

BYLAWS
OF THE
IRISH CLUB OF ALASKA

ARTICLE I

OFFICES

Section 1. Registered Office and Registered Agent.

The Registered Office of the Irish Club of Alaska (“ICA” or “the Corporation”) shall be located at 1201 Denali St., Apt. 207, Anchorage, Alaska and may be changed by a resolution of the Board of Directors (“Board”), which shall then be filed with the State of Alaska. The name of the Registered Agent at this address is Kathleen D. O’Dell. The Registered Office and Registered Agent may be changed by the Board.

Section 2. Principal Office.

The principal office of the Corporation shall be located in Anchorage, Alaska. The Corporation may have other offices, either within or outside the State of Alaska as determined by the Board.

ARTICLE II

BUSINESS AND PURPOSE

The purposes for which this corporation is organized are:

1. To provide the public with quality learning opportunities regarding Ireland and Irish culture and history.
2. To produce and provide quality performances to the public, employing the talents of the Irish and Irish-American heritage, music, and arts community.
3. To foster greater cultural exchange and understanding between Ireland and America.
4. To interface with existing arts and educational organizations to better serve the cultural communities of Anchorage, Alaska.
5. To create an opportunity for informal community interaction in Anchorage and other areas in Alaska based on interest in Irish culture and history.

6. To engage in any and all other lawful business activity provided, however, that the purposes for which the Irish Club of Alaska is formed will at all times comply with Section 501(c)3 of the Internal Revenue Code of 1954 as amended (the “Code”).

ARTICLE III MEMBERSHIP

Section 1. Eligibility and Qualifications.

Individuals are eligible and qualified as Members by completion of an ICA application, acceptance by the Board, and payment of either Annual Membership or Sustaining Membership dues.

Section 2. Membership Dues.

Annual Membership and Sustaining Membership dues are established by the Board. For all Members, continued membership is contingent upon being up-to-date with membership dues.

Section 3. Rights of Members.

Each Member shall be eligible to appoint one voting representative (proxy) to cast the Member’s vote in annual elections. The Membership of the Corporation shall have the authority to elect Directors and to vote on any proposal of merger, consolidation, or dissolution of the Corporation.

Section 4. Resignation and Termination.

Any Member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A Member may have their membership terminated by a majority vote of the Board.

ARTICLE IV MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting.

An annual meeting of the Membership shall be held in the first quarter of each year for the purpose of electing Directors and for the transaction of any other business of the Membership.

Section 2. Special Meetings.

Special meetings of the Membership may be called by the Presiding Officer of the Board, the Board, or if Members other than the Board, by not less than one-tenth of the Membership.

Section 3. Place of Meeting.

The Board may designate any place, including online, either within or outside the State of Alaska, as the place of meeting for any annual or special meeting of the Membership.

Section 4. Notice of Meetings.

Written notice stating the place, day, and hour of any meeting of the Membership shall be delivered by email to the most current email address on the membership record for each Member entitled to vote at the meeting, not less than ten nor more than fifty days before the date of the meeting. If a Member does not receive email correspondence, the notice will be mailed to the most current mailing address via USPS not less than ten nor more than fifty days before the date of the meeting.

Section 5. Quorum.

Members holding one-tenth of the votes entitled to be cast on the matter to be voted on represented in person, by remote communication, or by proxy constitute a quorum. If a quorum is not present at any meetings of Members, a majority of the Members present may recess the meeting from time to time without further notice. Once a quorum has been established, no departure of a Member or Members shall defeat the quorum, and the Membership may conduct business.

Section 6. Proxies.

Any Member entitled to vote may vote by proxy. The proxy shall be in writing and executed by the Member granting it, or by the attorney-in-fact for the Member. A proxy is not valid after eleven months from the date of its execution.

A proxy executed by electronic transmission, such as email, must be directed to the person who will be the holder of the proxy and to the Secretary and include information that demonstrates that the Member authorized the transmission.

Section 7. Manner of Membership Action.

At a meeting at which a quorum is present, the majority of the votes represented at the meeting constitute the act of the Membership. If voting is by mail, a vote of a majority of a quorum of the Membership constitutes the act of the Membership.

