

Bylaws
North Peninsula Community Council, Inc.,
d.b.a. Nikiski Community Council

Ratified October 30, 1997

Modified March 1, 2009

Article 1 - Name

- A. The name of this Community Council shall be the North Peninsula Community Council, Inc. The corporation shall also conduct business as the Nikiski Community Council, a wholly-owned business of the North Peninsula Community Council.

Article 2 - Boundaries

- A. The boundaries encompassing the community to be represented by the North Peninsula Community Council are those boundaries which describe Nikiski One Voting District, Nikiski Two Voting District and Salamatof Voting District.

Article 3 - Purpose

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. The purpose(s) of the Corporation is to:

- A. Promote, maintain and enhance a well balanced quality of life for all citizens recognized, but not limited to those that reside in the boundaries outlined in Article 2.
- B. Plan and implement community based programs and activities that will assist in the direction outlined in Article 3 (A).
- C. Improve and encourage communication between the citizens (outlined in Article 2) and local, state, and federal units of government
- D. Support and encourage community involvement in civic matters in the area as outlined in Article 2.

Article 4 - Membership

- A. General Member. Any person of age 18 years or older who is an Alaskan resident and who resides within the boundaries of the North Peninsula Community Council is eligible for general membership.
- B. Establishing Membership. The Board of Directors shall institute and oversee a process by which interested persons within the established boundaries can apply to become a general member.

- C. Associate Member. Any person who owns property, or who represents a business within the boundaries of the North Peninsula Community Council, or is a resident of the North Peninsula Community Council area of a least 16 years of age, but less than 18 years of age, is eligible for an associate membership. Associate members may not vote in decisions affecting the North Peninsula Community Council, but may otherwise participate in meetings and activities of the North Peninsula Community Council.

Article 5 - Voting At General Meetings

- A. Every general member is entitled to vote on all voting matters of the North Peninsula Community Council.
- B. There shall be no voting by proxy.
- C. The election of Board members and officers shall be conducted by written ballots subject to rules and procedures established by the Board of Directors.
- D. Voting on other matters considered by the North Peninsula Community Council may be by a show of hands if such vote will permit accurate counting of votes. Each general member is entitled to one vote.
- E. No less than four (4) general members shall constitute a quorum. No business shall be conducted unless a quorum is present.
- F. The Board of Directors shall establish and maintain a written voting list of the general membership.

Article 6 - Dues

- A. If it is determined by the membership to be necessary, dues (not to exceed \$10) may be established at the January annual meeting.

Article 7 - Qualifications of Board of Directors

- A. General members of the North Peninsula Community Council only are eligible to be nominated and/or hold a position on the North Peninsula Community Council Board of Directors. If a board member moves out of the North Peninsula Community Council area or otherwise loses general membership status during the term of office, that board member position shall immediately become vacant. The remaining board members shall appoint a general member to fill the position for the remainder of the term.

Article 8 - Council Organization

- A. North Peninsula Community Council Board. The Board of Directors shall consist of seven (7) general members of the North Peninsula Community Council.

- B. Election of Board Members. The members of the Board of Directors shall be elected by the general membership of the North Peninsula Community Council at the annual meeting to be held in January. Officers shall be selected by the Board of Directors following the election of members of the board or at any time an officer position becomes vacant.
- C. Council Officers. The Board of Directors shall select a president, vice president, secretary, treasurer and 3 members at large.
- D. Council Officers. The Board of Directors may create a task force or committee to act in areas of special interest on behalf of the North Peninsula Community Council. Members of the task force/committees shall be appointed by the Board of Directors but shall be open to any general or associate member wishing to serve on the task force/committee.

Article 9 - Elections

- A. Vacant Board Directors shall be elected at the first regular meeting after January. Nominations shall be made and seconded from the floor by general members.
- B. The president of the North Peninsula Community Council shall conduct elections of the Board of Directors for any vacancies.
- C. General members shall vote by show of hands. The members who receive the most votes shall be seated for the nominated Board position.
- D. Elected board members shall serve for a term of three (3) years.
- E. Mid-term vacancies will be filled by simple vote of the Directors. Term length shall run until election at the end of the regular term.

