

Hope Inc

General updates listed here with most recent at top

BYLAWS of Hope Inc.

(Hope Inc. Bylaws scanned for review 191017 by FQ - unofficial)

ARTICLE I - OFFICES

The principal office of the corporation shall be located at Box 1000, Hope, Alaska 99605.

The registered office of the corporation required by the Alaska Business Corporation Act to be maintained in the State of Alaska shall be at the above address and location.

ARTICLE II - MEMBERSHIP AND ANNUAL MEETING

Section 1, **Membership**. The incorporators listed in the initial Articles of Incorporation dated MAY 18, 1980, and the signatories of the petition dated MAY 18, 1980, are the initial members of the corporation. Other eligible persons interested in and willing to work toward fulfillment of the goals of the corporation may become members of the corporation pursuant to the following procedures:

(a) Any person who has maintained an abode in the Hope area for at least 30 days and is registered to vote in the Hope precinct for at least 90 days is eligible to be a member of the corporation, and remains eligible for so long as he or she retains an abode in the Hope area and continues to be registered to vote in the Hope precinct.

(b) All persons eligible for membership who signed the petition calling for the establishment of Hope, Inc. and requesting membership therein are members of the corporation.

(c) Any other person who is eligible may become a member by filing at the principal office of the corporation a signed statement affirming that he or she meets the eligibility requirements set forth hereinabove and desires to become a member of the corporation.

(d) A member who ceases to maintain an abode in the Hope area or remain registered to vote in the Hope precinct shall be stricken from the membership list by the secretary-treasurer of the corporation upon the direction of the board of directors or, should the board of directors fail to direct that the person be stricken, upon receipt by the secretary-treasurer of a written request signed by at least three members which states in specific detail the grounds upon which it is contended that the person has become ineligible to maintain membership and states that the board of directors has been requested to order the person stricken and has declined to do so.

Section 2, **Annual and Quarterly Meetings**. The annual meeting of the members shall be held on the third Saturday in October of each year, at the hour of 7:30 o'clock p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. At the regular meeting held in October, nominations for directors will be accepted from the floor. Directors must be elected by a simple majority (if there are more than two nominees, and no one gets the majority of the votes, then the two with the most votes will have a run-off.) If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next business day at the same hour. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient. In addition to the annual meeting, quarterly meetings of the members shall be held on the third Saturday in the months of January, April, and July, The rules contained in the current edition of Robert's Rules

of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules or order the corporation may adopt.

Section 3. **Special Meetings**. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president, secretary-treasurer or by the board of directors, and shall be called by the president at the request of any ten (10) members.

Section 4. **Place of Meeting**. The board of directors may designate any place within the town of Hope, Alaska, as the place of meeting for any meeting called by the board of directors.

Section 5. **Notice of Meeting**. Notice stating the place, day and hour of the meeting and the agenda of the meeting or the purpose or purposes for which the meeting is called shall be given not less than seven (7) nor more than fifty (50) days before the date of the meeting, by or at the direction of the president or the secretary-treasurer, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. Such notice shall be given to members by posting a notice at the Hope Post Office.

Section 6. **Voting List**. The secretary-treasurer shall maintain a complete list of the members entitled to vote at such meetings, with the address of such members. The list shall be subject to inspection by any member.

Section 7. **Quorum**. Twenty (20) members of the corporation entitled to vote, represented in person and not by proxy, shall constitute a quorum at a meeting of members. If less than a quorum are present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. No business shall be conducted unless a quorum is present.

Section 8. **Dues**. No membership dues may be charged.

ARTICLE III - BOARD OF DIRECTORS/OFFICERS

Section 1. **General Power**. The business and affairs of the corporation shall be managed by its board of directors, subject to member approval.

Section 2. **Number, Tenure and Qualifications**. The number of directors/officers of the corporation shall be three. The designated seats of the directors/officers shall be: president, vice-president, and secretary-treasurer. Each director shall also serve as an officer of the corporation. Each director/officer shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified, Directors/officers must be members of the corporation. No two members of the same family shall hold office at the same time.

