

**Bylaws  
of the  
SKAGWAY DEVELOPMENT CORPORATION**

**Article I.**

**Name:** The entity shall be known as the Skagway Development Corporation, an organization which is business oriented in nature, non-political and non-profit, herein referred to as "SDC".

**Article II**

**Purpose:** To enhance the year round economy of Skagway, Alaska.

**Article III**

**Officers and Duties:** The officers of the SDC shall be a President, a Vice-President, a Secretary, and a Treasurer.

a. The President shall preside at all meetings of the SDC Board of Directors. In his/her absence, his/her duties shall devolve on the Vice-President. The President may appoint such additional persons or committees for such purposes as He/she deems necessary in connection with the purposes of the SDC.

b. The Vice-President shall have such duties as assigned by the President.

c. The Treasurer shall have custody of all the funds of the SDC. When necessary and proper, he/she shall endorse on behalf of the SDC, for collection, checks, notes and other obligations, and shall deposit the same to the credit of the SDC in such bank or depository as the Board may designate, he/she shall sign all receipts and vouchers for payments made to the SDC. The Treasurer shall sign checks made by the SDC and shall pay out and dispose of the same under the direction of the Board. In the absence of the Treasurer, the President shall be authorized to sign or endorse checks made by or to the SDC. The Treasurer shall enter regularly in the books of the SDC to be kept by him/her for the purpose, full and accurate account of all moneys received and paid by him/her on account of the SDC, he/she shall at all times reasonable, exhibit his/her books and accounts to any Director of the SDC upon request, he/she shall perform all actions incident to the position of treasurer, subject to the control of the Board of Directors. The Treasurer shall render an annual report at the time of the Annual meeting, a monthly report and such special reports as may be required of him/her by the Board.

d. The Secretary shall attend to all general correspondence for the SDC under the direction of the President, keep a minute book of all meetings of the Board, and shall have such duties as are assigned by the President.

#### Article IV

**Board of Directors:** The Board of Directors shall consist of the four officers designated above and not less than one member elected at large from the legal residents of Skagway, Alaska. The business and property of the SDC shall be controlled by the Board. Decisions of the Board shall be by a majority vote of those present. A majority of the Board shall constitute a quorum. The Board may take all steps and do all things necessary for the administration of SDC affairs pursuant to the provisions of these bylaws. The Board is authorized to fill any elective positions of the SDC between elections. Three (3) or more consecutive, unexcused absences from regular board meetings may be grounds for removal from the Board.

#### Article V

**Elections:** Elections shall be held annually during the month of December. Each officer, plus the member(s) at large, shall be elected. Election shall be by a majority of those voting. At least sixty (60) days prior to the date of the Annual Meeting, the President shall appoint a Nominating Committee for the purpose of preparing a slate of candidates for officers and members of the Board. The report of the Nominating Committee containing the list of candidates and the offices for which nominated shall be promulgated to the board at least thirty (30) days prior to the Annual Meeting to be voted on by the Board.

#### Article VI

**Terms of Office:** Officers and other Board members shall begin their duties on January 1<sup>st</sup> following their election in December. The term of all officers and board members shall be for two (2) years, with the exception of the initial Board of Directors. Two (2) of the initial board members shall serve one year terms, and the other three (3) directors shall serve two (2) year terms. Directors may serve consecutive terms. Terms end on December 31<sup>st</sup> of the respective year.

#### Article VII

**Meetings:** Meetings of the Board of Directors shall be held at least quarterly, and more often as needed. The meetings shall include a business portion and a discussion, which in the judgment of the President with the advice of the Board shall best promote the purposes of the SDC. An agenda shall be prepared and mailed to the members of the Board prior to each meeting. The Annual Meeting shall be held in December of each year. Notice of Special Meetings shall be given personally, orally, or by mail to each board member not less than three (3) nor more than sixty (60) days in advance.

