

Proposed Revisions, Constitution  
Juneau World Affairs Council

Annual Membership Meeting  
December 4, 2013

ARTICLE IV  
Membership

Section 1. QUALIFICATIONS FOR MEMBERSHIP.

Any person, corporation, partnership, organization, or firm that or who subscribes to the purposes or policies specified by the board of directors shall be a member of the council. Membership shall carry no right to vote.

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. 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 of the council shall have no right, title, or other property interest in or to the properties of the council.

Section 4. 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 5 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 the United States tax code then in effect), as the board of directors shall determine.

Article V  
Board of Directors

Section 1. NUMBER OF DIRECTORS, QUORUM.

The board of directors shall number at least three members. The number of directors and quorum shall be determined by the board of directors.

Section 2. POWERS OF DIRECTORS.

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. APPOINTMENT.

The board of directors shall appoint directors according to the Bylaws, without vote of the membership.

Section 4. BOARD MEETINGS.

The board of directors shall meet as provided in the Bylaws.

Section 5. REMOVAL.

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

Section 6. COMPENSATION.

The directors shall receive no compensation for their service.

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 board of directors shall elect all officers.

Section 2. 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 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 board of 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, shall 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 funds payable to the council, , shall maintain any membership roster, and shall 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 of the board of directors.