivity

Changes in the bylaws made and approved by the directors are immediately effective.

ARTICLE XIV – DISSOLUTION

Upon dissolution of the corporation, Article VIII of the 1983 Articles of Amendment of the Articles of Incorporation shall govern procedure, save and except that the net proceeds from charitable gaming conducted under Chapter 05.15 of the Alaska Statutes must go to a charitable organization as defined as AS 05.15.690 or another qualified organization that is authorized to conduct an activity under AS 05.15.