

**BYLAWS**  
OF THE  
**ALASKAN SLED DOG & RACING ASSOCIATION**  
(AN ALASKAN NONPROFIT CORPORATION)

REVISED December 2016

P O BOX 110569  
ANCHORAGE, ALASKA 99511  
(907) 562-2235

## ARTICLE I

### NAME

This organization is incorporated under the laws of the State of Alaska and shall be known as “THE ALASKAN SLED DOG & RACING ASSOCIATION, INC”.

## ARTICLE II

### OFFICES

The Corporation shall maintain its principal office for the transaction of its business within the Third Judicial District, State of Alaska.

## ARTICLE III

### SEAL

The Corporation shall have a seal.

## ARTICLE IV

### OBJECT

As set forth in Article III of the Article of Incorporation, the object for which the Alaskan Sled Dog & Racing Association, Inc. is organized is exclusively for purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. These purposes include, but are not limited to, preserving cultural heritage of Alaskan dog Mushing, preserving and maintaining recreational areas for the youth and public of Alaska, combating juvenile delinquency, providing cultural and historical education regarding dog Mushing, and providing education for the prevention of abusive behavior or cruelty to dogs.

## ARTICLE V

### MEMBERSHIP

#### SECTION 1: Classes of Membership

##### (a) Regular Individual Membership

Regular membership in the Corporation shall be limited to persons of sound mind who are 18 years of age, or over. Each regular member shall have one (1) vote in the management of the Corporation. Regular membership in the Corporation may be obtained by submitting a properly completed membership application, together with payment of annual dues and any past due obligations of the applicant. In the event an application is rejected, the applicant shall be barred from reapplying for membership in the Corporation for a period of six (6) months following the date of the rejection, unless otherwise permitted by the Board.

##### (b) Regular Joint Membership

Regular Joint Membership in the Corporation shall be limited to three adult members who elect to apply for joint membership, each of whom are persons of sound mind who

are 18 years of age, or over. Each member in a Joint Membership shall have one (1) vote in the management of the Corporation. Joint Membership in the Corporation may be obtained by submitting a properly completed membership application, together with an initiation fee in an amount established by the Board of the Corporation and payment of annual dues and any past due obligations of all applicants. In the event an application is rejected, all three applicants shall be barred from reapplying for any membership in the Corporation for a period of six (6) months following the date of the rejection, unless otherwise permitted by the Board.

(c) Special event membership

Special event memberships are available for special events as designated by the Board of Directors. (for example Fun Runs) Special event members shall have no voting privileges in the Corporation.

(d) Business Membership

Business Memberships are available to any owner of a business with at least one owner who is age 18, or over. Business Members shall have no voting privileges in the Corporation. Business Members shall pay annual dues in an amount established by the Board, and shall be entitled to benefits as established by the Board.

(e) Associate Membership

Associate Membership is available to any person. Associate Members shall have no voting privileges in the Corporation. Associate Members shall pay annual dues in an amount as established by the Board, and shall be entitled to benefits as established by the Board.

(f) Honorary Membership

The Board of Directors, acting in its sole discretion, may award an Honorary Membership to any person it deems to be especially worthy of such membership. Honorary Members shall not be required to pay initiation fees or annual dues. The Board may choose to designate an Honorary Membership with voting privileges in the Corporation.

SECTION 2: Dues and Fees

Dues for each class of membership shall be determined from time to time by the Board of Directors, subject to the approval of the general membership, and shall be published to the public.

In the event an application for membership is rejected, any current fees or dues accompanying the application shall be refunded to the applicant. Any fees or other payment representing undisputed past obligations of the applicant to the Corporation shall be retained by the Corporation.

SECTION 3: Delinquency

All fees and annual dues associated with membership in the Corporation are due on or before December 31 of each year and shall be considered delinquent thirty (30) days after that date. Delinquent memberships may not be voted in Corporation business. All delinquent members shall be dropped from the roles and may be reinstated only after filing a new application in the same manner as new members.

SECTION 4: Probation and Expulsion

Any member of the Corporation may be placed on probation or expelled from membership upon recommendation by the Board of Directors and a vote of the membership,

when it appears to them that it is in the best interest of the Corporation that such member is so disciplined.

The Board of Directors, with the approval of the general membership, shall identify specific grounds or category of grounds which may form the basis for the probation or expulsion of a member from membership in the Corporation. Such grounds may extend, as way of example, to conduct by a member that is considered abusive or cruel to animals, or not in the best interests of the Corporation or the sport of Dog Mushing.

The process of probation or expulsion shall be initiated with the submission of a complaint to the Board alleging one or more of the grounds for expulsion. Any individual, organization or agency may submit a complaint to the Board for its consideration. The Board shall follow its established procedures in reviewing complaints and submitting them to the membership for a vote. A majority vote of those present is required to place a member on probation or to expel the member from the Corporation.