Article 10 - Officer Responsibilities

- A. President. The president shall serve as executive officer of the corporation. The president shall preside at all meetings of the Board of Directors. The president may enter into contracts prescribed by the Board of Directors. In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.
- B. Vice President. The vice president, in the absence of the president or in the event of that persons inability or refusal to act, shall perform the duties of the president and when so acting, shall have the powers to and be subject to all the restrictions of the office. The vice president shall be the ex-officio member of all task force/committees and perform such other duties as delegated by the president or the Board of Directors.
- C. Secretary. The secretary shall keep minutes of the Council meetings, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, maintain

a membership list with addresses, and in general perform all duties incident to the office of secretary and such others as delegated by the president of the Board of Directors.

- D. Treasurer. The treasurer shall have charge and be responsible for all funds and securities of the corporation, receive and give receipts for monies, dues, and amounts payable to the corporation from any source whatsoever, deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions outlined by the Board of Directors, and in general all duties incident to the office of treasurer and such other duties as from time to time as assigned by the president or the Board of Directors.

Article 11 - Removal of Board Directors from Office

- A. Any Director who fails to attend three consecutive regular Council meetings, without good cause shown, may be removed as Director by the vote of a majority of the remaining Directors.

Article 12 - Meetings

- A. General Membership meetings shall be held in at least regular quarterly increments and at other times that the Board of Directors may set. All General Membership meetings shall be open to the public.
- B. Notice. All North Peninsula Community Council General Membership meetings shall require notice within the community council area. Notice shall be placed in the newspaper of general circulation within the council area at least 5 days and not more than 28 days before the date any general meeting is scheduled. Notice may also be posted at the Nikiski Post Office.

Article 13 - Treasury

- A. North Peninsula Community Council funds shall be disbursed only for legitimate purposes. All officers shall be authorized to sign checks of the North Peninsula Community Council and two signatures shall be required to issue a check.

Article 14 - Representation of the Community Council

- A. No officer or member of the North Peninsula Community Council shall purport to represent the views or interest of the North Peninsula Community Council without the express authorization of the Board of Directors. The Board of Directors is authorized to carry out the necessary steps to conduct action authorized by the general membership.
- B. Where a designated representative speaks on behalf of the North Peninsula Community Council, the representative shall be prepared to provide information showing how the action was taken.

- C. Any member of the North Peninsula Community Council shall always retain the right to appear on his or her own behalf and take any position consistent or different from the North Peninsula Community Council on any matter.

Article 15 - Conflict of Interest.

- A. The Board of Directors may participate in business and professions with which the North Peninsula Community Council or its various services, may deal, and will disclose potential conflicts of interest as they arise. A Director shall notify the Board Members of any potential conflict of interest and shall remove himself/herself from participation in a deliberation or vote on the matter that is the subject of conflict.

Article 16 - Protection Clause

- A. To the full extent that the Alaska Nonprofit Corporation Act, as it exist on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Directors, a Director of this corporation shall not be liable to this Corporation for monetary damages for breach of fiduciary duty as a Director. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Director of this Corporation with respect to an act or omission of such Director occurring prior to such amendment or repeal.
- B. The North Peninsula Community Council Board of Directors and/or its members shall in no way hold liable any non-profit organization which allows the North Peninsula Community Council to conduct business, raise funds and /or serve the community under their 501 (c) (3) non-profit status.

Article 17 - Community Service Programs

- A. Upon institution of a Community Service based activity or project the North Peninsula Community Council members agree to follow the applicable policies and procedures established for the activity or project. They agree not to hold liable either the North Peninsula Community Council and/or the non-profit organization which supports the activity or project.

Article 18 - Amendments

- A. The bylaws may be amended at any North Peninsula Community Council meeting at which a quorum is present, provided that an amendment notice has been submitted in writing to the general membership at least 15 days prior to the meeting.

Article 19 - Compliance with State and Federal Codes

- A. All bylaws shall conform to the requirements of all State and Federal Codes.

Bylaw modifications:

Revisions 8/14/00, Major NPCC Bylaw changes.

- 1 – There are no specific Board of Directors meetings.
- 2 – Bylaws can be changed at a regular meeting with appropriate notice. Previously it could only be done once a year.
- 3 – Only one Board of Director's signature required on a check.
- 4 – Members do not have to have voting status but do have to reside in the area.
- 5 – Notification of meeting has been changed. Notice still has to be given but it is not restricted.
- 6 – A conflict of interest clause has been added.

Revisions 3/3/03

Article 5 Section E changed to reduced the number for a quorum from 7 to 5 members.

Revisions 3/1/09

Article 5 Section E changed to reduce the number for a quorum from 5 to 4 members.

Article 9 Section D changed term to three (3) years.