

**BYLAWS
OF
ARCTIC ORIENTEERING CLUB, INC.**

Article 1: PRINCIPAL OFFICE

The principal office of the Arctic Orienteering Club, Inc., hereinafter referred to as the Club, shall be located at Anchorage, Alaska. The Club may have such other offices, either within or without the State of Alaska, as the Executive Board may designate or as the business of the Club may require from time to time.

Article 2: PURPOSE

The object and purpose of this Corporation shall be to operate exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and to the extent not inconsistent therewith to stimulate participation in orienteering through organized events, to increase enjoyment of natural resources and respect for wildlife and the environment, to explore the basic need for a healthful lifestyle, and to instruct in the use of maps and compasses to assist in fulfilling these purposes.

Article 3: AFFILIATION

The Club recognizes the United States Orienteering Federation (USOF) and the International Orienteering Federation (IOF) as the national and world governing bodies, respectively, of orienteering and shall abide by their rules and regulations except where prevented by local conditions, laws or customs.

Article 4: MEMBERSHIP

4.1 Unlimited Membership. The membership of this organization shall be unlimited and any person shall be eligible for membership as provided herein.

4.2 Membership Categories. Membership categories shall consist of single memberships, family memberships, and youth memberships. The single membership shall be allotted one vote. The family memberships shall include the members of an immediate family, and shall be allotted one vote per adult, with a maximum of two votes. The youth membership shall be for persons under eighteen years of age as of December 31st of the current year. Youth members will not be eligible to vote or hold office.

4.3 Membership Dues. The amount of the annual dues shall be established by the Executive Board. Dues may not be changed more than once a year.

4.4 Payment of Dues. Dues shall be paid annually for a calendar year membership, terminating December 31st of the calendar year. A grace period will extend all rights of membership until May 31st of the next year. The Vice-President of Membership shall terminate membership of previous year members whose dues are not paid by May 31st of the following year.

4.5 Nonliability of Members. No member, solely by virtue of being a member of the Club, shall be liable for the debts, liabilities or obligations of the Club.

Article 5: POLICY GUIDELINES

5.1 Policy Guidelines shall be adopted by a majority vote of the Executive Board and shall set forth in detail the operation of the Club. They shall be kept by the Secretary in a notebook along with these Bylaws and all resolutions. They shall also be posted on the Club's website.

5.2 The policy guidelines may be amended at any Executive Board meeting by a majority vote or at the Club annual meeting by a 65% vote, and shall become effective when signed by the President.

Article 6: MEETINGS

6.1 Annual Meeting. The annual meeting of the members shall be held in the third quarter of the year for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

6.2 Special Meetings. Special meetings of the members may be called by the President or by the Executive Board or upon the written request of ten members of the Club. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least ten days notice shall be given on the Club's website.

6.3 Quorum. Ten members of the Club shall constitute a quorum at the annual meeting or at a special meeting. Five members of the Executive Board shall constitute a quorum at Board meetings.

6.4 Voting. Voting shall be determined by majority rule unless a higher percentage is specified for a particular matter.

6.5 Mail Voting. Items requiring a vote of the Club membership may be handled by mail ballot. A minimum return of votes by 10% of the members in good standing shall be required to validate the election. A mailed ballot must be signed by the voter.

6.6 E-mail Voting. The Executive Board may authorize a vote to be conducted by e-mail. Ballots shall be e-mailed to all members who have provided an e-mail address, and paper ballots shall be mailed to all other members. The ballots shall specify a deadline for votes to be received or postmarked. Votes cast by e-mail shall be e-mailed to the Secretary. In the case of a family membership, a vote cast by e-mail shall be counted as one vote unless the e-mail vote specifies that it should be counted as two votes. An e-mail vote shall not be valid unless at least 10% of the members respond within the time specified in the ballot. The outcome shall be determined by majority vote of those responding, unless a higher percentage is required by these bylaws.

Article 7: OFFICERS

7.1 Officers. The officers of the Club shall be the President, the seven Vice-Presidents, the Secretary, and the Treasurer. All officers shall be members of the Club in good standing and shall perform the duties prescribed by these Bylaws.

7.2 President. The President shall coordinate the affairs of the Club and preside at meetings.

7.3 Administrative Vice President. The Administrative Vice-President shall assist the President and shall assume the duties of the President in the President's absence.

7.4 Secretary. The Secretary shall maintain current records of the general affairs of the Club, including meeting minutes and correspondence. The Secretary shall keep the Articles of Incorporation, Certificate of Incorporation, Bylaws, Policy Guidelines and resolutions in a binder, and may post any of these documents on the Club's webpage.

- 7.5 Treasurer.** The Treasurer shall maintain accurate and current records of the financial affairs of the Club.
- 7.6 Vice President of Media.** The Vice President of Media shall promote the Club and specific events, including disseminating news of Club activities (newspaper and website), and contacting potential sponsors for donations.
- 7.7 Vice President of Equipment.** The Vice President of Equipment shall store, care for and monitor the Club's equipment, including providing forms and supplies for Club functions.
- 7.8 Vice President of Mapping.** The Vice President of Mapping shall identify and review locations suitable for Club events and coordinate the preparation of suitable maps.
- 7.9 Vice President of Training.** The Vice President of Training shall organize and direct the teaching of orienteering skills in schools, lectures and workshops.
- 7.10 Vice President of Events.** The Vice President of Events shall propose a schedule of events, secure permission from land owners, designate meet directors for events, and coordinate assistance and training for meet directors.
- 7.11 Vice President of Membership.** The Vice President of Membership shall maintain an accurate and current list of members and interested non-members, and shall notify those whose membership has expired.
- 7.12 Officer Benefits.** Each Officer shall receive a free individual membership and season pass or a 50% discount on a family membership and season pass.
- 7.13 Election of Officers.** Officers shall be elected by the membership at the annual meeting, under such rules as the Executive Board may adopt. Terms of office shall begin immediately and Officers shall serve until the next annual meeting. If a vacancy occurs, the President may appoint a member to serve the remainder of the term. No member shall hold more than two elected offices at one time
- 7.14 Audit Committee.** An Audit Committee of two members, not including the President or Treasurer, shall be appointed by the President at the annual meeting. The Audit Committee duty shall review the Treasurer's accounts at the close of the fiscal year and report at the first Executive Board meeting following March 1st. The Audit Committee's summary report shall be available to the general membership.
- 7.16 Reimbursement.** Any Club officer will be reimbursed for Club related expenses up to a maximum set by the Policy Guidelines without needing prior approval. Any expenses over that amount needs prior Executive Board approval. No automobile or travel expenses shall be reimbursed.