A member who fails to satisfactorily complete a probationary period, or who is expelled from membership, shall not be eligible to reapply for membership except upon petition to the Board. Upon receiving a petition for renewed membership, the Board shall decide whether to submit the petition to the membership for a vote, along with its recommendations to the membership. If a petition for membership renewal is submitted for a vote of the membership, a majority vote of those present is required to reinstate the member.

#### SECTION 5: Inactive Members

Any member of the Armed Forces transferred from the Greater Anchorage Area may, upon the request of the member, be carried on the roles as an inactive member. Upon the return of an inactive member, the member may reapply for active membership, upon the payment of current annual dues and any past due obligations of the member. If an inactive member returns to the Greater Anchorage Area and has not reapplied for active membership within one (1) year of such return, the member shall be dropped from the Corporation membership roles.

#### SECTION 6: Junior Alaskan Sled Dog and Racing Association

The JUNIOR ALASKAN SLED DOG & RACING ASSOCIATION shall be a division of, and under the sponsorship of, the ALASKAN SLED DOG & RACING ASSOCIATION, INC. Children ages 4 to 17 are eligible for membership in the Junior Alaskan Sled Dog & Racing Association. Upon reaching the age of eighteen (18) years, a member may apply for membership in the parent Corporation in the approved manner.

The Junior Alaskan Sled Dog & Racing Association shall operate under procedures developed by the Board of the Corporation and shall be responsible to the Board.

The Junior Alaskan Sled Dog & Racing Association shall determine its own race schedule, with the approval of the Board of the Corporation, and shall be responsible for its own financial affairs within the guidelines established by the Board of the Corporation.

## ARTICLE VI

### Board of Directors

#### SECTION 1: General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors.

#### SECTION 2: Number, Tenure and Qualifications

The Board of Directors shall be made up of nine (9) members, to be comprised of the four officers of the Corporation, plus seven additional (7) members, all of whom shall be elected from the general voting membership of the Corporation at the annual meeting of the Board of

Directors. The officers of the Corporation shall serve one-year terms as Directors, and may succeed themselves. The remaining Directors shall serve two-year terms. One half of the non-officer Directors shall be elected each year, with the remaining Directors continuing on in office for an additional year. The term of each director shall begin immediately after his or her election. Directors may succeed themselves.

The Board of Directors of this Corporation shall have the power to increase the number of Directors from the number provided in the Articles of Incorporation to any number not exceeding twenty-one (21) Directors.

Any Director may be removed from office at any time by a majority vote of the general voting membership. Any Director may be removed if the director fails to attend three (3) consecutive meetings without being excused by the Board. Any Director may resign at any time upon giving notice to the Board. Upon a mid-term vacancy on the Board, the Board President, with the approval of the remaining Directors, shall appoint a new Director, who shall serve for the unexpired term remaining.

To be eligible to be a director, a person shall be twenty-one (21) years of age or older and shall be a voting member of the Corporation in good standing. The judgment of the Board as to qualifications of any member shall be final and binding.

#### SECTION 3: Meetings

The annual meeting of the Board and of the Corporation shall be held on the 16<sup>th</sup> day of December in each year, or at such time as conveniently thereafter may be stated in a notice thereof.

The Board shall hold regular meetings of the membership at such times and places as is determined by the President, with the approval of the Board. Special meetings of the membership may be called at any time by the President, or may be called upon request of six (6) directors, or by twenty-five (25) members of the Corporation. The business to be conducted at a special membership meeting shall be limited to the subject identified in the notice of the special meeting.

Special meetings of the Board may be called at any time by the President or by request of six (6) directors, and may be held at any time and place, without notice, by consent of a majority of the directors.

#### SECTION 4: Notice/Place

No notice need be given of the annual or any regular meetings unless the time or place is other than that stated at the prior annual or regular meeting. Notice of any special meeting shall be given to current members of the Corporation at least two (2) days previously thereto by means that deemed best to give actual notice except that no notice shall be required for meetings held by unanimous consent of a majority of the voting members. Any director may waive notice of any meeting of the Board. The attendance of a director at a meeting of the Board shall constitute a waiver of notice, except where the director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Meetings shall be held at the offices of the Corporation or such other place as may from time to time be determined by the Board, the President, or as set forth in the notice.

#### SECTION 5: Quorum

The majority of the number of Directors shall constitute a quorum for a meeting of the Board. But if less than a majority of the Directors is present, the meeting may be adjourned from time to time without further notice.

Ten voting members of the Corporation in good standing, with no dues owing, shall constitute a quorum for the meeting of the Corporation.

