

Cooper Landing Community Club Inc.
By-Laws
Amended 03/23/2023

ARTICLE I
NAME & PURPOSE

This organization is incorporated under the laws of the State of Alaska and known as the Cooper Landing Community Club Inc. Its principal office shall be located at 18511 Bean Creek Road, Cooper Landing, Alaska. The Cooper Landing Community Club purpose is to promote and encourage all activities in the interest of and to the advantage and welfare of the above community.

ARTICLE II
MEMBERSHIP

Any adult resident of Cooper Landing, registered in the Cooper Landing voting precinct, shall be eligible for membership. Membership will not be refused on the basis of race, color, national origin, sex, religion, age, disability, political beliefs, sexual orientation, or marital or family status. Each member entitled to vote shall be entitled to one vote.

An honorary membership, however, may be extended to anyone at the discretion of the voting membership. Such honorary members shall not be entitled to vote.

Dues may be levied in an amount set at the annual meeting if there is a budget shortfall and the membership votes to initiate dues the following year.

ARTICLE III
BOARD OF DIRECTORS

Section 1. The government of the Community Club, the direction of its work and the control of its property shall be vested in a Board of Directors; hereinafter referred to as the Board. Directors consisting of at least three (3) Directors and not greater than five (5) Directors, of whom at least 3 shall be elected for a term of two years, (staggered yearly) and two appointed for one-year terms. The Board shall consist of a President, Vice President, Secretary and Treasurer. The office of Secretary and Treasurer may be held by one person.

Section 2. The five (5) members of the Board shall be elected by the membership at the annual meeting. The Board shall serve without pay. If a vacancy should occur, the Board may appoint a replacement to finish out the term of the vacant board seat, subject to the approval of the elected Board. Board members with more than two unexcused absences may be dismissed from the Board. Excused and unexcused absences will be noted in the meeting minutes.

Section 3. Duties and Powers: Each officer of the Board shall dispatch his or her office in a business-like manner, using Robert's Rules of Order as a guide. Robert's Rules of Order shall be provided to each officer by the Community Club.

It shall be the duty of the Board to manage the affairs of the Community Club, protect its interests and advance the purpose of the Community Club. The Board shall have the power to transact any and all business and do any and all things that may be done lawfully by an association of like character. The Board may, on items of business affecting the sale or purchase of assets or changes in the function of the Community Club, hold special meetings in addition to regular meetings and may call for a ballot vote from all the eligible members of the Community Club. The duties of the Board shall begin immediately following its election, and it should meet for organization and election of officers within thirty days. The Board may adopt rules and regulations for continuing the business of the Community Club, which are not inconsistent with the By-Laws.

Section 4. Revocation of Directorship: Any Directorship may be revoked, for good cause, at any meeting called for that purpose by the general membership upon seventy five (75%) of the total active membership entitled to vote.

Section 5. Regular Meetings: Regular meetings of the Board shall be held at such a place as the Board may designate from time to time by notices to such day as the Board may determine, but in no event will the Board meet less frequently than four times a year.

Section 6. Special Meetings (Board of Directors): A special meeting of the Board may be called at any time by the President, or may be called upon request of fifty percent (50%) of the Directors, or a quorum of twenty five (25) percent of the members of the Community Club or may be held at any time or place, without notice, by the consent of all the Directors or by the presence of all the Directors at such meeting.

Section 7. Notice of Special Meetings: Notice of special meetings shall be presented by mail, phone, or e-mail, by the Secretary to each member of the Board not less than two (2) days before such meeting, and notice of special meetings shall state in brief the purpose for which the meeting may be held.

Section 8. Quorum: A majority of the Board shall constitute a quorum to transact business at any meeting, and a majority of the Directors present or voting by telephonic means or by computer shall decide any questions which may come before the meeting, except revocation of a directorship.

ARTICLE IV COMMITTEES

Section 1: Appointment: The President may appoint such committees as may be needed, with the vote of the membership or subject to the approval of the Board. The President may appoint the chairperson of each committee. The President or chairperson of the committee shall have authority to obtain and oversee committee members.

Section 2: Standing Committees:

- A. Nominating committee
- B. Audit Committee
- C. By-Laws Committee
- D. Maintenance Committee
- E. Games of Chance
- F. Cemetery Committee
- G. Budget Committee

Special Committees

- A. Endowment Fund
- B. Government Options
- C. Snail-A-Thon
- D. Soft Ball
- E. Cooper Landing Trails
 - a. Walkable
 - b. Trail Run
 - c. Nordic Ski Club
- F. Walkable
 - a. Karl Romig Run
- G. Youth Group (added 9/25/2014)

Section 3. Authority of Committee: It shall be the function of committees to investigate, make recommendations and report to the Board. Committees shall work under the direction of the Board. No committee shall represent the Community Club to advocate or oppose any project or issue without special direction from the Board.

Section 4. Committee Meetings: Meetings of the committees may be called at any time by the President or the Chairman of such a committee.

ARTICLE V COMMUNITY ORGANIZATION LIAISONS

The Cooper Landing Community Club Inc. encourages dialogue and collaboration among all non-profit organizations in the community of Cooper Landing. The following organizations are encouraged to maintain communications between their respective organizations and the Community Club. These organizations are encouraged to provide a report to the Community Club at any meeting. These local organizations qualify for the local annual user's fee for the rental of the Community Club Hall. These organizations may be added or removed based on a vote of the membership.

