

**Bylaws
Juneau World Affairs Council
Adopted August 16, 2023**

**Article I
Identification**

Section 1. Name. The name of the Corporation is THE JUNEAU WORLD AFFAIRS COUNCIL, hereinafter referred to as the "Corporation" or "JWAC".

Section 2. Mission. JWAC seeks to encourage dialogue and understanding of important international, economic, political and social issues through expert presentation, informed discussion, and other educational activities. In pursuit of this goal, JWAC organizes presentations, lectures and panel discussions for the benefit of the public.

**Article II
Members**

The corporation shall have no members.

**Article III
The Board of Directors**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors ("Board").

Section 2. Number and Qualifications. The Board shall consist of not fewer than nine (9) nor more than seventeen (17) directors. The number of directors shall be fixed by a resolution of the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent director. Candidates for directors shall be sought through nomination by other directors or any other method deemed suitable to offer candidates meeting these qualifications.

Section 3. Election/Appointment. Directors are elected by the Board of Directors at the annual meeting. Each director shall hold office for the term for which he or she is elected and until his or her successor has been elected.

Section 4. Terms. Elected directors shall serve for terms of three years. They may be re-elected. Terms of directors shall be staggered so that no more than one-third of directors shall be elected each year.

Section 5. Removal. Any elected director may be removed for cause at any regular or special meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the directors in attendance so long as notice of the proposed action has been given and the director sought to be removed has been given an opportunity to be heard. In addition, a director who fails to attend three consecutive regular meetings shall be deemed to have resigned. In that instance, no action to remove is necessary.

Section 6. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled because of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 7. Annual Meeting. The Board of Directors shall meet each October. The meeting shall be for the purpose of organization, qualification of new directors and election of officers, and consideration of any other business that may properly be brought before the meeting. Notice of the specific time and place of the annual meeting shall be given in a manner reasonably calculated to reach directors on a timely basis.

Section 8. Regular Meetings. The Board of Directors generally will meet at least six times a year, including the annual meeting, on dates fixed by the board. Notice of those meetings shall be given in a manner reasonably calculated to reach directors on a timely basis.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or Secretary or any five of the directors. The officer or directors to call a special meeting shall specify a place as the place for holding the special meeting. The meeting may be conducted telephonically or by other electronic means.

Section 10. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given to each director at least two days in advance by written notice delivered personally or by electronic means or at least seven days in advance if sent by mail. If mailed, notice shall be deemed to be delivered when deposited in the United States mail.

Section 11. Waiver of Notice. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice.

Section 12. Quorum. A majority of the authorized seats on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not initially present, a majority of the directors present may postpone the convening of the meeting to later on the same day at the same location without further notice. Once a quorum is established, the Board may continue to conduct business despite the withdrawal of a Director or Directors.

Section 13. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 14. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors.

Section 15. E-Participation. Directors may participate telephonically or other electronic means in meetings without restriction and shall be counted in determining the presence of a quorum.

Article IV Officers

Section 1. Officers. The officers of the Corporation shall be elected from and by the Board of Directors, and shall be a President, a Vice President, a Secretary, and a Treasurer. The officers have the authority and perform the duties prescribed by the Board of Directors in these Bylaws or otherwise. Any two or more offices may be held by the same person, except the offices of President and Secretary. Any officer who leaves the Board will no longer be eligible to serve as an officer.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually at the annual meeting of the Board of Directors. If the election of officers is not held at the Annual Meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until his or her successor has been duly elected and qualified.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 4. The President. The President shall be the principal officer of the Corporation and shall preside at all meetings of the Board of Directors; may sign, with the Secretary or any other proper officer of the Corporation, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of President and other duties as may be prescribed by the Board of Directors.

Section 5. Vice President. In the absence of the President or in event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as assigned by these Bylaws, the President or the Board of Directors.

Section 6. Secretary. The Secretary works with the President to make sure that minutes of the meetings of the Board of Directors and committees having any of the authority of the Board of Directors are taken; that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; that the corporate records of the Corporation are properly maintained; that a register of the name and address of each director is kept; and in general perform all duties incident to the office of Secretary and other duties as assigned by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have general oversight of the books and records of account, and shall consult with the President in the preparation of the annual budget. The Treasurer shall perform such other duties as prescribed by these Bylaws or as assigned by the Board of Directors.

Section 8. Removal. Any officer may be removed by the vote of a majority of the members of the Board of Directors whenever in its judgment the best interests of the Corporation would be served.