SECTION 6: Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 7: Acting Without a Meeting

Any action that may be taken by the Board of Directors at a properly noticed meeting shall be approved by a majority of the directors present. Business transacted at any other meeting of the Board, however called and noticed, and wherever held, or if no meeting is held, shall be valid if a majority of all directors execute approval of the business. Such approval shall be contained in the minutes thereof or any other written record of the action taken. Such written approval shall be made a part of the minutes of the Board.

SECTION 8: Compensation

Unless a resolution of the Board shall provide otherwise, no director shall be compensated for service to the Corporation as a director, except for reimbursement of the director's approved expenses incurred in furthering the business of the Corporation. This shall not preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

SECTION 9: Committees of the Board

The Board of Directors ordinarily shall operate as a committee of the whole. However, the President may appoint such standing or special committees, subject to the approval of the Board, composed of directors and other persons as is deemed necessary to further the business of the Corporation. The term of all committees will terminate at the conclusion of the Corporation's annual election meeting.

SECTION 10: Powers

The Board of Directors shall have and exercise all powers, without limitation, which are by law allowed the Board of Directors of a nonprofit Corporation.

The Board of Directors does not have the authority to waive or amend the duly adopted Racing Rules without a vote of the voting membership at a regularly scheduled general meeting for which notice of any proposed amendment or waiver is sent to the entire voting membership at least ten days prior to said meeting.

SECTION 11: Indemnification

In acting for the Corporation, directors may rely upon financial records and reports prepared by agents of the Corporation. Each director is entitled by right to defense, indemnification and to be held harmless by the corporation for any liability of any kind arising out of the performance of the director's duties which a director may suffer or for actions threatened against a director arising from the director's actions and decisions made for and on behalf of the Corporation to the maximum extent permitted by law. The Board shall keep in full force and effect sufficient directors' liability and errors and omissions insurance to provide the indemnification required herein.

## ARTICE VII

### OFFICERS

SECTION 1: Officers

The officers of this Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board of Directors shall deem necessary and proper to expedite the affairs of the Corporation.

SECTION 2: Term

Officers of the Corporation shall serve one (1) year terms.

SECTION 3:           President

The President shall preside at all meetings of the Corporation and perform all duties incident to that office. The President shall, subject to the approval of the Board of Directors, appoint all committees and shall be an ex-officio member of all committees of the Corporation. The President may, at the annual meeting of the Corporation and at such other times as he or she may deem proper, recommend to the membership or the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Corporation.

SECTION 4:           Vice-President

In the absence of the President, the Vice-President shall act in the President's place and stead and shall be vested with all of the powers and perform all of the duties of the President, in that event.

SECTION 5:           Secretary

It shall be the duty of the Secretary to keep a record of the proceedings of the Board of Directors and of the membership meetings, to keep the corporate seal of the Corporation and to affix such corporate seal to all papers requiring the seal of the corporation, to discharge such other duties as pertain to the office of Secretary and as may be prescribed by the Board of Directors.

SECTION 6:           Treasurer

It shall be the duty of the treasurer to maintain proper financial records of the Corporation, to receive and hold the funds of the Corporation and to pay them out as prescribed by the Board of Directors. The Treasurer shall furnish and submit at each annual meeting of the membership, and at any other time as may be prescribed by the Board of Directors, a full statement of the Corporation's accounts for the past year. The Treasurer shall be bonded for a sum not less than Five Thousand Dollars (\$5,000.00), with such bond to be furnished by, and at the expense of the Corporation. The Board of Directors may, in its discretion, waive the posting of a bond.

SECTION 7:           Salaried Employees

All salaried employees of the Corporation shall furnish a bond in amounts to be determined by the Board. However, the Board of Directors may, in its discretion, waive the posting of a bond.

## ARTICLE VIII

### COMMITTEES

SECTION 1:           Appointment

The President of the Corporation shall appoint the chair of all committees and may appoint the membership of said committees. All of said appointments shall be subject to the approval of the Board of Directors and such approval shall require a majority of the directors.

SECTION 2:           Authority of Committees

It shall be the function of each Committee to investigate and make recommendations within the scope designated by the president of the Board. The committee shall make written or oral reports to the Board of Directors at such times and places as requested by the President.

SECTION 3:           Committee Meetings

Meetings of a committee may be called at any time by the President or by the Chair of

such committee.

## ARTICLE IX

### FUNDS

#### SECTION 1: Control

The disposition of all funds of the Corporation shall be under the direction and control of the Board of Directors.

#### SECTION 2: Uses

No obligations or expense shall be incurred, and no money shall be appropriated or paid out of general fund, except for current expenses and for such other purpose as provided in the Articles of Incorporation. In no event shall money belonging to the Corporation be expended for other than Corporation purposes.

