

**BYLAWS
OF
JUNEAU PARK FOUNDATION**

ARTICLE ONE

Offices

The principal office of the corporation shall be located in Juneau, Alaska. The corporation may have such other offices within the state of Alaska as the board of directors may determine from time to time.

ARTICLE TWO

Purposes

The purposes for which the corporation is organized are the following:

- a. To receive gifts, legacies, and devises to be used for providing future park lands and facilities and specific recreation and park programs within the City & Borough of Juneau that may not otherwise be available from other agencies or governmental units;
- b. To promote, publicize, and encourage better understanding, appreciation, and support for the Juneau Parks and Recreation Department;
- c. To provide financial support and assistance to the Juneau Parks and Recreation Department to improve and increase stability of existing and future services and facilities;
- d. To provide increased educational awareness of the function and mission of the Juneau Parks and Recreation Department within the community as well as the services provided by the Juneau Parks and Recreation Department;
- e. To provide support and assistance wherever needed to maintain and improve professional skills and abilities, services, and facilities offered by the Juneau Parks and Recreation Department;
- f. To receive, hold title to, administer, sell, lease, or otherwise dispose of real and personal property of interests therein; to use said

property or the proceeds thereof for the purposes set forth above;

- g. To transfer any real property, interest therein or other assets which it may hold from time to time to any governmental agency or other suitable agency which is duly authorized and able to receive and administer the same for the purposes set forth above; and
- h. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, or attainment of the forgoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

ARTICLE THREE

Board of Directors

Section 1. GENERAL POWERS. The affairs of the corporation shall be managed by its board of directors.

Section 2. NUMBER OF DIRECTORS; QUALIFICATIONS. The number of directors shall be five (5). The Foundation may seek membership of up to two (2) members of the Juneau Parks and Recreation Advisory Committee ("PRAC"). In addition, the Director then in office of the Juneau Parks and Recreation Department, or his designee, shall serve as *ex officio* director without voting rights on any question before the board and without being counted for purposes of determining a quorum for any meeting of the board.

Section 3. CLASSIFICATION OF DIRECTORS. The board of directors shall be divided into three (3) classes. When the number of directors is changed, any newly created directorship or any decrease in directorships shall be so apportioned among the classes so as to make them as nearly equal in number as possible.

Section 4. TERM OF OFFICE. Directors in the first class hold office until the annual meeting of the directors to be held in 2013, directors in the second class shall hold office until the annual meeting of the directors to be held in 2014, and directors in the third class shall hold office until the annual meeting of the directors to be held in 2015; PROVIDED directors who are members of the Juneau Parks and Recreation Committee hold office only so long as they remain

members thereof. Successors to the directors whose terms are expiring shall hold office for terms of three (3) years until the third succeeding annual meeting of the directors. Each director shall hold office for the term for which he is appointed and until his successor is elected and qualified.

Section 5. ANNUAL MEETING. An annual meeting of the directors shall be held in the fourth calendar quarter of each year, beginning with the year 2013, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors is not held on the day designated herein for any annual meeting, or any adjournment thereof, the board of directors shall cause the election to be held at a regular or special meeting as soon thereafter as is convenient.

Section 6. REGULAR MEETINGS. Regular meetings of the directors shall be held quarterly at the principal office of the corporation or at such other place as the chair or directors may determine for the purpose of reviewing the corporation's financial condition and for the transaction of such other business as may come before the meeting.

Section 7. SPECIAL MEETINGS. Special meetings of the directors may be called by or at the request of the chair or any two (2) directors, and shall be held at the principal office of the corporation or at such other place as the chair or directors may determine.

Section 8. NOTICE. Notice of the date, time, and place of the annual meeting of the board of directors shall be given at least thirty (30) days prior thereto by publication in a newspaper of general circulation. Additional notice of the annual meeting and notice of the date, time, and place of a regular or special meeting of the board of directors shall be given at least three (3) days prior thereto by written notice delivered personally (which includes any recognized carrier service that issues a receipt or other confirmation of delivery), by facsimile (or other telephone communication facility that confirms completion of transmission), by email (that confirms that the message was received or opened), or sent by mail to each director at his address as shown by the records of the corporation. If transmitted by facsimile, such notice shall be deemed delivered when the transmission has been completed. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail. The attendance of a director at any meeting shall constitute a waiver of notice of such 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.