1. Cooper Landing Advisory Planning Committee
2. Cooper Landing Chamber of Commerce & Visitors Bureau Inc.
3. Cooper Landing Emergency Services, Inc.
4. Cooper Landing Gun Club, Inc.
5. Cooper Landing Historical Society & Museum, Inc.
6. Cooper Landing Library, Inc.
7. Cooper Landing Senior Citizens Corporation, Inc.
8. Cooper Landing Community Schools
9. Cooper Landing Fish & Game Advisory Board
10. Cooper Landing Parent Advisory Committee
11. Self Help Housing Group
12. Sexy Senior Dumpster Cleaner
13. Cooper Landing Sewists
14. Stamp Camp
15. Yoga
16. Vacation Bible School
17. Baptist church
18. St John Neuman's Catholic Church

ARTICLE VI MEETINGS & QUORUM

1. Fiscal year: The Fiscal year shall be from the first day (1st) of January until the thirty first (31st) day of December.
2. Membership meetings: The annual meeting shall be the November meeting of the year. The Community Club shall hold four (4) meetings a year, January, March, May, September and November. At the annual meeting the election of Board members for upcoming vacant seats shall be held. If the President or a minimum of three (3) Board of Directors feel a special membership meeting is needed, then a date may be set and notification to members be done at least seven (7) days prior, with notification of the topics requiring the special meeting.
3. Quorum: A quorum shall consist of twelve (12) of the voting members.
4. Ground Rules and Limitation of Debate: Every member as provided in the foregoing section shall be entitled to speak or vote on any subject brought before the Community Club at the discretion of the Board present. Debates may be limited by the presiding officer. Ground rules adopted, including but not limited to, one person speaking at a time, respect for all opinions, opportunity to hear all opinions, and respect for ideas and persons.

5. Meeting Notice: Each member of the Community Club shall be given written notice of the annual meeting of the Community Club at least seven (7) days in advance of the meeting. Said notice may be sent by electronic means, with physical postings in at least three public places.

6. Emergency Meetings: Emergency meetings may be called without prior notification in the event of an emergency of critical nature affecting citizens of Cooper Landing (i.e. natural disaster).

ARTICLE VII CONFLICT OF INTEREST

Any member of the Board who has a financial, official interest or conflict with any matter pending before the Board will offer to voluntarily excuse him/herself. Said member will refrain from discussion and voting on said item unless waived by a formal decision of the Board.

ARTICLE VIII FUNDS

1. Direction: All funds of the Community Club shall be under the direction and control of the Board. Funds will be allocated on an annual basis as provided by the operating budget approved by the Board. The operating budget shall be presented to the Board by the January meeting to be approved by the members.

2. Obligation of Expenses: No obligation of expenses shall be incurred and no money shall be appropriated or paid out of the general fund except for the current expenses and in no event shall money belonging to the Community Club be expended for other than Community Club purposes except when approved by the Board and membership.

a. The Community Club Board is authorized to make single project purchases not to exceed \$2,500.00. If the Board needs to exceed \$2,500.00 for a project then a request must be presented to the members at a meeting, and voted upon.

If a special meeting needs to be called, the Board shall call a special meeting in compliance with these by-laws.

3. Receipts: The receipts from hall rental fees, leases, and other sources when the disposition thereof is not specifically designated, shall constitute the general fund of the Community Club from which all fixed charges for the maintenance and conduct of the Community club and other expenses regularly incurred by the Community Club in the prosecution of its work, shall be paid. Hall Rental Fees shall be reviewed from time to time by the Board and if it is recommended those fees be changed it shall be presented at the next membership meeting for discussion and vote.

4. Membership in other organizations. The Community Club may only become a dues paying member of other organizations or associations if such membership is of direct benefit to the objective of the Community Club.

ARTICLE IX ELECTIONS

1. Elections: The election of the Board shall be held during the 4th quarter of the calendar year at the November annual meeting.

2. Nominating: The Board shall appoint a nominating committee and it shall prepare a list of at least five (5) candidates to be given as the official ballot from which members may select five (5) for Directors of the Board prior to the September meeting each year.

3. Nominations by the Community Club: The President, Vice President or individual presiding over the September general meeting, shall ask for additional nominations from the floor. Any member nominated for office and properly seconded must be put on the official ballot.

4. Close of Nominations: At the end of the September meeting all nominations of candidates for office shall close. If there are nominees in excess of open seats, ballots of all nominees must be mailed to each member in good standing within (7) days of nominations.

5. Voting: All voting shall be by secret ballot if there are more nominees than open seats. Ballots must be received by November 1 in conformity with such additional rules and regulations the Board may adopt. A voice vote shall be held at the November meeting if there are an equal amount of nominees to open seats. No proxy voting shall be allowed.

6. Certification. Certification of the election will be done by the Board at the November meeting.

ARTICLE X GENERAL BY-LAW PROVISIONS

1. Salaries. The salary of the Hall Coordinator shall be fixed by the Board.

2. Liabilities. The Board shall not make any obligations, or incur any liability on the Community Club, in excess of the annual income of the Community Club, without the prior approval of the membership.

3. Fiscal Year. The fiscal year for the Community Club shall be January first (1st) to December thirty-first (31st).

4. Parliamentary rules. The proceedings of the Community Club's meeting including those of the Board shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

5. Order of Business: The agenda for Community Club meetings shall include the following items:

- a. Meeting called to order
- b. Roll Call of Officers and Members (quorum established)
- c. Reception and Introduction of Guests
- d. Reading of Minutes of Preceding Meeting
- e. Financial Report
- f. Correspondence
- g. Community Reports/Presentations
- h. Committee Reports
- i. Old Business
- j. New Business
- k. Public Comment
- l. Notice of next meeting
- m. Adjournment

6. Dissolution. Upon the dissolution of Cooper Landing Community Club the disposition of net proceeds from charitable gaming conducted under the chapter, must go to a charitable organization as defined at AS05.15.690 or another qualified organization that is authorized to conduct an activity under AS 05.15. All other assets shall be disbursed to one or more non-profit organizations by vote of the membership and in compliance with current government regulations.