

# **Bylaws - Denali Citizens Council**

**PO Box 78 Denali Park, AK 99755**

(revised 11-13-2016)

## **I. Name**

The name of the corporation is Denali Citizens Council (hereafter called DCC).

## **II. Mission Statement and Purpose**

### **A. Mission Statement**

To promote the integrity of Denali National Park and Preserve by supporting the ecological and wilderness values for which the Park was established and by fostering responsible planning in the greater Denali community.

### **B. Purposes**

#### **Section I.**

To promote the conservation and preservation of our natural resources.

#### **Section II.**

DCC has been organized to operate exclusively for educational, scientific and charitable purposes.

#### **Section III.**

To do all those things compatible with the purposes of DCC and the laws under which it is incorporated.

## **III. Structure**

### **1. Board of Directors**

#### **Section 1. Governing**

DCC is governed by a Board of Directors, which is composed of individuals as defined below.

#### **Section II. Responsibilities**

The Board of Directors is responsible for formulating policy of the organization, and for administering its affairs. Any Board member may represent DCC at hearings and before the general public, to present official policy established by the Board.

#### **Section III. Composition**

The Board of Directors shall be composed of not less than five persons, who shall be chosen from DCC membership with at least one member from the central region and at least one member from the southern region and at least one member from the northern region.

“Regions” as used herein, are defined as: (1) Southern Region: that part of Alaska south of the Chulitna River Bridge on the Anchorage-Fairbanks (George Parks) Highway (2) Central Region: that part of Alaska between the Chulitna River Bridge mentioned above and Windy Bridge (Moody Bridge) over the Nenana River on the same highway; (3) Northern Region, Alaska north of Windy Bridge mentioned above. The Board of Directors may include one member who resides outside the state of Alaska.

**Section IV. Terms**

Each Board member shall be elected to three year terms.

**Section V. Nomination**

New Directors will be nominated as follows: The President shall pick a nominating committee. This committee shall choose nominees from regions where vacancies will occur on the Board, ninety days (early February) before the Annual Meeting. The nominating committee shall compose the master ballot, including a brief description of each candidate, and mail it to the general membership no later than 30 days and no greater than 90 days before the Annual Meeting.

**Section VI. Election**

Directors shall be elected by the membership at large. Ballots shall be sent to the membership as described above at least 30 days but not more than 90 days before the date of the Annual Meeting. Ballots must be received by the time the ballots are counted on the date of the Annual Meeting. Each member shall be allowed to vote for one candidate per vacancy. Votes will be counted on the date of the annual meeting and winners will be announced at the annual meeting. New Board members will take office at the first Board meeting following the annual meeting.

**Section VII. Vacancies**

Should a vacancy occur on the Board, the President shall immediately appoint a replacement to complete the remaining term of that vacancy. The replacement Director shall then be ratified by the membership at the next Annual meeting.

**Section VIII. Removal**

Any Director may be removed for cause. Removal shall require an affirmative vote of two thirds of all the remaining Directors.

**B. Membership**

**Section I. Prerequisites**

Any person who pledges their support for the goals and purposes of DCC may be admitted to membership upon payment of dues.

**Section II. Amount**

The amount of the dues is determined by the Board and is for one year.

**Section III. Classes**

Classes of membership are as follows: (a) Charter (b) voting and (c) non-voting. Charter members are those present at the organizational meeting held at Everett Drashner's house near Cantwell, Alaska on April 27, 1974. Voting members are all members whose dues are current.

## **C. Staff**

If funds (including membership contributions, gifts and grants) are sufficient, the Board may vote to hire staff to assist in executing the organization's mission. Duties and responsibilities for each employee will be determined by the DCC Board. The conditions of employment for each employee will be specified in a Letter of Agreement (LOA) that has been reviewed and accepted by the DCC Board of Directors. The LOA will be signed by the employee and at least one Director within a month of the hiring date.

## **IV. Officers**

### **A. Composition**

#### **Section I.**

The officers of DCC shall be President, Vice-President/Membership Chair, Secretary and Treasurer.

