

**Constitution of Juneau World Affairs Council
Adopted November 19, 1994**

**Article 1
Purposes and Policies**

Section 1. PURPOSES

This non-profit corporation (hereinafter referred to as “the council”) is formed exclusively for educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 and specifically for the purpose of providing information on foreign policy to the citizens of Juneau. It seeks to stimulate interest in and promote discussion of international relations and U.S. foreign policy, and takes no stand on current issues. Its objective is to help individual citizens make up their own minds on issues of foreign policy, and in this manner, to help to support and strengthen our country and our form of government. The council shall promote study and public education on world affairs, particularly through the encouragement of informed and intelligent discussion, and shall facilitate cooperation among organizations or groups having similar aims. World affairs shall be taken to include all aspects of the relations among people of the world.

Section 2. POLICIES

- (a.) The council shall encourage fair and free discussion of any problem or issue pertinent to its purposes. It shall itself take no stand on any public issue, nor shall it recommend any policy, party, or candidate, and it shall make every effort to prevent any representation that it has done so. The educational program of the council shall be planned and conducted so as to encourage presentation of diverse points of view by competent speakers and to maintain an overall balance in factual presentation which would be regarded as fair by reasonable people.
- (b.) The council may issue reports of round tables, study groups and similar meetings which shall contain fair and accurate statements of areas of agreement and disagreement, but no summary of an area of agreement shall be presented in a way which would appear to commit the council or its members.
- (c.) There shall be no implication by reason of association with the council that the council endorses or shares the attitudes on public issues of any other cooperating organization or individual. The sole basis of association is agreement on the desirability of promoting the education purposes of this council and of encouraging to this end the presentation of unbiased information and diverse points of view. The programs of organizations associating themselves with this council are not thereby subjected to its control nor does the council assume any responsibility for the interpretations of action of cooperating organizations or individuals.

**Article II
Principal Office**

The principal office of the council shall be fixed and located in the City and Borough of Juneau, Alaska by the board of directors. The board of directors may change the location of the principal office within the city and borough.

Article III

Seal

The council shall have a common seal consisting of a circle having on its circumference the words "Juneau World Affairs Council".

Article LV

Membership

Section 1. QUALIFICATIONS FOR MEMBERSHIP.

Any person, corporation, partnership, organization or firm which subscribes to the purposes and policies specified by the board of directors shall be a member of the council. Equal voting rights shall apply to all members.

Section 2. DUES.

The amount of dues to be paid by members of the council and the times and manner of payment of dues shall be determined by the board of directors.

Section 3. MEETINGS.

(a.) The annual meeting of the members of the council shall be held during the month of November of each year at the time and place the board of directors fix in the meeting notice.

(b.) Special meetings of the members for any purpose may be called at any time by the president or by a majority of the directors. Ten (10) or ten percent (10%) of the membership, whichever is the larger number, shall constitute a quorum at any annual meeting or any special meeting of the members.

Section 4. LIABILITIES AND PROPERTY RIGHTS OF MEMBERS.

No member of the council shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to the assets of the council for payment. The members and directors of the council shall have no right, title or other property interest in or to the properties of the council.

Section 5. NO PERSONAL BENEFIT.

No part of the income of the council shall accrue to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the council is authorized to pay reasonable compensation for services rendered.

Section 6. DISSOLUTION.

Upon dissolution of the council, the board of directors, after paying or making provision for the payment of all the liabilities of the council, shall dispose of all the assets of the council exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law), as the board of directors shall determine.

Article V

Board of Directors

Section 1. NUMBER OF DIRECTORS.

The board of directors shall have a varying number of persons, but not to be less than three. A quorum shall be designated by the board of directors.

Section 2. POWERS OF DIRECTORS.

Subject to the powers of the members as provided by law or herein set forth, all powers of the council shall be exercised by or under the authority of, and the business and affairs of the council shall be controlled by, the board of directors.

Section 3. ELECTION, TERM OF OFFICE, AND ELIGIBILITY.

At the annual meeting of the members for the year 1983, one-third of the authorized number of directors shall be elected to hold office until the next annual membership meeting, one-third of the authorized number of directors shall be elected to hold office until the second succeeding annual membership meeting or in each case, until their respective successors are elected. Beginning with the year 1985 and thereafter, one-third of the authorized number of directors shall be elected at each annual meeting of the members, and each such director shall hold office until the third annual members' meeting succeeding the meeting at which the director was elected, or until the director's successor is elected.

Section 4. VACANCIES.

Any vacancy or vacancies in the board of directors resulting from death, incapacity, resignation, expiration of term of office, removal or otherwise, shall be appointed by the remaining directors then in office.

Section 5. SPECIAL BOARD MEETINGS.

Special meetings of the board of directors for any purpose or purposes shall be called at any time by the president or by three (3) or more directors, and shall be held at the time and place in the call for such a meeting.

Section 6. REMOVAL

A director may be removed from office, for cause, by vote of two-thirds of the directors.

Section 7. COMPENSATION.

The directors shall receive no compensation for their service as such.

**Article VI
Officers**

Section 1. OFFICERS.

The officers of the council shall be a president, vice president, secretary, treasurer and such other officers as the board of directors may appoint. The President shall be elected by the membership at the Annual Meeting for a term of one year.

Section 2. ELECTION AND ELIGIBILITY.

At its first meeting following the annual meeting, the board of directors shall elect all officers of the council, other than the President, for terms of one (1) year, or until their successors are elected and qualified. No officer shall be eligible to serve in the same office for more than two consecutive terms.

Section 3. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification of the officer or otherwise, shall be filled by the board of directors.

Section 4. PRESIDENT.

Subject to the control of the board of directors, the president shall have general supervision, direction and control of the business and affairs of the council. The president shall designate such committees, to perform such functions as the president may deem necessary or desirable, and appoint the members thereof, such membership not being limited to directors. The president shall preside at all meetings of the members and

directors and shall have such other powers and duties as may be prescribed from time to time by the board of directors.

Section 5. VICE PRESIDENT.

In the absence or disability of the president, the vice president shall perform all the duties of the president, and in so acting, shall have all the powers of the president.

Section 6. SECRETARY.

The secretary shall keep or cause to be kept a full and complete record of the proceedings of the board of directors, shall keep the seal of the council and cause the same to be affixed to such papers and instruments as may be required in the regular course of business, shall make or cause to be made service of such notice as may be necessary or proper, and shall discharge such other duties as pertain to the office or as prescribed by the board of directors.

Section 7. TREASURER.

The treasurer shall receive and safely keep all funds of the council, deposit the same in such bank or banks as may be designated by the board of directors, and shall supervise the keeping of the books of the council. Council funds shall be paid out only on the check of the council signed by two of the officers: president, vice president, treasurer or secretary, or by such officers as may be designated by the board of directors as authorized to sign the same. The treasurer shall collect all dues and membership fees, shall maintain the membership roster and perform such other duties as may be prescribed from time to time by the board of directors.

Article VII

Amendment of Constitution

This Constitution may be amended or repealed and a new Constitution adopted by the vote or written consent of members entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a members' meeting duly called for the purpose according to this Constitution.