### Article VIII

**Financial:** Financial obligations shall not be incurred on behalf of the SDC except upon approval of the Board, unless otherwise provided for under the bylaws, and then only to the extent of funds available in the treasury to cover such obligations. Financial obligation incurred in the normal transaction of SDC business up to and including the sum of one hundred (100) dollars may be approved by the President. Expenditures of sums in excess of that amount shall be made only with the approval of the Board. An independent external financial audit shall be performed within ninety (90) days of the calendar year-end.

### Article IX

**Restrictions on Activity:** The SDC shall not act as an agent or on behalf of any subversive organization or otherwise engage in activities inconsistent with the purposes of the SDC or these bylaws. The SDC may act as agent for, or on behalf of, a foreign entity. The SDC may accept gifts provided they are unconditional or subject to conditions consistent with the purposes of the SDC and these bylaws.

### Article X

**Amendment:** These bylaws may be amended by majority vote of any regularly scheduled meeting of the SDC provided an announcement is made of the intent to amend the bylaws at the meeting preceding the meeting at which the amendment is to be considered for adoption.

### Article XI

**Dissolution:** Upon dissolution of the SDC, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the SDC, dispose of all assets of the SDC exclusively for the purpose of the SDC in such manner, or to such organizations or organizations organized and operated exclusively for charitable, educational, economic or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

Adopted this 4<sup>th</sup> day of February, 2002

Article VII amended this 3<sup>rd</sup> day of September, 2003

Articles II and IV amended this 14<sup>th</sup> day of November, 2004

**Bylaws of  
Skagway Development Corporation – Community Development Services**

**Article I. – Name and Purpose**

**Name:** The name of the entity shall be **Skagway Development Corporation – Community Development Services**, hereinafter referred to as **SDC-CDS**.

**Purpose:** To implement a community managed process designed to encourage community development, community services, and increase the quality of life in Skagway, Alaska. This process is designed to complement the economic development activities of the Skagway Development Corporation, hereinafter referred to as SDC.

**Article II. - Board of Directors**

**Board Role:** The role of the Board is the responsibility for the overall policy and direction of SDC-CDS, and delegates responsibility for day-to-day operations to the Executive Director of the Skagway Development Corporation and/or any designated staff member. The Board may take all steps and do all things necessary for the administration of SDC-CDS pursuant to the provisions of these bylaws. The Board receives no compensation other than reasonable expenses.

**Board Size and Composition:** The Board shall have up to nine members and no less than four. Board members will be made up of the directors of the Skagway Development Corporation plus no less than one and no more than three members at large. All Directors shall be legal residents of Skagway, Alaska.

**Meetings:** The Board shall meet at least quarterly, at an agreed upon time and place.

**Elections:** Elections for the Board of Directors will follow the procedure as set down in Section V. of the Bylaws of the Skagway Development Corporation. The election of the members at large shall be by a majority of those voting. At least sixty (60) days prior to the date of the annual Meeting, the President shall appoint a Nominating Committee for the purpose of preparing a slate of candidates for members at large of the Board. The report of the Nominating Committee containing the list of candidates shall be promulgated to the Board at least thirty (30) days prior to the Annual Meeting to be voted on by the Board.

**Nominating Committee:** At least sixty (60) days prior to the date of the annual Meeting, the President shall appoint a Nominating Committee for the purpose of preparing a slate of candidates for member(s) at large of the Board. The report of the Nominating Committee containing the list of candidates shall be promulgated to the Board at least thirty (30) days prior to the Annual Meeting to be voted on by the Board.

**Terms of Office:** Officers and other Board members shall begin their terms on January 1<sup>st</sup>, and terms expire December 31<sup>st</sup> of the respective year. The terms of all officers and Board members shall be two (2) years and are eligible for re-election.

**Quorum:** A quorum must be attended by at least three (3) members of the Board of Directors before business can be transacted or motions made or passed.

**Notice:** An agenda shall be prepared and a copy of such agenda shall be received by the members of the Board prior to each regular Board meeting. Notice of Special Meetings shall be given personally, orally, electronically or by mail to each member of the Board not less than three (3) nor more than sixty (60) days prior to the meeting.