Section 3. **Regular Meetings**. Regular meeting of the board of directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting and quarterly meetings of the members. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

Section 4. **Special Meetings**. Special meetings of the board of directors may be called by or at the request of the president or secretary-treasurer or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place as the place for holding any special meeting of the board of directors called by them.

Section 5. **Notice**. Notice of any special meeting shall be given previously thereto by written or oral notice delivered personally, mailed or telephoned to each director. Any director may waive notice of any meeting.

The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the

meeting is not called or convened lawfully. Neither the business to be transacted at nor the purpose of any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. **Manner of Acting.** The act of the 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. **Vacancies.** Any vacancy occurring in the board of directors shall be filled by the affirmative vote of a majority of the corporation's members present at a regular or special corporation meeting. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting, or at a special meeting of members called for that purpose.

Section 8. **Presumption of Assent.** A director of the corporation who is present at a meeting of the board of directors at which action on any corporation matter is taken shall be presumed to have assented to action being taken on such matter unless he shall file his written dissent to such action with the person acting as the secretary-treasurer of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the secretary- treasurer of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 9. **Removal.** A director/officer or agent elected or appointed by the corporation membership shall be removed by the secretary-treasurer if the officer or agent ceases to be a member in good standing of the corporation; and any director/officer or agent may be removed by a vote of the corporation membership whenever in its judgment the best interests of the corporation would be served thereby.

Section 10. **President.** The president shall be the principal executive officer of the corporation and, subject to the control of the membership, shall, in general, supervise and control all of the business and affairs of the corporation. He shall, v/hen present, preside at all meetings of the members and of the board of directors. He may sign, with the secretary-treasurer or any other proper officer of the corporation thereunto authorized by the membership, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts or other instruments which the membership has authorized to be executed, or shall be required by law/ to be signed or executed otherwise; and, in general, shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors or membership from time to time. Such committees, standing or special, shall be appointed by the president as the membership or the director/officers shall from time to time deem necessary to carry on the work of the corporation. The president shall be ex officio, a member of all committees.

Section. 11. **Vice-President.** In the absence of the president or in the event of his death, inability or refusal to act, the vice president shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president.

Section 12. **Secretary-Treasurer.** The secretary-treasurer shall:

(a) keep the minutes of the members' and the board of directors' meetings in one or more books provided for that purpose;

(b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;

(d) keep a register of members and the post office address of each member; (e) sign with the president or vice president instruments pertaining to the stated purposes of the corporation which shall have been authorized by the membership,

(f) in general, perform all duties incident to the office of secretary, and such other duties as from time to time may be assigned to him by the president or by the board of directors;

(g) have charge and custody of and be responsible for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these bylaws; and

(h) 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 to him by the president or by the board of directors.

Section 13. **Salaries.** No member of the board of directors or officer may receive any financial compensation whatsoever, directly or indirectly, from the corporation for service as a director or officer.

ARTICLE IV - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. **Contracts.** The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances, upon approval of the membership.

Section 2. **Loans.** No loans shall be contracted on behalf of the corporation.

Section 3. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by two of the three director/officers.

ARTICLE V - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January of each year and end on the last day of December of each year.

ARTICLE VI - SEAL

The seal of this corporation shall consist of two concentric circles between which is the name of the corporation and the words "State of Alaska," and in the center shall be inscribed the word "Incorporated" and the year of the incorporation.

ARTICLE VII - WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these bylaws or under the provisions of the Article of Incorporation or under the provisions of the Alaska Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

CERTIFICATE

The undersigned, being the secretary-treasurer of HOPE, INC., 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 its directors held on the 18th day of MAY 1980.

DATED this **18th** day of **MAY** , 1980.

Signature - **Linda L Graham**

Abode: noun

1) a place in which a person resides; residence; dwelling; habitation; home.

2) an extended stay in a place; sojourn.