

BYLAWS
OF THE
IRISH CLUB OF ALASKA

ARTICLE I
OFFICE LOCATION

The principal office of the Irish Club of Alaska (ICA) will be located at 1201 Denali St., Apt. 207, Anchorage, Alaska 99501-4595. The corporation may have such other offices either within or outside the State of Alaska, as the Board of Directors (BOD) may designate or as the business of the corporation may require from time to time. The registered office of the Irish Club of Alaska required by law to be maintained in the State of Alaska will be at 1201 Denali St., Apt. 207, Anchorage, Alaska 99501-4595, and the name of its agent at such address will be Kathleen D. O'Dell. The registered office and agent may be changed from time to time by the Board of Directors.

ARTICLE II
BUSINESS AND PURPOSE

The purpose 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 of 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 times comply with the 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 BOD, and payment of annual dues.

Section 2. Annual Dues. Annual dues are established by the BOD and must be paid by January 31st each year. Members whose dues are delinquent will be notified by the Secretary of the BOD. If annual dues are not paid by March 31st, the BOD may choose to discontinue the membership. The BOD reserves the right to waive annual dues for any member at the discretion of a quorum of the BOD. The BOD reserves the right to confer membership at the discretion of a quorum of the BOD.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Irish Club of Alaska will be managed by its BOD. The ICA is governed solely by the BOD.

Section 2. Election Qualifications and Process. Any member in good standing with the ICA may be elected to the BOD. Any member seeking election to the BOD, or a Board member seeking re-election, must notify the BOD thirty (30) days in advance of the Annual Meeting and notice must be sent out to the general membership ten (10) days in advance of the Annual Meeting.

Section 3. Number and Tenure. The number of directors of the corporation will be at least seven (7) and no more than twenty (20). Each director will hold office until the next annual election meeting of the Board and until a successor has been elected and qualified.

Section 4. Regular Meeting. Regular meetings of the BOD will be held without other notice than this Bylaw provides, at a location, time, and place provided by a motion of the BOD, either within or outside the State of Alaska. Regular BOD meetings will be held monthly.

Section 5. Special Meetings. Special meetings of the BOD may be called by any Executive Board officer. The person or persons authorized to call special meetings of the BOD may fix any place, accessible to the majority of the Board, either within or outside the State of Alaska for such meeting.

Section 6. Attendance at Meetings. All BOD members are expected to attend regular and special meetings. If any member has more than two unexcused absences from Board meetings, then there is "cause for removal" of that Board member, and the Board may vote to remove that member. Excused absences are those that are prearranged when possible or have been excused by a vote of the Board after the fact.

Section 7. Notice. Notice of any special meeting will be given at least ten (10) days previous to the meeting by written notice mailed to each member of the Board, at his/her home address, or notice by electronic means, personal messenger, or comparable person-to-person communication given at least seventy-two (72) hours before the meeting. If mailed, such notice will be sent by First Class mail and will be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. Any member of the Board may waive notice of any meeting with consent of the BOD. The business to be transacted at or the purpose of, any regular or special meeting of the BOD must be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum. A simple majority of the number of BOD members will constitute a quorum for the transaction of business at any meeting of the BOD. At any meeting of the BOD no action may be taken unless a quorum of members of the BOD is present.

Section 9. Meeting without a Quorum

If a quorum is not present at a BOD meeting, they may proceed as directed in Article VI, Section 1.6 below.

Section 10. Manner of Acting. The act of the majority (more than 50%) of the members present at a meeting at which a quorum is present will be the act of the BOD. 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 signed by all of the Board members entitled to vote with respect to the subject matter specified. Such consents will be filed with the minutes of the next meeting.

Section 11. Vacancies. Membership must be notified with ten (10) days of any vacancy on the BOD. Any vacancy occurring in the BOD may be filled by the affirmative vote of the majority of the remaining members of the Board if less than a quorum of the BOD exists, or by a sole remaining member. A member elected to fill a vacancy in the BOD 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 12. Compensation. BOD members will not receive any remuneration for their services.

ARTICLE V

OFFICERS

Section 1. Officers. The BOD will elect the Irish Club of Alaska officers. The officers of the corporation 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 BOD members. Each Board member will hold office until a successor has been duly elected and qualified, until the member's death, or until the member has resigned or has been removed in the manner provided by these Bylaws. Officers may serve on the BOD 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 BOD again.

Section 3. Removal. Any officer elected by the BOD may be removed by the BOD 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 BOD for the unexpired portion of the term.

Section 5. President. The President will be the principal executive officer of the corporation and, subject to the control of the BOD, 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 BOD;

5.2 sign, with the Secretary or any other BOD member authorized by the BOD, any deeds, mortgages, bonds, contracts, or other instruments which the BOD has authorized to be executed, except in cases where the signing and execution thereof will be expressly delegated by the BOD or by these bylaws to some other Board member 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 BOD from time to time.