ARTICLE V
BOARD OF DIRECTORS

Section 1. General Powers.

The business and affairs of the ICA will be managed by its Board. The ICA is governed solely by the Board.

Section 2. Election Qualifications and Process.

Any Member in good standing with the ICA may be elected to the Board. Any Member seeking election to the Board, or a Board Director seeking re-election, must notify the Board Secretary thirty (30) days in advance of the Annual Meeting and notice must be sent out to the general membership by the Board Secretary ten (10) days in advance of the Annual Meeting.

Section 3. Number, Tenure, and Qualifications.

The number of Directors of the corporation will be at least eleven (11) and no more than twenty-five(25). Each Director shall hold office for a one-year term and until his or her successor shall have been elected and qualified. No amendment of these Bylaws reducing the number of Directors shall reduce the terms of any incumbent Director. If any of the eleven to twenty-five Director positions are not filled, any of these Director positions may be filled by reason of an increase in the number of directors and shall be filled by the Board for a term of office which continues only until the next election of Directors.

Section 4. Term Limits.

No individual may serve more than nine consecutive one-year terms as Director.

Section 5. Regular Meetings.

The Board may provide by resolution the time and place, either online or within or outside the State of Alaska, for the holding of regular meetings of the Board. Notice of those meetings shall be given in a manner reasonably calculated to reach Directors on a timely basis. At least six regular Board meetings will be held each year.

Section 6. Special Meetings.

Special meetings of the Board may be called by or at the request of the President, the Presiding Officer, or any four Directors. The Officer or Directors calling a special meeting shall specify a place, either online or within or outside the State of Alaska, as the place for holding the special meeting.

Section 7. Attendance at Meetings.

All Directors are expected to attend regular and special meetings. If any Director has more than two unexcused absences from Board meetings, then there is “cause for removal” of that Director, and the Board may vote to remove that Director. Excused absences are those that are prearranged when possible or excused by a vote of the Board after the fact.

Section 8. Notice.

Notice of any special meeting of the Board shall be given to each Director at his or her address as shown by the records of the Corporation at least two days in advance by written notice, delivered personally or by electronic means, or at least seven days in advance if sent by mail. If mailed, notice shall be deemed to be delivered when deposited in the U.S. Mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting; however, there is no waiver when a Director attends a meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board need to be specified in the notice.

Section 9. Quorum.

A simple majority of the number of Directors will constitute a quorum for the transaction of business at any meeting of the Board. At any meeting of the Board, no action may be taken unless a quorum of Directors is present.

Section 10. Manner of Board Action.

The act of the majority (more than 50%) of the Directors present at a meeting at which a quorum is present will be the act of the Board. Any action required to be taken at a meeting of the Board or any other action may be conducted by communicating simultaneously with each other by means of every available communication mode, or taken at a meeting of the Board. An action may be taken without a meeting if electronic or written consent, setting forth the action taken, is later approved at a regular meeting by all the Directors entitled to vote, and is filed with the minutes of that regular meeting.

Section 12. Vacancies.

Membership must be notified within ten (10) days of any vacancy on the Board. Any vacancy occurring on the Board may be filled by the affirmative vote of the majority of the remaining members of the Board if less than a quorum of the Board exists, or by a sole remaining Director. A Director elected to fill a vacancy on the Board will be elected for the unexpired term of the

predecessor in office. In no case may a vacancy continue for longer than six (6) months or until the next Annual Meeting, whichever occurs first.

Section 13. Compensation. Board Directors will not receive any remuneration for their services as members of the Board of Directors.

ARTICLE VI OFFICERS

Section 1. Officers.

The Board will elect the ICA Officers. The Officers of the ICA will be President, Vice-President, Treasurer, and Secretary.

Section 2. Election and Term of Office.

The Officers of the ICA will be elected annually by the Board. Each Director will hold office until a successor has been duly elected and qualified, until the Director's death, or until the Director has resigned or has been removed in the manner provided by these Bylaws. Officers may serve on the Board in a particular position for no more than two consecutive years followed by a twelve-month (12) waiting period before serving as an Officer on the Board again. A waiver may be granted upon approval by the Membership and/or the Board.

