

**Alaska Mountain and Wilderness
Huts Association**

Bylaws

adopted 11/11/98; amendments adopted 4/20/04 and 10/28/06

Article 1. General

1.1 Name

The corporation shall be called the Alaska Mountain and Wilderness Huts Association, in these bylaws referred to as "the association," and may operate under another or other names as determined by the board of directors.

1.2 Corporation Overview

The association, incorporated as a non-profit corporation in 1998 under the laws of Alaska, shall provide wilderness education opportunities in an Alaska back country setting, using its own huts and trails system(s) designed for this purpose.

1.3 Principal Office

The association's principal office shall be located in Anchorage, Alaska.

1.4 Articles of Incorporation

The association's articles of incorporation are adopted as a part of these bylaws and shall be attached whenever these bylaws are reproduced or distributed.

1.5 Nondiscrimination

All of the association's policies and all of its activities shall be conducted without any form of illegal discrimination.

Article 2. Purpose

2.1 Primary Purpose

The association is organized exclusively for charitable, scientific, and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, to benefit people living in or visiting Alaska by encouraging and fostering the experience, study, and appreciation of wilderness, the natural environment, and the relationship of human culture to the natural environment by:

- Building and/or maintaining one or more hut to hut hiking trail systems in the back country areas of Alaska.

- Planning, organizing, and developing educational courses for remote on-site study of wilderness, the natural environment, and the relationship of human culture to the natural world.
- Gathering and disseminating information and providing technical assistance relative to the above purposes to public and private entities.
- Raising funds to be used for and to benefit the above-stated purposes.

2.2 Guiding Principles

The board of directors shall develop, annually review, and adhere to a "guiding principles" document that further describes subsidiary goals of the association.

Article 3. Proscribed Activities

The association shall not be active in elective politics, or in campaigning for or against any candidate or cause except its own. Board members shall adhere to the proscribed activities noted in Articles IV and V of the association's articles of incorporation.

Article 4. Membership

4.1 Regular Members

Any person interested in supporting the purposes of the association may become an individual or family member of the association by applying for membership and submitting a membership fee, to be set by the board of directors. Regular members shall be entitled to programs of the association, in a manner determined by the board of directors, and for any other benefits the board may establish.

4.2 Advisory Members

Any regular member with special expertise or influence may, upon approval of the board, become an advisory member, to aid the board of directors in meeting the organization's purpose and goals. Those wishing to be considered shall apply to the board or executive director, or the board may ask a person to become an advisory member. In addition to the benefits accorded a regular member, advisory members shall be entitled to listing in corporation publications, as determined by the board, with an indication of their expertise or organization they represent.

4.3 Business and Corporate Members

Businesses and organizations that have purposes compatible with the purpose of the association may become members with the approval of the board and upon payment of a membership fee determined by the board.

4.4 Other Membership Classes

The board of directors may establish honorary, lifetime, or other classes of membership as it deems appropriate and in the best interest of the association.

Article 5. Board of Directors

5.1 Composition of Board of Directors

The board of directors shall consist of at least five persons and not more than 15 persons, not counting any ex officio non-voting members, the specific number to be set by the board itself. All board members shall be required to be members of the association.

5.2 Election of Directors

The board of directors shall establish a nominating committee annually to nominate from the membership candidates for election to fill expiring seats on the board. The committee shall present candidates to the board by December 31 of each year. Terms normally will begin and end with the association's annual meeting, but directors shall serve until their seats are actually filled. New board members shall be selected by vote of the existing board.

The initial board shall be divided as closely as possible into thirds, with one-third serving one year terms, one-third serving two-year terms, and one-third serving three-year terms. As each of the terms expires, the board shall hold an election for a new term to last three years, so that the terms are staggered and only about one-third of the board is replaced in any given year. The board may appoint a new board member to fill out the term remaining for any seat vacated before the term expired.

The board may remove any of its members for any reason, and without statement of reason, if such action is approved by at least two-thirds of all members of the board (not just two-thirds of a quorum).

5.3 Meetings

Annual meeting

An annual meeting of the board of directors shall be held in the first quarter of each calendar year at a place and a time set by the board of directors. Failure to hold the meeting on this schedule shall not work a forfeiture or dissolution of the association. The purpose of meeting shall be to announce new board members to fill seats with expiring terms, to announce officers, and to gather association members for a brief review of the past year and prospects for the future of the association and for a review of the association's financial matters.

Other Meetings

The board of directors shall meet as often as it sees fit but no less than once every quarter, including the annual meeting. Any board member may call a meeting with the endorsement of at least one third of the board.

Notice of meetings

Notice of meetings shall always be provided such that all board members are afforded a reasonable opportunity to attend. Notice of annual meetings shall be provided at least 21 days in advance of the meeting, with notice sent to each board member at his or her last known address or phone number. Notice of other meetings shall be provided at least 14 days in advance unless all members agree to schedule a meeting with shorter notice. Notice may be by any oral or written means, including fax, electronic mail, and telephone answering machine.

5.4 Quorum

A quorum for any meeting of the board shall be at least 50 percent of board members. No question of employment or personnel issues affecting employee-directors shall be decided without the presence of at least 50 percent of those board members eligible to vote on such issues (that is, at least 50 percent of all non-employee board members)—see Article 5, section 5.6.

5.5 Board and Meeting Procedures

The board will generally act on a consensus basis, defined as follows. The board will maintain efficiency by (1) following the general principles of Robert's Rules of Order, (2) determining consensus by unanimous vote of those present, and (3) maintaining the option for any given issue to waive (by consensus vote) the consensus rule, in which case the decision would be made by simple majority unless a greater percentage were specified by the board. One person shall be afforded one vote. In unusual circumstances, the president of the board may authorize telephone, e-mail, or fax voting on any single or limited set of issues without a meeting. Officers conducting such a vote shall make a reasonable attempt to contact all board members and must contact at least three-fourths of them to effect a valid vote. All contacted must cast an affirmative vote for the adoption of any matter voted upon in this manner.