Section 6. Vice-President. The Vice-President will be the second executive officer of the ICA and, subject to the control of the BOD, 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 BOD when the President is not present;

6.2 sign, with the Secretary or any other proper Board member thereunto authorized by the BOD, any deeds, mortgages, bonds, contracts, or other instruments which the BOD has authorized to be executed, except in cases where the signing and execution thereof will be expressly delegated by the BOD or by these bylaws to some other Board member 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 prescribed by the BOD from time to time.

Section 7. Secretary. The Secretary will:

- 7.1 Keep the minutes of the BOD 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 post office address of each BOD member;
- 7.5 Sign with the President, or Vice-President, any necessary deeds, mortgages, bonds, contracts, or other instruments, which the BOD 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 BOD.

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 Serve as a member of the Finance Committee.
- 8.3 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 BOD.

ARTICLE VI

MEMBERSHIP MEETINGS

Section 1. General Membership Meetings.

- 1.1. Regular Meetings. Meetings of the general membership of the ICA will be held as deemed necessary or appropriate by the BOD.

- 1.2. Annual Meeting. The BOD will call members to a regular meeting on the second Saturday in January that will be known as the Annual Meeting and will be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. Ten (10) days' notice will be given for the Annual Meeting. For the purpose of adopting new bylaws, thirty (30) days' notice will be given.
- 1.3. Meeting Agenda. A standardized agenda for all ICA meetings will be adopted each year at the first BOD meeting after election of officers. This agenda must always provide opportunities for ICA members to contribute and must be distributed in advance along with the notice of any meeting of the club.
- 1.4. Notice of Meetings. Notice of any special meeting will be given at least fourteen (14) days previous to the scheduled date by electronic means, written notice mailed to a member at his/her home address, personal messenger, or comparable person-to-person communication, with purpose of the meeting specified.
- 1.5. Meeting Quorum. A simple majority of the number of members (the number rounded up as needed) will constitute a quorum for the transaction of business at any meeting. No vote may be taken at any meeting of the ICA unless a quorum of members is present.
- 1.6. Meeting without a Quorum
 - a) The Irish Club of Alaska, the Board of Directors, or a committee may convene a regularly-scheduled meeting, for which required notification has been disseminated, without a quorum if the following conditions are met:
 - 1) The ICA, Board, or committee would not be able to conduct necessary business without waiving the standing quorum rule
 - 2) No votes to be taken involve spending ICA's money beyond the funds budgeted for the ICA, the Board, or the committee
 - 3) No votes to be taken involve other ICA entities

- 4) No business involves personnel or requires moving into Executive Session
- b) Within one week, the minutes of the meeting must be distributed to ICA, Board, or committee members and the ICA Secretary for filing.
- c) Any actions taken at a meeting convened without a quorum will be submitted to the ICA Board of Directors for review at their next regular meeting.
- d) This waiving of the standing quorum rule does not apply to Annual meetings as described in Article VI above.

ARTICLE VII

COMMITTEES

Section 1. Committees. By a majority vote, the President and the BOD 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. The President will be ex-officio member of all committees.

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 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 Irish Club of Alaska will have one standing committee, the Finance Committee, which is responsible for monitoring the financial status of the Irish Club of Alaska (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 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 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 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(s). After the software has been activated, 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. Recommend Board action, if needed.

ARTICLE VIII

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the BOD at any regular or special meeting of the BOD 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 BOD meeting where action will be taken.

ARTICLE XI

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The BOD may vote to authorize any board member, officer, or agent to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans will be contracted on behalf of the corporation and no evidence of indebtedness will be issued in its name unless authorized by a vote of the BOD. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation will be signed by the President and Treasurer. In the absence of the President the Vice President may sign, and in the absence of the Treasurer the Secretary may sign.

Section 4. Deposits. All funds of the corporation not otherwise employed will be deposited as soon as possible to the credit of the corporation in such banks, trust companies or other depositories as the BOD may select.

Section 5. Acceptance of Gifts. The BOD may accept on behalf of the corporation any contribution, gift, bequest, or device for any purpose of the corporation. Acceptance of a gift by a Board member will be reported at the time to the Treasurer, and to the full Board at its next meeting.

ARTICLE X

BOOKS AND RECORDS

The corporation 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 Chairperson of the Membership Committee, 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 Executive Board Member, 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 BOD member of the corporation 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 Irish Club of Alaska (ICA) may be dissolved voluntarily or involuntarily. Involuntary dissolution occurs through government action as a result of failure to pay taxes.

Section 2. Requirements for voluntary dissolution. If the ICA wishes to dissolve voluntarily, all of the following steps must be completed.

2.1 ICA Board members must adopt a resolution recommending the ICA be

dissolved. Thirty day (30) written or email notice of the meeting called to vote on the resolution must be given to ICA Board members. Adoption requires a two-thirds (2/3) vote of the Board either present or represented by proxy.

2.2 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 DCCED Corporations Section.

2.3 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.

2.4 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 Board members 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;
- f) A statement that all remaining property and assets of the ICA have been transferred, conveyed or distributed in accordance with state law; and
- g) A statement that there are no suits pending against the ICA, or that adequate provision has been made satisfying a 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 _____, _____.

Secretary of the Irish Club of Alaska

Dated this _____ day of _____, _____.

In Anchorage, Alaska.