Section 3. Removal.

Any Officer elected by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served, but such removal will be without prejudice to the contract rights, if any, of the person so removed. The act of electing or appointing an Officer or agent will not in and of itself create any contract rights.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President.

The President will be the Principal Officer of the corporation and, subject to the control of the Board, will in general supervise all of the business and affairs of the corporation. The President will,

- 5.1 when present, preside at all meetings of the Board;
- 5.2 sign, with the Secretary or any other Board member authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has

authorized to be executed, except in cases where the signing and execution thereof will be expressly delegated by the Board or by these Bylaws to some other Director or agent of the ICA, or will be required by law to be signed or executed otherwise;

- 5.3 perform all duties assigned to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 6. Vice-President.

The Vice-President will be the second Officer of the ICA and, subject to the control of the Board, will take on duties that the President assigns or is unable to complete for whatever reason(s). The Vice-President will

- 6.1 preside at all meetings of the Board when the President is not present;
- 6.2 sign, with the Secretary or any other proper Director thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof will be expressly delegated by the Board or by these Bylaws to some other Director or agent of the ICA, or will be required by law to be signed or executed otherwise;
- 6.3 perform all duties incident to the office of Vice-President and such other duties as may be assigned by the Board from time to time.

Section 7. Secretary.

The Secretary will:

- 7.1 Keep the minutes of the Board meetings, archived and with copies circulated to all Board members;
- 7.2 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- 7.3 Be custodian of the corporate records;
- 7.4 Keep a register of the email, telephone, and U.S.P.S. address of each Board member;
- 7.5 Sign with the President, or Vice-President, any necessary deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed;

- 7.6 In general, perform all duties incident to the office of Secretary, and such duties as from time to time may be assigned by the President or by the Board.

Section 8. Treasurer.

The Treasurer will:

- 8.1 Have charge and custody of and be responsible for monies due and payable to the ICA from any source whatsoever, and deposit all such monies in the name of ICA in such banks, trust companies, or other depositories as will be selected in accordance with the provisions of Article IV of these Bylaws; and
- 8.2 In general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President of the Board.
- 8.3 Serve as a member of the Finance Committee.

**ARTICLE VII
COMMITTEES**

Section 1. Committees.

By a majority vote, the President and the Board may create committees, whether standing or special, and may appointment members to serve on them. They will meet from time to time as deemed necessary to carry on the work of the ICA.

- 1.1. Committee Purpose: When forming a committee, the Board will specify the purpose and, if it is an ad hoc committee, the timeline for the committee members to complete their work.
- 1.2. Committee Responsibilities
- a) Select a chairperson and secretary
 - b) Maintain accurate records of all committee meetings and actions
 - c) Report to the Board of Directors as required

Section 2. Standing Committees.

The ICA will have one standing committee, the Finance Committee, which is responsible for monitoring the financial status of the ICA. The Finance Committee will consist of the Treasurer and at least two other ICA Board or committee members. At least one committee member should have accounting or other equivalent experience and expertise.

- 2.1 At each regular meeting of the Board, report to the Board on the current financial condition of ICA.

- 2.2 Ensure the integrity of ICA's financial records, which it shall do by:
- a) Selecting annually a firm of independent accountants to examine, upon ratification of the Board, the accounting records and financial statements of the ICA;
 - b) Reviewing the results of the annual audit or review, as well as any recommendations pertaining to accounting practices, policies and procedures, and making appropriate recommendations to the Board;
 - c) Periodically reviewing the adequacy and effectiveness of the ICA's internal systems of controls and financial reporting procedures and making reports about these reviews to the Board; and
 - d) Making any further investigations to inform itself as to the conduct of the ICA's financial affairs.
- 2.3 The Finance Committee will be responsible for recommending to the Board software for maintaining financial records and preparing reports and, if needed, the hardware to run the program. After the software has been acquired, the Committee will
- a) maintain accurate detailed records of income, expenses, liabilities, and assets;
 - b) prepare detailed monthly and annual financial reports;
 - c) manage tax receipts, both in-kind and actual;
 - d) track donors, gifts, contributions, and bequests;
 - e) generate IRS documentation for Board review and filing;
 - f) participate in creating the fiscal year ICA Budget for approval at the Annual Meeting;
 - g) review all ICA financial activity: event budgets, contracts, and out-of-budget requests; and
 - h) recommend Board action, if needed.