Section 9. QUORUM. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of

directors. If, however, less than a majority of such directors are present at any meeting, a majority of them present may adjourn or recess the meeting from time to time without further notice.

Section 10. TELEPHONIC MEETINGS. Directors may conduct any meeting of the directors by communicating simultaneously with each other by means of conference telephones or similar communications equipment. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 11. BOARD DECISIONS. 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 a greater proportion or other vote is required by law, the articles of incorporation, or these bylaws.

Section 12. INFORMAL ACTION BY DIRECTORS. Any action required by law to be taken at a meeting of the directors, or any action that 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 directors then in office.

Section 13. REMOVAL. Any director may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 14. VACANCIES. If any director is removed or otherwise fails or refuses for any reason to act as such, the vacancy may be filled by affirmative vote of the majority of the remaining directors, though less than a quorum of the board of directors, provided in no case may a vacancy continue for longer than six months or until the next annual meeting of the directors, whichever occurs first. The person designated or elected to fill the vacancy shall serve for the unexpired term of his predecessor in office.

ARTICLE FOUR

Officers

Section 1. OFFICERS. The officers of the corporation shall be a chair, a vice chair, a secretary, a treasurer, and such other officers as may be elected or appointed by the directors as they shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of chair and secretary.

Section 2. ELECTION AND TERM OF OFFICE. Subject to Section 6 below, the officers of the corporation shall be elected annually by the board of directors at the annual meeting of the directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. REMOVAL. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. CHAIR. The chair shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the board of directors and the executive committee, and, in general, shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. VICE CHAIR. The vice chair is the chair-elect. In the absence of the chair or in the event of his death or his inability or refusal to act, the vice chair shall perform the duties of the chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chair. The vice chair shall perform such other duties as from time to time may be assigned to him by the chair or by the board of directors.

Section 7. SECRETARY. The secretary shall keep the minutes of meetings of the directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a register of the mailing address of the directors which shall be furnished to the secretary by the director; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the chair or by the board of directors.

Section 8. TREASURER. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall have

charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the chair or by the board of directors.

ARTICLE FIVE

Committees

Section 1. **BOARD DEVELOPMENT COMMITTEE.** The board of directors may designate by resolution a Board Development Committee consisting of one or more directors, which will have the authority to oversee the process of recruiting and retaining diverse and qualified directors of the corporation. The board of directors shall appoint the chair of the Committee, and the chair may appoint additional members of the Committee. The chair may be removed by the board of directors whenever in its judgment the best interests of the corporation shall be served by such removal, and any members of the committee appointed by the chair serve at the pleasure of and may be removed by the chairman at any time.

Section 2. **OTHER COMMITTEES.** Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated *ad hoc* by resolution of the board of directors. The board of directors shall appoint the chairs of such committees, and these chairs may appoint additional members of the Committee. Any member of any committee may be removed by the board of directors whenever in its judgment the best interests of the corporation shall be served by such removal.

Section 3. **TERM OF OFFICE.** Each member of a committee who is a director shall continue as a member until the next annual meeting of the directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Each member of a committee who is not a director shall continue as a member for a period of one (1) year from the date of appointment, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. **VACANCIES.** Vacancies in any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. 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.

Section 6. RULES. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE SIX

Conflicts of Interest

Section 1. FINANCIAL INTERESTS. No contract or transaction between the corporation and one or more of its directors or officers or between the corporation and another corporation, firm, or association in which one or more of the corporation's directors or officers has a financial interest is void or voidable because the directors or officers or other corporation, firm, or association are parties or because the directors or officers are present at a meeting of the board of directors which authorizes, approves, or ratifies the contract or transaction, provided that the material facts as to such directors' or officers' interest are fully disclosed or known to the board of directors, the board authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for such purpose without counting the vote of such directors, and the contract or transaction is just and reasonable to the corporation at the time it is authorized, approved, or ratified. Such directors and officers may be counted in determining the presence of a quorum at the meeting of the board of directors which authorizes, approves, or ratifies the contract or transaction. Nothing herein contained shall prevent the authorization, approval, or ratification of any such contract or transaction in any other manner permitted by law.