#### SECTION 3: Approval

No disbursement of funds of the Corporation shall be made in excess of an amount approved by general resolution of the Board, or which is not expressly contained in the approved budget authorized by the Board of Directors, unless the same has been otherwise approved by the Board of Directors. If the Board of Directors gives emergency approval for the expenditure of funds, it shall provide notice of such approval in the minutes of the next regular or special meeting of the Board.

#### SECTION 4: Receipts

1. The receipts from the membership dues and other sources, when the disposition thereof is not specifically designated, shall constitute the general fund of the corporation.

2. Receipts from charitable gaming activities conducted under AS 05.15 shall be separately accounted for within the general fund of the Corporation. Upon the Corporation's dissolution, any net proceeds from charitable gaming conducted under AS 05.15 which shall remain in the Corporation's general fund shall be transferred to a charitable organization as defined under AS 05.15.690(5) or another qualified organization that is authorized to conduct an activity under AS 05.15, as determined by the Board

## ARTICLE X

### ELECTIONS

#### SECTION 1: Date of Election

The election of the Officers and the Board of Directors shall be held at the Corporation's regular elections meeting, to be held at a date and time established by the Board of Directors.

#### SECTION 2: Nominating

The Board of Directors shall appoint a nominating committee of active members in good standing who are not members of the Board of Directors. The Nominating committee shall prepare a list of candidates willing to stand for election to office, to be placed on the official ballot. At least thirty (30) days prior to the date set for the election, the President shall ask for nominations from the floor. The name of any voting member in good standing, nominated for and properly seconded, shall be placed on the official ballot. Nominations of candidates for office shall close at least twenty-one (21) days prior to the date set for election.

#### SECTION 3: Voting



All voting shall be by secret ballot. Ballots shall be constructed so that the identity of the member can be determined without seeing the manner in which the member has voted and so that such identification of the member can be removed from the ballot before the ballot is counted. A ballot shall be mailed electronically or as a hard copy to each voting member in good standing at least fourteen (14) days prior to the date set for the election. Each such member shall be entitled to vote only one ballot in the election. No proxy voting shall be allowed. Mailed ballots for the election shall be received on or before the date set for the election. Ballots not timely received, shall not be counted.

SECTION 4: Inspection of Election

Ballots shall be counted at a general meeting of the Corporation called for that purpose, in conformity with such rules and regulations as the Board of Directors may adopt. The President shall appoint from voting members in good standing, who are not candidates, a committee of three (3) inspectors of election, whose duties shall be to conduct and supervise the election, to receive the ballots and determine the validity of each, to count the ballots and to report the results of the election to the Board of Directors. The Secretary shall prepare a current list of all members entitled to vote and shall maintain a record of each member voting in the election. The Secretary shall ensure that any required identification of a voting member contained with the ballot is removed before delivering the ballot to the inspectors of the election.

ARTICLE XI

GENERAL PROVISIONS

SECTION 1: Salaries

The salaries of employees of the Corporation shall be fixed by the Board of Directors.

SECTION 2: Liability

The Board of Directors shall not make obligations or incur liabilities on the Corporation in excess of the net income of the corporation without prior approval of the membership. No contract or agreement shall be binding upon the Corporation unless said contract or agreement is authorized by the Board of Directors of the Corporation, evidenced by a resolution by the Board of Directors. Any contract or agreement shall be signed by the President and the Secretary of the Corporation, unless otherwise authorized by resolution of the Board.

SECTION 3: Parliamentary Rules

Corporation meetings, including those of the Board of Directors shall be conducted according to, and be governed by, the latest edition of Roberts' Rules of Order.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year, January 1 to December 31.

ARTICLE XIII

SPECIAL PROVISIONS

The Corporation shall have no authority to take any action, and shall take no action, which is prohibited for nonprofit Corporations or which jeopardizes the Corporation's tax exempt status under the laws of Alaska or the United States of America.

ARTICLE XIV

AMENDMENTS

SECTION 1: Amendment of Bylaws

These bylaws may be amended or altered by a two-thirds (2/3) vote of those present at any regular or special meeting of the Corporation, provided notice of proposed changes has been mailed or emailed to each voting member not less than ten (10) days prior to the date set for such meeting.

SECTION 2: Approval

All proposed amendments shall first receive the approval of the Board of Directors.

KNOW ALL MEN BY THESE PRESENTS: that the undersigned Officers of the Alaskan Sled Dog & Racing Association, Inc. do hereby certify that the above and foregoing Bylaws were duly adopted by the Board of Directors as the Bylaws of the Corporation, this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

\_\_\_\_\_

\_\_\_\_\_  
President, Christine Tozier  
Secretary, Fran Pekar