ARTICLE VIII AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board at any regular or special meeting of the Board by a quorum vote. Notice of proposed

Bylaws amendments to be considered will be sent to the ICA Membership twenty (20) days in advance of the Board meeting where action will be taken.

ARTICLE IX

CONTRACTS, LOANS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts.

The Board may vote to authorize any Director, Officer, or agent to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the ICA, and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans will be contracted on behalf of the ICA and no evidence of indebtedness will be issued in its name unless authorized by a vote of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the ICA, shall be signed by the Officer(s), Agent(s) of the ICA and in a manner determined by resolution of the Board.

Section 4. Deposits.

All funds of the ICA not otherwise designated will be deposited as soon as possible to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Section 5. Acceptance of Gifts.

The Board may accept on behalf of the ICA any contribution, gift, bequest, or device for any purpose of the ICA. Acceptance of a gift by a Director will be reported at the time to the Treasurer, and to the full Board at its next meeting.

ARTICLE X

BOOKS AND RECORDS

The ICA will keep correct and complete books and records of accounts and will also keep minutes of the proceedings of its meetings. The President, Secretary, and the Director of Membership will keep a record of the names and addresses of the Directors and Members entitled to vote. All books and records of the corporation may be inspected by any Officer of the

Board of Directors, or a designated agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI

FISCAL YEAR

The fiscal year of the corporation will begin on the first day of each calendar year and end on the last day of each calendar year.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given to any member of the Board of the ICA under the provisions of these Bylaws or under the provision of the Articles of Incorporation or under the provisions of Alaska law, an acknowledgement thereof, electronic or in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE XIII

DISSOLUTION

Section 1. Types of Dissolution.

The ICA may be dissolved voluntarily or involuntarily. Involuntary dissolution occurs through government action as a result of failure to pay fees.

Section 2. Requirements for Voluntary Dissolution.

If the ICA wishes to dissolve voluntarily, all the following steps must be completed.

1. ICA Board must adopt a resolution recommending the ICA be dissolved. Thirty day (30) written or email notice of the meeting called for the purpose of voting on the resolution must be given to the ICA Board. Adoption requires a two-thirds (2/3) vote of the Board either present or represented by proxy.
2. After adopting the resolution, the Board must file a properly signed and witnessed copy of the resolution along with Form 08-444, Resolution to Dissolve, and the current filing fee to the State of Alaska DCCED Corporations Section.
3. At the same time, or shortly thereafter, the Board must also submit Form 08-445, Articles of Dissolution, plus the current filing fee. This filing occurs only after all

debts, liabilities, and obligations of the ICA are paid, or adequate provision for payment is made, and all property and assets of the ICA are transferred, conveyed, or distributed according to law.

4. The Articles of Dissolution must provide the following information:
- a) The name of the corporation;
 - b) A statement providing the date of the meeting at which the resolution was passed, that a quorum was present, and that the resolution received at least two-thirds of the votes cast;
 - c) A statement that the resolution was adopted by written consent, signed by all members of the Board of Directors entitled to vote;
 - d) A statement that all debts, obligations, and liabilities of the ICA have been paid or that adequate provision has been made for payment;
 - e) A plan of distribution adopted by the ICA or a statement that no plan was adopted; A statement that all remaining property and assets of the ICA have been transferred, conveyed, or distributed in accordance with state law; and
 - f) A statement that there are no suits pending against the ICA, or that adequate provision has been made to satisfy any judgment.

CERTIFICATE

The undersigned, being the Secretary of the IRISH CLUB OF ALASKA, hereby certifies that the foregoing is a complete, true and correct copy of the Bylaws of said corporation, and that said Bylaws were adopted by said corporation at a meeting of the current Board of Directors held on the ____ day of _____, 202__.

Dated this ____ day of _____, 202__.

By: _____

Secretary of the Irish Club of Alaska

In Anchorage, Alaska.