The board shall keep minutes of any board meeting.

Meetings shall be open to participation by members unless there is a reasonable and compelling reason, as determined by the board, to close a specific meeting to such participation.

5.6 Powers and Duties, and Limitations on Powers

The board of directors shall have ultimate responsibility for the successful operation of the association and for seeing that the organization meets its stated purpose and goals as outlined in the articles of incorporation, in these bylaws, and in the "guiding principles" document. Specific major duties of the board shall include, but are not limited to:

- Approving the annual budget and any large expense in excess of a limit set by the board.
- Approving, amending, and annually reviewing the association's articles of incorporation, bylaws, guiding principles, and master plan.
- Appointing, discharging, overseeing, and approving the actions of an executive director.

Each board member shall have the duty of attending all meetings of the board and actively participating in board business. Failure to attend and participate in more than 20 percent of meetings over six months may be grounds to consider removal of a board member from the board.

All board members shall be empowered to represent the organization to the public between meetings and shall have the duty of accurately representing positions of the board as a whole, regardless of their personal feelings on any given issue.

5.7 Officers

Officers of the board of directors shall include president, vice presidents as outlined below, secretary, and treasurer. The board shall choose these positions from among board members. Any of the vice president positions may be combined in one person or combined with the office of treasurer. The officers shall serve one-year terms, from annual meeting to annual meeting.

The president shall govern meetings of the board and coordinate the overall efforts of the board with the goal of satisfying the purposes for which the association was formed. The president shall sign on behalf of the board any association document or resolution adopted by the board.

To further the main purposes of the organization, the vice presidents shall be:

- A vice president for organization and membership, who shall oversee the maintenance and health of the association itself. The person holding this office shall serve as president in the president's absence.
- A vice president for education and programs, who shall oversee the association's interpretive and wilderness education mission.
- A vice president for facilities, who shall oversee buildings, trails, and the association's physical property.

The secretary shall be responsible for maintaining the historical record of board meetings and official board actions, for ensuring that meetings are held and run in accordance with these bylaws, for filing reports and notices required of nonprofit corporations by the State of Alaska, for handling association mail, and for generally fostering communications between board members.

The treasurer shall be responsible for maintaining accurate records of association finances, preparing an annual financial report and other such reports as required by the board, handling association monies as directed by the board (see also Article 9), and participating in preparation of the biennial report required by the State of Alaska.

The board shall elect a replacement to serve out the term of any officer who vacates an office for any reason.

5.8 Compensation

All directors initially shall serve in their capacity as board members without compensation. The board may decide, by consensus only, to compensate board members for expenses incurred on behalf of the organization, for activities authorized by the board. The board may also decide, by consensus only, to compensate board members for their service if the organization is generating sufficient revenue to justify such compensation.

Article 6. Employees

6.1 Executive Director or Other Employees

The board may establish a position of executive director or other employee positions. The executive director and any other employees hired directly by the board shall serve at the pleasure of the board.

6.2 Executive Director on the Board of Directors

The executive director shall serve as an ex-officio non-voting member of the board of directors.

6.3 Executive Director Powers and Duties

The executive director's duties shall be to manage the day-to-day operations of the corporation and to serve the board of directors as the board sees fit. The board shall adopt by resolution policies outlining delegation of powers to an executive director and reservation of powers to the board, or shall amend these bylaws to do so, at the time of hiring a first executive director.

6.4 Compensation for Executive Director and Employees

Employees shall be paid reasonable, competitive wages. Compensation for the most highly paid individual shall be some multiple of not more than six times that of the lowest paid individual, on the basis of per-hour compensation equivalence, the actual multiple to be set by the board of directors.

Article 7. Indemnification and Insurance

The association shall indemnify its directors, and others as noted in Article VII of the association's articles of incorporation, as stated in that article.

At a time deemed appropriate by the board of directors, based on the association's exposure to risk, the association shall establish and maintain liability insurance.

Article 8. Dissolution

Should the association be dissolved, the board of directors shall follow the direction of Article VIII of the association's articles of incorporation. In the event that hut facilities are located on government land, hut facilities shall be transferred to the appropriate government land management agency (i.e. one on whose land the huts are placed) or to an organization qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 that is acceptable to that government land management agency.

Article 9. Contracts, Loans, Checks, and Deposits

The association's fiscal year shall be the calendar year.

The board of directors shall direct the treasurer to establish such accounts in banks or other financial institutions as the board deems appropriate in which to deposit the association's financial assets. The treasurer shall ensure that a responsible person promptly deposits into these accounts any check, cash amount, or other financial asset the association receives.

Officers authorized by the board of directors may execute bonds, mortgages, contracts, leases, agreements, and other legal documents. The board shall authorize by resolution the treasurer or executive director to make payments as needed from the association's financial accounts for reasonable, non-controversial, day-to-day needs. Any substantial payment shall require specific authorization by the board. The board shall establish guidelines for distinguishing which payments require specific board authorization.

Article 10. Committees

The board of directors may establish committees as it deems appropriate to satisfy the purposes of the association. These normally will be composed of board members or association members, or a combination of both, but may also include members of the general public. Such committees shall have such authority as the board of directors shall establish.

Article 11. Conflict of Interest

No member of the board of directors shall vote or otherwise participate in any decisions of the board if such vote or participation involves that board member in a conflict of interest or creates the appearance of such a conflict.