Article 8: EXECUTIVE BOARD

- 8.1 Members.** The officers of the Club and three elected at-large Board members shall constitute the Executive Board. No member shall have more than one vote on the Executive Board.
- 8.2 Duties.** The Executive Board shall have general supervision of the affairs of the Club between its meetings, fix the hour and place of meetings, make recommendations to the Club, and perform other duties as are specified in these Bylaws. The Executive Board shall be subject to the order of the Club and none of its acts shall conflict with action taken by the Club.
- 8.3 Board Meetings.** The regular meetings of the Executive Board shall be held at a time and place announced at least two weeks prior to the meeting. Special meetings of

the Board may be called by the President or shall be called upon request of three members of the Board, and shall be announced at least two weeks prior to the meeting. Notice of regular and special Board meetings may given by telephone, by e-mail, in writing, by fax or in person. Notice of regular and special Board meetings shall also be posted on the Club's webpage, but failure to post such notice shall not invalidate any action taken at a Board meeting. Board meetings may be attended by any Club member in good standing.

8.4 Emergency Meetings. The President or three Officers may call an emergency meeting by telephone or e-mail at any time upon 24 hours notice. Action taken at an emergency meeting shall be limited to matters necessary to respond to the emergency. In the case of an e-mail meeting, votes may be cast by e-mail by the Board members.

8.5 No compensation. The Executive Board members shall not receive salaries unless otherwise provided by the Executive Board.

8.6 Coordinators and Directors. The Executive Board may appoint Coordinators or Directors for specific Club purposes.

8.7 Members At Large. The three Members At Large shall be elected to the Executive Board at the Annual Meeting. Nominations from the floor shall be accepted in addition to candidates nominated by the Executive Board. The Members At Large shall be elected on a single ballot, each Club member casting three votes. The three candidates receiving the greatest number of votes shall be elected. In the event of a tie, there shall be a run-off election. The elected Members At Large shall serve for one year, beginning immediately. Should a vacancy occur among the Members At Large, the Executive Board may appoint a Club member to serve the remainder of the vacated term.

8.8 Removal of Executive Board Members. A Member of the Executive Board may be removed for cause at any time by the vote of five or more members of the Executive Board, or by the vote of a majority of the Club membership.

Article 9: CONTRACTS, LOANS, CHECKS AND DEPOSITS

9.1 Contracts. The Executive Board may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

9.2 Loans. No loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. No loans shall be made by the Club to its Executive Board members or Club members.

9.3 Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be signed by an Officer or Officers in accordance with the Policy Guidelines. Checks in excess of \$200 require the approval of the Executive Board.

9.4 Deposits. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Executive Board may select.

Article 10: MEETS

10.1 Scheduling. The scheduling of Club meets shall be coordinated with the schedules of other clubs, holidays, and other pertinent events in accordance with the Policy Guidelines.

10.2 Meet Directors. Each meet shall have a Meet Director appointed by the Vice-President of Events, except any Meet Director of a meet intended to be sanctioned by the United States Orienteering Federation as Class A, shall be appointed by the Executive Board. Each Meet Director shall be responsible for the conduct of the meet in accordance with the policies of the Club, and the applicable national and international standards of fairness and safety. All meet revenues shall be remitted to the Club. Meet Directors may be reimbursed from meet revenues for actual expenses incurred for putting on the meet, according to the Policy Guidelines.

Article 11: CLUB NEWS

The Club shall inform members and other interested parties of coming events, results of past events, and other pertinent information, under the guidance of the Executive Board, and in a timely manner.

Article 12: FISCAL YEAR

The fiscal year of the Club shall be the calendar year.

Article 13: INDEMNIFICATION

Each Officer now or hereafter serving the Club and his respective heirs, executors and personal representatives, shall be indemnified by the Club against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been an Officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of his duties; but such indemnification shall not be deemed exclusive of any other right to which such person may be entitled under any bylaw, agreement, vote of the board, vote of the members, or otherwise.

Article 14: LIMITATION ON AUTHORITY

No Officer or member of this Club shall use such position or membership as a means of furthering any personal, political or other aspirations, nor shall the Club as a whole take part in any movement not in keeping with its real and established aims and purposes as set forth in these Bylaws and the Articles of Incorporation.

Article 15: AMENDMENT OF BYLAWS

These Bylaws may be amended by two-thirds of those members voting at the annual meeting. If ballots have been mailed to the membership at large then the Bylaws shall be amended if two-thirds of the returned ballots approve the amendment, provided the ballots are signed by the members and further provided ballots are received from at least 10% of the eligible members.

Article 16: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

Signed: _____,
President

Date: _____