**Officers and Duties:** There shall be four (4) officers of the Board consisting of a President, a Vice-President, a Secretary, and a Treasurer. The officers shall be elected at the December Annual Meeting of the Skagway Development Corporation as per Section III of their Bylaws. These officers shall preside over both the SDC and the SDC-CDS. Their duties are as follows:

The **President** shall convene scheduled meetings and shall preside at all meetings of the SDC-CDS Board of Directors. In the President's absence, the duties will devolve to the Vice-President. The president will appoint the Nominating Committee, and such additional persons or committees for such purposes that the President feels necessary in connection with the purposes of the SDC-CDS.

The **Vice-President** shall have such duties as assigned by the President.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, distributing copies of minutes, and shall have such duties as are assigned by the President.

The **Treasurer** shall have custody of all the funds of SDC-CDS. When necessary and proper, the Treasurer shall endorse on behalf of SDC-CDS, for collection, checks, notes and other obligations, and shall deposit the same to the credit of SDC-CDS in such bank or depository as the Board may designate, and will sign all receipts and vouchers for payments made to SDC-CDS. The Treasurer shall sign checks made by SDC-CDS and shall pay out and dispose of the same under direction of the Board. In the absence of the Treasurer, the President shall be authorized to sign or endorse checks made by or to SDC-CDS. The Treasurer shall keep full and accurate account of all monies received and paid by him/her on account of SDC-CDS. The Treasurer shall, at reasonable notice, exhibit his/her books and accounts to any Director of SDC-CDS upon request. The Treasurer shall make a report at each Board meeting, shall render an annual report at the time of the Annual Meeting, and shall prepare special reports as may be required by the Board.

**Vacancies:** The Board is authorized to fill any vacated elective positions of the SDC-CDS between elections.

**Resignations, Absences and Termination:** Resignation from the Board must be in writing and received by the Secretary. Three (3) or more consecutive, unexcused absences from

regular board meetings may be grounds for removal from the Board. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

### **Article III – Director and Staff**

The Executive Director for SDC-CDS is the one and the same as the Executive Director of the SDC. The Executive Director is hired by the Board of the SDC and his/her duties are shared amongst both organizations. The Executive Director has the day-to-day responsibility for the Corporation, including carrying out the Corporation's goals and Board policy. The Executive Director shall attend all Board meetings, report on the progress of the Corporation, answer questions of Board members and carry out the duties described in the job description. The Board may designate other duties as necessary.

Other staff members may be hired as demand and duties dictate. The hiring shall be conducted by the Board and the President may appoint a hiring committee to oversee the hiring process.

### **Article IV – Financial Obligations**

Financial obligations shall not be incurred on behalf of SDC-CDS except upon approval of the Board, unless otherwise provided for under the bylaws, and then only to the extent of funds available in the treasury to cover such obligations. Financial obligation incurred in the normal transaction of SDC-CDS business up to and including the sum of one hundred (\$100) dollars may be approved by the President. Expenditures in excess of that amount shall be made only with the approval of the Board. An independent external financial audit shall be performed within ninety (90) days of the calendar year end.

### **Article IV – Restrictions on Activities**

The SDC-CDS shall not act as an agent or on behalf of any subversive organization or otherwise engage in activities inconsistent with the purposes of SDC-CDS or these bylaws. SDC-CDS may act as agent for, or on behalf of, any foreign entity. SDC-CDS may accept gifts provided they are unconditional or subject to conditions consistent with the purposes of SDC-CDS and these bylaws.

### **Article V – Amendment**

These bylaws may be amended by a majority vote of any regularly scheduled meeting of the SDC-CDS. There shall be two (2) readings of the proposed amendment(s) over two (2) regularly scheduled meetings; at the end of the second reading a vote shall be taken.

**Article VI – Dissolution**

Upon dissolution of the SDC-CDS, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the SDC-CDS, dispose of all assets of the SDC-CDS exclusively for the purposes of SDC-CDS to the Skagway Development Corporation.

Adopted this \_\_\_\_\_ Day of \_\_\_\_\_, 2003