

# BY-LAWS

## FAIRBANKS ANIMAL SHELTER FUND BYLAWS (3<sup>rd</sup> amended)

### **Article I. Name**

The name of the corporation is Fairbanks Animal Shelter Fund (hereinafter FASF).

### **Article II. Purpose**

FASF has been organized to operate exclusively for educational, scientific, and charitable purposes. FASF will serve the public interest by promoting the humane care of domestic animals by augmenting and supplementing the goals, objectives, purposes, and services of the Fairbanks North Star Borough Animal Shelter.

### **Article III. Office and Registered Agent**

Section 1. The principal office of FASF and such other offices as it may establish shall be located at such place or places, within or without the State of Alaska, as may be designated by the Board of Directors. FASF shall continuously maintain a registered office within the State of Alaska at such place as may be designated by the Directors.

Section 2. FASF shall continuously maintain a registered agent within the State of Alaska, which agent shall be designated by the Board of Directors. Any change in the registered office or the registered agent shall be accomplished in compliance with the State of Alaska Nonprofit Corporation Act.

### **Article IV. Board of Trustees**

Section 1. General Duties and Powers. The Board of Directors (hereinafter Board) of FASF shall be its governing body. The Board shall manage, control, and direct the affairs and property of FASF. The Board shall have, and may exercise all the powers specified in FASF's Articles of Incorporation and in the State of Alaska Nonprofit Corporation Act necessary to carry out the purposes of FASF.

Section 2. Composition of the Board.

A. Number and Term of Board Members. The number of Board Members shall be as fixed by resolution of the Board, but shall not be less than three (3) nor more than twelve (12). The Board Members shall serve for terms of not more than three years, or thereafter until their successors are elected. There is no limit on the number of terms a Board Member may serve. The term of any Board Member shall also expire by his or her death, resignation, or removal in accordance with these Bylaws.

B. Election of Board Members. Any vacancy occurring in the Board arising from any cause, including the expiration of a

Member's term, and any membership to be filled by reason of an increase in the number of members of the Board, shall be filled by the affirmative vote of the majority of the members then on the Board. A Member elected to fill a vacancy in an unexpired term shall be elected for the unexpired term of his/her predecessor in office.

- C. Removal of Board Member-A Board Member may be removed from office by the majority vote of the members of the Board of Directors. Absentee mail ballots may be counted for this purpose.
- D. Resignation-A Board Member may resign from the Board at any time by notice in writing thereof to the Board President.
- E. Officers-The officers of the Corporation shall be a President, a Secretary and a Treasurer elected from among the Board Members at their annual meeting. The President shall be the principal Executive Officer of the Corporation and shall supervise and control the business of the Corporation subject to control of the Board of Directors. S/he shall preside at all meetings of the Board of Directors. The Secretary shall keep a record of the minutes of all meetings of the Board of Directors. The Treasurer shall be responsible for the safekeeping and accounting of all monies, notes, bonds, and property belonging to the Corporation, the keeping of accounts of all financial transactions, and the timely preparation of financial reports and tax filings.
- F. Quorum-Unless otherwise provided by resolution of the Board of Directors, a majority of the Board Members shall constitute a quorum. Board Members may attend via telephonic or computer hookup and may vote electronically or by submitting their vote via mail.

**Article V. Conflict of Interest**

When a member of the Board of Directors for any reason is unable to act objectively or without bias or the appearance of bias; or without being motivated by private gain with respect to any action upon that matter by the body of which s/he is a member, that director has a conflict of interest and shall not be eligible to vote on any action to which s/he has such a conflict.

A person who believes s/he has a conflict of interest shall announce the existence of the conflict to the Board of Directors. The Chair shall decide whether a conflict exists subject to appeal by a majority of the members present and entitled to vote, excluding the person and any other members who may have already been disqualified for conflict of interest.

**Article VI. Contracts, Checks, Funds, and Deposits**

The Board of Directors may enter into contracts on behalf of the organization and may authorize agents to do so. All checks, drafts, or orders for the payment of money, notes and other instruments of indebtedness shall be signed by such director or directors of the corporation as determined by the Board of Directors. In the absence of such determination, the Treasurer shall sign such instruments. In the absence of the Treasurer, the President may sign such instruments. All such instruments for sums in excess of five hundred dollars (\$500.00) shall require the signature of two directors of the Board of Directors.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such federally insured banks, trust companies or other depositories as the Board of Directors may select. The Board of Directors may also elect to invest a portion of the funds of the Corporation in stocks, bonds, mutual funds and money market funds for the benefit of the Corporation.

**Article VII. Charitable Gaming**

In the event that the Board of Directors elects to have the Fairbanks Animal Shelter Fund be the recipient of the proceeds of charitable gaming conducted under the laws of the State of Alaska, upon the dissolution of the Fairbanks Animal Shelter Fund, the disposition of net proceeds from charitable gaming conducted under AS 05.15 will go to a charitable organization selected by the Board of Directors as defined at AS 05.15.690 or another qualified organization that is authorized to conduct an activity under AS 05.15.

**Article VIII. Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and other committees. All books and records of account of the Corporation may be inspected by any Member of the Board of Directors or his agent or attorney for any proper purpose at any reasonable time.

**Article IX. Fiscal Year**

The Corporation's Fiscal Year is between January 1 and December 31.

**Article X. Membership**

Membership in the Fairbanks Animal Shelter Fund shall be available to anyone requesting to be a member.

**Article XI. Amendments**

These By-Laws or any of them may be altered, amended or repealed, or new By-Laws adopted by the affirmative vote of a majority of the Directors present at any regular or special Board of Directors meeting, provided that notice of such

alteration, amendment, repeal or addition shall be included in notice of any meeting at which such action is taken.

Adopted May 23, 2013.

**CERTIFICATION**

THIS IS TO CERTIFY that the above and foregoing By-Laws are the current By-Laws of the Fairbanks Animal Shelter Fund as enacted by its Board of Directors on May 23, 2013

Dated this 23rd day of May, 2013 at Fairbanks Alaska

RONNIE D. ROSENBERG, PRESIDENT