### **B. Duties**

#### **Section I. President**

The President shall preside at all Board and Annual meetings, shall choose the members of the nominating committee and of other committees as deemed necessary and shall execute DCC business at the direction of the Board of Directors.

#### **Section II. Vice-President/Membership Chair**

The Vice-President/Membership Chair shall preside at meetings in the absence of the President and shall assist the President when necessary. The Vice President/Membership Chair shall also keep a current list of all members amended frequently as dues arrive. S/he shall also prepare the official mailing list to be used to send information to DCC members.

#### **Section III. Secretary**

The Secretary shall take notes and produce typed minutes to be sent to the Board within one month following the meeting. These minutes shall be read by each board member prior to the next Board meeting and corrections made if requested. The Secretary shall process all mail received at the DCC address and write letters in response, if necessary, or designate another board member to prepare the response. Mail shall be sorted and sent to the appropriate board staff.

#### **Section IV. Treasurer**

The treasurer shall render a financial report at each meeting indicating cash on hand and bills payable. S/he shall keep the checkbook balanced and be informed by other Board members if deposits are made. Finally, s/he is responsible for reporting done to maintain DCC's non-profit status.

#### **Section V. Delegation of duties to staff**

If the organization has staff, the DCC Board may delegate duties to employees. Such duties may include processing mail and keeping a membership database.

**C. Election**

**Section I. Time**

The officers of the Board of Directors shall be elected annually by the Board itself at the first meeting succeeding the Annual Meeting.

**D. Terms and Vacancies**

**Section I. Terms**

Terms of Officers are one year beginning one the first meeting after the Annual Meeting

**Section II. Vacancies**

Any vacancy in an office shall be filled at the next meeting of the Board following notice of the vacancy.

**E. Removal**

**Section I.**

Any officer may be removed for cause. Removal shall require an affirmative vote of two thirds of all remaining members of the Board of Directors.

**V. Meetings**

**A. Annual**

**Section I.** The Board of Directors and the general membership of DCC shall hold an annual meeting in a Denali Borough Community.

**B. Other meetings**

**Section I.** The Board of Directors must hold at least two meetings each year, one of which may be the Annual Meeting. Additional meetings may be called by any member of the Board; that member will specify the time and place.

**Section II.** Should a physical meeting not be possible, a telephone meeting is acceptable.

**C. Quorum**

**Section I.** A quorum must be present at any meeting in order to do business. A quorum is defined at 51% of the entire Board (4 members, if there are 7 on the Board).

**D. Robert's Rules of Order**

**Section I.** Meetings shall be conducted according to Robert's Rules of Order

## **VI. Voting**

### **A. Board**

#### **Section I. Actions**

Votes on all questions before the Board of Directors, including elections of officers, will be based on a simple majority (51%). A quorum is required for such votes. Written proxies will be accepted and included. This procedure applies to phone and mail ballots. All actions voted upon by the Board shall be recorded in the minutes.

### **B. Membership**

#### **Section I.**

The membership shall be invited to vote on the election of Directors as described in IIIA, Section VI.

## **VII. Funding**

#### **Section I.**

The Board of Directors will raise funds for the operation of DCC in the following ways:

1. Dues charged to members
2. Grants applied for and received
3. Money-making projects

## **VIII. Budget**

### **A. Annual Budget**

#### **Section I. Fiscal Year**

The Fiscal Year of DCC is January 1 to December 31.

#### **Section II. Annual Budget**

The Treasurer shall present the Board the annual budget at the meeting proceeding January 1 of the next fiscal year

## **IX. Amendments**

**A. Amendment(s)** to these Bylaws must be passed by two thirds of the full Board of Directors

**B. Amendment(s)** may be considered only at regularly scheduled meetings of the Board of Directors and only when the proposed amendment has been distributed to the Board in advance.

**C. Written proxies**, specific to each amendment will be accepted at the time of the vote by the President.