

**BYLAWS  
OF  
MAT-SU SEA HAWKERS**

**ARTICLE I  
NAME/PURPOSE**

**Section 1.01. Name.** The name of the organization shall be Mat-Su Sea Hawks, Inc.

**Section 1.02. Purpose.** Mat-Su Sea Hawks is organized exclusively for charitable, scientific and educational purposes, more specifically to serve as a volunteer workforce and development catalyst for local youth activities.

**Section 1.03. Donations.** Mat-Su Sea Hawks endeavors to seek and secure donations of funds, services, and equipment from businesses and individuals from the community, public, and private sectors. Mat-Su Sea Hawks provides personal and financial support, which is essential for sound physical and mental development of Matanuska-Susitna, Alaska students and youth. Furthermore, Mat-Su Sea Hawks may support various charitable activities in conjunction with the non-profit entities of The Seattle Seahawks organization, and the Sea Hawker Central Council in Seattle, Washington, which Mat-Su Sea Hawks is an associate satellite chapter and chartered member.

**ARTICLE II  
MEMBERS**

**Section 2.01. Qualifications.** Membership may be granted to any individual that supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of directors. Members may have voting rights.

**Section 2.02. Termination of Membership.** The Board of Directors, by the majority of the vote of all of the members of the Board, may suspend or expel a member, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend, or expel any member who shall be in default in the payment of dues.

**Section 2.03. Resignation.** Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

**Section 2.05. Dues.** The annual dues of members shall be established by the Board of Directors.

**Section 2.06. Renewal.** Member dues are due with initial application and at the time of renewal of membership. Membership is by calendar year (January through December). Renewals not paid by March 31 will be dropped from the membership list until paid.

### **ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS**

**Section 3.01. Authority of Directors.** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation of law.

**Section 3.02. Number, Selection, and Tenure.** The Board shall consist of seven (7) directors. Each director shall hold office for a term of two (2) years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. Directors will elect their successors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

**Section 3.03. Resignation.** Resignations are effective upon receipt by the Secretary of written notification.

**Section 3.04. Regular Meetings.** The Board of Directors shall hold at least six (6) regular meetings per calendar year. Meetings will be at such dates, times and places, as the Board shall determine.

**Section 3.05. Special Meetings.** Meetings may be called by the President when he deems it for the best interest of the Corporation.

**Section 3.06. Notices.** Meetings may be called by the President or request of any directors by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than ten (10) days before such meeting.

**Section 3.07. Quorum.** A quorum shall consist of fifty-seven (57) % of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

**Section 3.08. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 3.09. Participation in Meeting by Conference Telephone.** Members of the Board may participate in a meeting through use of the conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 3.10. Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons, which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees; establish such procedures to govern their activities, and delegate thereto such authority as may be necessary to desirable of the efficient management of the property, affairs, business, and activities of the Corporation.

**Section 3.11. Nominating Committee.** There shall be a nominating committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

**Section 3.12. Reimbursement.** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval.

#### **ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS**

**Section 4.01. Officers.** There shall be four (4) principle officers of the Board of Directors, a President, a Vice-President, a Secretary, and a Treasurer. There shall be three additional At-Large members.

**Section 4.02. Appointment of Officers; Terms of Office.** The officers of the Board shall be elected by a majority vote of the membership present at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New Terms of office may be established by the Board of Directors, but shall not exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

**Section 4.03. Resignation.** Resignations are effective upon receipt by the Secretary of a written notification.

**Section 4.04. Removal.** An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation and will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4.05. President.** The President shall be the principle executive officer of the Corporation. The President shall convene regularly scheduled Board meetings, and shall preside or arrange for other members of the Board of Directors to preside at each meeting in the following order: Vice President, Secretary and Treasurer. The President shall perform such other duties as on occasion shall be assigned by the Board of Directors.

**Section 4.06. Vice-President.** The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control the Board of Directors.

**Section 4.07. Secretary.** The Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors, sending out meeting announcements, distributing copies of the minutes and the agenda to each Board of Director, and assuring that corporate records are maintained. The Secretary shall perform other duties as requested and assigned by the President, subject to the control the Board of Directors..

**Section 4.08. Treasurer.** The Treasurer shall be a director of the Corporation and shall have charge and custody of and be responsible for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the business in such bank institution as shall be selected in accordance with Article VII of these bylaws, and shall disburse such funds as the Board may direct together with such other officer as the Board may direct; shall make a report at each Board meeting; and shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board of Directors and the public. The Treasurer shall perform other duties as requested and assigned by the President, subject to the control the Board of Directors.

## **ARTICLE V INDEMNIFICATION**

Every member of the Board of Directors or officer of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board or officer in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board or officer of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or indemnification therein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, office or employee is entitled.

## **ARTICLE VI ADVISORY BOARDS AND COMMITTEES**

**Section 6.01. Establishment.** The Board of Directors may establish one or more Advisory Boards or Committees.

**Section 6.02. Size, Duration, and Responsibilities.** The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

## **ARTICLE VII FINANCIAL ADMINISTRATION**

**Section 7.01. Fiscal Year.** The fiscal year of the Corporation shall be January 1 – December 31 but may be changed by resolution of the Board of Directors.

**Section 7.02. Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

**Section 7.03. Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation

**Section 7.04. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organization exempt from Federal income taxation under Section 501(c ) (3) of the Internal Revenue Code.

### **Section 7.05. Restriction and Dissolution**

- (a) No part of the net earnings of this club's gaming income shall inure to the benefit of any board director, or officers, or members, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered.
- (b) In the event of the dissolution of the Club, the Board of Directors or officers thereof shall, after paying all of the liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for a charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue law), as the Board of Directors or officers thereof shall determine. In the absence of such disposition, the Superior Court of Alaska, may direct disposition of such fund exclusively for such purposes or to such organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE VIII BOOKS AND RECORDS**

Correct books of accounts of the activities and transactions of the Corporation shall be kept. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of current Bylaws, and all minutes of the meetings of the Board of Directors

### **ARTICLE IX AMENDMENTS OF BYLAWS**

These Bylaws may be amended by a majority of vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.

These Bylaws were amended and approved at a meeting of the Board Officers on, October 10, 2011