

BYLAWS of HAINES FRIENDS of RECYCLING

Revised 3/9/20 by HFR Board

Approved by HFR membership _____

ARTICLE I. Name

This organization is incorporated under the laws of the State of Alaska and is known as Haines Friends of Recycling (HFR). Its principal offices shall be in Haines, Alaska.

ARTICLE II. Purpose

The purpose of this organization is to assist the development of programs and facilities which increase the capacity of Haines to reduce waste, reuse, and recycle resources. Such programs include community outreach, education, and coordination. Such facilities include maintained recycle containers and a community recycling center. Notwithstanding the above, the corporation is organized to conduct any business allowable under Alaska law for a domestic non-profit corporation.

ARTICLE III. Duration

The period for which this corporation to continue is perpetual.

ARTICLE IV. Members

- A. Haines Friends of Recycling (HFR) is a membership organization.
- B. Members shall consist of those persons or organizations who have registered with HFR through completion of a registration card prescribed by HFR and have paid dues established by HFR.
- C. Members who have registration on file and are current with dues are eligible to vote at the annual meetings. Each individual or organizational member shall count as one vote.
- D. Any person interested in membership may elect to donate 10 volunteer hours in lieu of payment of money to qualify for individual membership. Time must be completed and presented to the board for

approval prior to the exercise of the right to vote at the annual meeting.

- E. Any member may be compensated for out-of-pocket expenses such as operating and / or administrative expenses upon presentation of receipts and approval by the Chairperson or designee.
- F. Members shall advise and make recommendations to the Board of Directors regarding the goals and activities of the Corporation.

ARTICLE V. Dues

Dues will be set annually by the Board of Directors.

ARTICLE VI. Board of Directors

- A. Powers: The Board of Directors (hereinafter also referred to as the Board) shall have full authority and responsibility for management of the affairs of the corporation. The Board shall be empowered to determine policy regarding the nature and general content of programs and activities, and may make legally binding commitments for the corporation.
- B. Membership: The Board of Directors shall consist of at least a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The number of Directors shall be established by a resolution of the Board.
- C. Election: Board members shall be nominated for a seat and elected from and by the membership at the annual meeting by a simple majority.
- D. Terms/Vacancies: The term of a Board member is three years or until a successor is appointed. Terms are staggered so that as nearly as possible the same number of Directors will be elected each year. A vacancy occurring on the Board may be filled by appointment of the Chairperson with consent of the Board. The newly appointed Director shall serve the remainder of the unexpired term.
- E. Removal from the Board: A Board member may be removed by a two-thirds vote of the membership whenever, in its judgment, the best

interests of the corporation so require. Absence from three consecutive Board meetings without an excuse is considered a resignation. An absence is excused only if the member notified the chairperson in advance of the meeting and provides an acceptable excuse for not attending. Any such removal will not effect that individual's membership in the corporation.

F. Duties of the Board: The Board's responsibilities include but are not limited to the following:

1. Assure that the accomplishments, financial status, goals, and objectives are reported to the membership at least annually.
2. Evaluate the performance of the corporation and planning its activities at least annually.
3. Appoint committees to assist the corporation.
4. Adopt policies for the organization.
5. Approve job descriptions for staff and volunteers.
6. Adopt an annual budget.
7. Arrange for an annual review of the organizations financial records by an independent accountant if deemed necessary.
8. Approve grant applications and accept funding received by the corporation.
9. Ensure sufficient funds are available to ensure the continued solvency of the corporation.
10. Ensure sufficient membership to carry out the purpose of the corporation.

G. Meeting Procedures: Board decisions will be made by majority rule.

H. Compensation for Board Members: Board members receive no compensation for their services to the corporation.

I. Officers and Executive Director

1. The Officers shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The Officers shall be elected by the Board of Directors from its membership and their terms of office shall be for one year.
2. Executive Director: the Board of Directors is authorized to employ an Executive Director who need not be a member of the Corporation.

ARTICLE VII. Officers' and Executive Director's Duties

A. The Chairperson shall:

1. Preside at all meetings.
2. Call board meetings when necessary.
3. Appoint committees with the approval of the Board.
4. Be a signatory of corporate and grant documents.
5. Be responsible for preparing meeting agendas.
6. Act as liaison between HFR and local media.
7. Be the spokesperson for the organization.
8. Be responsible for all letters and correspondence to and from the organization.

B. The Vice-Chairperson shall:

1. Conduct the business of the Corporation during the absence of the Chair.
2. Assist the Chairperson as called upon to do so.
3. Track the goals of the corporation.