**Article V
Committees**

Section 1. Establishment. The Board of Directors may establish any committees that it deems necessary either in these By-laws or by resolution. In establishing a committee, the Board of Directors will also set the size of the membership of the committee. Except as otherwise specifically provided, the President shall appoint the committee chairperson and the committee members. Non-directors may serve on committees in accordance with a process approved by the Board of Directors. The President may remove, without cause stated, any member of a committee whenever, in his or her judgment, the best interests of the Corporation are served by the removal.

Section 2. Term of Office. Each member of a committee shall continue as a member until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee is terminated sooner or unless the member is removed from the committee or no longer qualifies as a member of the committee.

Section 3. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Article VI
Standards of Conduct**

Section 1. Standards of Conduct for Directors. As a board or committee member, a director assumes

- (a) a duty of care: a director must exercise “reasonable care” when he or she makes a decision for the organization. In this case, “reasonable” is what a prudent person in a similar situation might do;
- (b) a duty of loyalty: a director must never use information gained through his or her position for personal gain. This means each director must always act in the best interests of the organization;
- (c) a duty of obedience. A director must be faithful to the organization’s mission. This means he or she cannot act in a way that is inconsistent with the organization’s goals.

Section 2. Reliance on others. In performing his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (a) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
- (c) a committee of the Board of which the director is not a member, as to matters within its purview, if the director reasonably believes the committee merits confidence.

A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.

Section 3. Conflicts of Interest. A director shall disclose all conflicts of interest and may not act in matters in which he or she has a substantial and material conflict of interest.

Section 4. Conflict of Interest Defined. A director shall be considered to have a conflict of interest if he or she or a member of his or her immediate family:

- (a) has an economic interest in a transaction which is the subject of proposed action by the Corporation and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the Corporation;
- (b) is a member or holds a significant interest in another entity that is the subject of the proposed action by the Corporation;
- (c) is a member of the Board of Directors (or other governing body), or an officer or manager of another entity that is the subject of the proposed action by the Corporation; or,
- (d) is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the Corporation.

However, a Director does not have a conflict of interest where the interest of the director or his or her immediate family is no different than that of other directors.

Section 5. Determination of Substantial and Material Conflict of Interest. When a director has a potential conflict of interest, the director shall notify the Board of Directors before the Board considers the matter with respect to which the actual or potential conflict exists, of all material facts concerning the nature of the conflict of interest. The existence of a conflict of interest shall be recorded in the minutes of the meeting of the Board of Directors.

The Board shall determine if a particular director has a substantial and material conflict of interest under this section. The issue shall be voted on by the directors who do not have a conflict of interest on the matter to be considered. The director with a conflict of interest shall not participate in the discussion of the conflict and shall abstain from voting on the issue of the conflict and shall leave the meeting while the disinterested directors discuss and vote on the conflict. However, the director may be counted in determining the presence of a quorum at the meeting at which the Board of Directors considers the matter giving rise to the conflict.

Section 6. Disqualification of Director. If a majority of the voting directors votes that a substantial and material conflict of interest exists, then the director shall be disqualified from discussing or voting on the matter in which he or she has a substantial and material conflict of interest.

Article VII Fiscal Management

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

Section 2. Budget. The board shall annually adopt a budget based upon a proposed budget presented to the board by the treasurer no later than February 28.

Section 3. Expenditures. The adoption of the annual budget shall constitute sufficient authorization for the expenditure of funds for the following items without further authorization from the board, upon the endorsement of a check requested by the President:

1. expenditures for consumable supplies;
2. notices or regular advertisements for meetings or similar regular activities as the board may prescribe at the time of the adoption of the budget;
3. mailing expenses; and
4. all typical costs for an invited speaker at any occasion officially sponsored by JWAC.

Expenses outside those regularly associated with typical JWAC events and /or any expenses reasonably deemed extraordinary shall be specifically authorized and voted by the board at the time such special expenses are to be undertaken

Section 4. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

Article VIII Tax Exempt Status

Section 1. Corporate Purpose. Consistent with Article III, Articles of Incorporation, the Corporation is organized exclusively for charitable, religious, 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 of 1954 (or corresponding provisions of any future United States Internal Revenue law).

Section 2. No Personal Benefit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its officers, directors, 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.

Section 3. Partisan Political Activity Prohibited. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, 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 any candidate for public office.

Section 4. Other Unauthorized Activities Prohibited. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law).

Section 5. Dissolution. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such a manner, or to such an organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law).

Article IX Amendments

Section 1. Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting at which a quorum has been established, if, in either case, at least two days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at a meeting.

Section 2. Articles of Incorporation. The Board of Directors may amend the Articles of Incorporation at a meeting of the Board of Directors upon receiving the majority of the votes of the directors then in office. The notice of the meeting shall be in writing and shall set forth the proposed amendment.