

Bylaws of the  
Yakutat Nature Society

Article 1. Name and Location

The organization shall be a nonprofit corporation known as Yakutat Nature Society located in Yakutat, Alaska.

Article 2. Purpose and Powers

This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific purpose of this corporation is to protect, conserve, and enhance the populations and habitat of resident and migratory birds and other wildlife and fish throughout the Yakutat region.

Yakutat Nature Society shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the educational, scientific, and charitable purposes for which Yakutat Nature Society is organized. Yakutat Nature Society shall exercise the power to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Article 3. Membership

The management of the affairs of the corporation shall be vested in a board of directors and its officers, first and foremost. YNS allows for membership for modest fundraising and will apply adaptive management to its membership practices as membership base is built and grown.

### Article 4. Meetings

The Annual Meeting of the Board of Directors shall be held between the months of December and April on a date agreed upon by the Board of Directors for the purpose of electing directors whose terms have expired and for the purpose of conducting such other business as may be required.

A quorum for conducting business at the annual meeting shall consist of 50% of the total members of the Board of Directors.

A tied vote with no decision results in either the motion being lost or the Board may entertain a new motion to open the matter for further discussion and revote.

Special Meetings of the Board of Directors may be called by the President, the Vice President, the Secretary or by any two directors who shall provide reasonable notice to Board members of the date, time, place and purpose of the special meeting.

Notice of any special meeting of the Board of Directors shall be given to each Director by electronic or written means.

As may be necessary to conduct organization business, any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a face-to-face meeting if agreed upon by the Board of Directors. (Meeting formats may include, but are not limited to Zoom, FaceTime, and conference calls via phone). For purposes of this section, an email transmission from an email address on record constitutes a valid writing. The purpose of and any votes resulting from a meeting conducted by electronic means will be entered into the minutes of Yakutat Nature Society at the next Board of Directors' regular meeting. The intent of this provision is to allow the Board of Directors to use email to approve actions, providing all participating Directors have access to and opportunity to contribute to all participating Directors' communications.

### Article 5. Directors

The number of directors shall be at least three.

Directors shall be elected at the annual meeting or as needed through a special meeting as set forth in Article 4. Directors shall serve one-year terms and may serve unlimited successive terms.

Directors shall be elected by the majority vote of the officers and existing directors no later than the designated annual meeting. The election may be conducted by electronic, written, or viva voce (voice). The term of office shall be considered to begin with the results of the annual election.

A Director may be removed by a two-thirds vote if a determination is made by the Board of Directors that the Director has engaged in conduct materially and seriously prejudicial to the interests or failed to act in the best interests of the stated purpose of the corporation, and the Director has been provided reasonable written notice of same and has been provided an opportunity to be heard either orally or in writing.

Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors at any regular or special meeting for the unexpired portion of the term.

#### Article 6. Officers

Officers of the corporation shall consist of a President, Vice President, Secretary, and Treasurer and such other officers as deemed necessary by the Board. Officers shall not be ex officio members of the board, unless voted on by the Board of Directors. Officers shall be elected by the directors at the annual meeting or as needed through a special meeting to serve one-year terms and may serve unlimited successive terms.

The officers have the authority to perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

The President serves as the senior leader of the Yakutat Nature Society, presiding at all meetings of the board and other meetings as required. The president is an ex officio member of all committees of the organization. The board chair oversees implementation of organizational policies and ensures that appropriate administrative systems are established and maintained.

Key responsibilities of the President:

- Works with board officers and committee chairs/champions to develop the agendas for regular and special board meetings, ensures that material related to all expected board action is provided to board members, and presides at meetings.
- Appoints volunteers to key leadership positions, including positions as chair of board committees and champions.
- Supports annual fundraising.
- Recognizes his or her responsibility to set the example for other board members. Thanks and solicits other board members.
- At the discretion of the board, may legally sign legal instruments including financial transactions, contracts, correspondence, and grant applications.
- Works with the board and paid and volunteer leadership, in accordance with Yakutat Nature Society bylaws, to establish and maintain systems for planning, administration, public relations, and ensuring adherence to board policies.