C. The Secretary shall:

1. Record and keep permanent record of Board meetings.
2. Distribute copies of meeting minutes.
3. Be responsible for signing, with the Chairperson, all corporate documents except payment of bills.
4. Be responsible for correspondence in the form of appreciation/ Thank You letters and as directed by the Chairperson.

D. The Treasurer shall:

1. Collect and deposit all monies and dues.
2. Maintain the official list of paid-up members and their mailing addresses.
3. Pay all bills/reimbursements.
4. Retain records of receipts and expenditures.
5. Present a financial report to the Board at least quarterly.
6. Inform members of financial status at every meeting.
7. Prepare a draft budget and present to the Board for approval.
8. Oversee records and documents required by the IRS for tax exempt status.

E. Membership Coordinator:

1. Maintain master membership and volunteer list and contact information.

G. Executive Director:

1. The Board may hire or appoint an Executive Director by super majority vote (3/4).

2. The Executive Director shall be responsible to the Board of Directors and shall be under the supervision of the Chairperson.
3. The Executive Director shall have charge of the fiscal and administrative affairs of the corporation and shall not engage in any activities that are in conflict with the purposes and objectives of the Corporation.

ARTICLE VIII. Meetings and Notices

A. An Annual Meeting shall be held in the fall for the election of Board members and officers. Written notice to the members stating the proposed action shall be provided twenty-one (21) days prior to the meeting. Summary of progress reports, and the presentation of proposals for future projects will also be given at this time as well as an educational portion to be determined.

B. Board Meetings

1. The Board of Directors of the Corporation shall meet monthly except in January. All regular meetings shall be open to attendance by the membership. Written notice of all Board meetings shall be posted in the usual and customary places. Any Director may participate telephonically in any meeting.
2. At least three (3) days written notice by the Chairman shall be made to all Directors by mail, facsimile, email, or personal delivery stating the place, day, and hour of any meeting.
3. A quorum of at least fifty percent (50%) of Directors must be present prior to the first vote.
4. The meeting shall be conducted and governed by the latest edition of Robert's Rules of Order on Parliamentary Procedure. A majority of the Board may suspend such Rules for a time to be specified, but not to exceed thirty days.

5. In the absence of the Chair or Vice-Chair at a meeting, the Board may elect one of its members to preside over the meeting.
6. Special Board meetings may be called by any member of the Board or any five members of the corporation. Failure to notify the membership three (3) days before this meeting does not invalidate actions taken by the Board at this meeting.
7. The Corporation will hold at least two (2) program/educational meetings per year. These may be held concurrent with regular Board meetings.

ARTICLE IX. COMMITTEES

The Board may appoint standing or special committees. A Board member will be included in the membership of each committee. The committee may represent the Corporation in communications with non-members according to established Corporation policy. Committees do not establish policy but may recommend changes to the board.

ARTICLE X. FUNDS

- A. Board Control. All funds of the Corporation shall be under the direction and control of the Board of Directors which shall be responsible and shall provide to the membership an annual statement of the financial condition of the Corporation.
- B. Receipts. The receipts from membership dues and other sources, the disposition of which is not specifically designated shall constitute the general fund of the Corporation, from which all expenses of operation of the Corporation and any other expenses regularly incurred in its work shall be paid. Receipts shall be deposited in a bank designated by a resolution of the Board.
- C. Disbursements. No disbursements of funds of the Corporation shall be made unless the same are contained within the approved

budget or specifically authorized by the Board of Directors. Two Officer's signatures shall be required for checks.

ARTICLE XI. Bylaws Amendments Procedures

The Corporation may adopt, alter, amend, or repeal the by-laws at any meeting of the Corporation by a two-thirds vote of the members present. Written notice to the members stating the proposed action shall be provided twenty-one (21) days prior to such meeting.

ARTICLE XII. Fiscal Year.

The fiscal year for the Corporation is January 1 to December 31.

ARTICLE XIII. Dissolution.

This Corporation shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation and in these Bylaws. On dissolution of the corporation, any funds remaining shall be distributed to a nonprofit organization with purposes and goals similar to those of Haines Friends of Recycling, if any, otherwise to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors.

ARTICLE XIV. Conflict of Interest.

No member of the Board of Directors shall be interested, directly or indirectly, in any contract executed by the Corporation, unless such contract is authorized by a majority of the non-interested members of the Board at the meeting at which such contract shall be authorized.

ARTICLE XV. Certification of Bylaws.

The foregoing Bylaws of the Corporation were duly adopted at a meeting of the Board of Directors held on March 9, 2020 and by the general membership at the annual meeting on _____.

Chairperson

Secretary