- The President will represent the Yakutat Nature Society and the Board at business and social functions, and, with Board input and approval, speak on behalf of the Yakutat Nature Society on internal and external matters.

The Vice President ensures effective transition of leadership responsibilities by working directly with the president during his or her term and by assuming the president's responsibilities whenever the president is unable to do so. Key responsibilities of Vice President:

- Works with the board president to ensure performance of the president's responsibilities, providing assistance as needed and learning the duties.
- Assumes the president's responsibilities in the absence, incapacity, or resignation of the president.
- Chairs at least one board committee.
- Supports annual fundraising.
- Recognizes his or her responsibility to set the example for other board members.

The Treasurer leads the board's efforts ensure effective fiscal management of the organization by maintaining accurate records of accounts, developing recommendations for an annual budget, overseeing compliance with that budget, and providing for annual filing of tax returns and other legally-required documents. Key responsibilities of Treasurer:

- Maintains accurate and complete records of all association bank accounts, including all revenues and expenditures, making monthly reports to the board.
- Ensures the timely payment of all board-authorized obligations including taxes, utilities, rent, purchases, etc.
- Chairs the finance committee which:
  - Develops annual budget recommendation and presents it to the board for consideration and adoption.
  - Ensures completion of IRS Form 990 and presents it to the board for review prior to timely filing.
  - Ensures compliance with all legal requirements including state and federal filings.
- Supports annual fundraising.
- Recognizes his or her responsibility to set the example for other board members.

The Secretary keeps the corporate record of decisions made and actions taken, conduct correspondence, and assure the effective flow of communications among and between board members. Key responsibilities of the Secretary:

- Takes notes at all board meetings and compiles the minutes for timely review and approval by the board.
- Ensures that a record of all corporate transactions is kept in a central location in accordance with state and federal laws.
- Provides for communication between board members by providing meeting notices and other notices as required by the bylaws, board policies, or to ensure effective information flow to all board members.
- Conducts correspondence on behalf of the board as authorized.
- Chairs at least one board committee.
- Supports annual fundraising.
- Recognizes his or her responsibility to set the example for other board members.

No officer or director shall have any right, title or interest in or to any property of the corporation. No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### Article 7. Conflict of Interest Policy

It is the policy of the corporation to require complete disclosure of any material conflict of interest. Any officer or director of the corporation with a material financial interest or other conflict of interest in an item or items of business of the corporation shall disclose that conflict of interest to the Board of Directors. The existence of a Conflict of Interest shall be recorded in the minutes of the meeting of the Board of Directors. It is expected that any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on, vacate his/her seat and refrain from discussion and voting on said item.

#### Article 8. Compensation

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Board of Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article.

Directors are not restricted from being remunerated for professional services provided to Yakutat Nature Society. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board's Conflict of Interest policy and state law.

Any voting member of the board will withdraw their right to vote on matters pertaining to their compensation for services rendered to the corporation.

#### Article 9. Fiscal Policies

The fiscal year of the corporation shall be January 1 to December 31.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or device for any special purpose for the corporation.

A proposed budget of all revenues and expenditures for the year shall be agreed upon by a vote of the board at the annual meeting.

All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation and in such a manner as shall be determined from time to time by the board of directors shall be signed by any two officers or members of the Board of Directors.

#### Article 10. Indemnification

The Directors and Officers shall not be personally liable for the debts, liabilities or other obligations of the corporation. The corporation shall indemnify a director, former director or officer made a party to a proceeding because he/she is or was a director of Yakutat Nature Society, against liability incurred in the proceeding if that person acted in good faith and in a manner he/she reasonably believed to be in the best interest of the corporation.

#### Article 11. Amendment of Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a quorum of the members of the Board present and voting at the annual or a special meeting.

#### Adoption of Bylaws:

This is to certify that the above bylaws, with amendment to Article 3 regarding membership were adopted by the board of directors at a meeting on the 28<sup>th</sup> day of February 2024, during the YNS annual board meeting.



President



Secretary