Section 2. COMMON DIRECTORSHIPS. Except as provided in Section 1 of this article, no contract or transaction between the corporation and a corporation, firm, or association in which one or more directors of the corporation are directors is void or voidable because the director or directors are present at the meeting of the board of directors that authorizes, approves, or ratifies the contract or transaction, provided the material facts of the transaction and the director's other directorship are fully disclosed or known to the board of directors, and the board authorizes, approves, or ratifies the contract or transaction in good faith by a sufficient vote without counting the vote of the common director or directors.

Section 3. EXCEPTIONS. The provisions of Sections 1 and 2 of this article

shall not apply to contracts or transactions containing the same terms and conditions of other contracts or transactions entered into or occurring in the ordinary course of the corporation's activities.

ARTICLE SEVEN

Indemnification

Section 1. DISCRETIONARY INDEMNIFICATION. The corporation may indemnify a person who was, is, or is threatened to be made a party to any completed, pending, or threatened action or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director or officer of the corporation. Indemnification may include reimbursement of expenses, attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to a criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided, however, if the action or proceeding was, is, or is threatened to be by or in the right of the corporation, indemnification may not be made in respect of any claim, issue, or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation, except to the extent that the court in which the action was brought determines upon application that, despite the adjudication of liability, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses which the court considers proper. The termination of an action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent does not create a presumption that the person did not meet the requisite standard of conduct set forth in this paragraph.

Section 2. MANDATORY INDEMNIFICATION. To the extent that a director or officer of the corporation has been successful on the merits or otherwise in defense of an action or proceeding referred to in Section 1 of this article, or in defense of a claim, issue, or matter in the action or proceeding, he shall be indemnified against expenses and attorney fees actually and reasonably incurred by him in connection with the defense.

******This would require the corporation to pay all attorneys fees and other expenses of a director, if that director is successful in defending themselves against a claim.******

Section 3. EXERCISE OF DISCRETION. Unless otherwise ordered by a court, indemnification under Section 1 of this article may only be made by the corporation upon a determination that indemnification of the director or officer is

proper in the circumstances because he has met the requisite standards of conduct set out in Section 1. The determination shall be made by:

- a. the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding; or
- b. independent legal counsel in a written opinion if:
 - i. a quorum of the board of directors is not obtainable; or
 - ii. such quorum is obtainable but a majority of disinterested directors so directs.

Section 4. **ADVANCE PAYMENT OF EXPENSES.** Expenses incurred in defending a civil or criminal action or proceeding may be paid by the corporation in advance of the final disposition of the action or proceeding as authorized in the manner provided in Section 3 of this article if:

- a. the director or officer furnishes the corporation with a written affirmation of a good faith belief that the requisite standards of conduct set out in Section 1 of this article have been met;
- b. the director or officer furnishes the corporation with a written unlimited general undertaking, executed personally or on behalf of the individual, to repay the advance if it is ultimately determined that the requisite standards of conduct were not met; and
- c. a determination is made that the facts then known to those making the determination would not preclude indemnification under this article.

Section 5. **NONEXCLUSIVITY.** The indemnification provided by this article is not exclusive of any other rights to which a person seeking indemnification may be entitled under an agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding the office. The right to indemnification continues as to a person who has ceased to be a director or officer and inures to the benefit of the heirs, executors, and administrators of the person.

Section 6. **INSURANCE.** The corporation may purchase and maintain insurance on behalf of a person who is or was a director or officer of the corporation against any liability asserted against him and incurred by him in that capacity, or arising out of that status, whether or not the corporation has the power

to indemnify him against the liability under the provisions of this article.

ARTICLE EIGHT

Contracts, Checks, Deposits, and Funds

Section 1. **CONTRACTS.** The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. **CHECKS, DRAFTS, OR ORDERS.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and, *****if in excess of \$1,000*****, countersigned by the chair or vice chair of the corporation.

Section 3. **DEPOSITS.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may designate.

Section 4. **LOANS PROHIBITED.** The corporation shall not make any loan to its directors or officers. A director or officer who assents to or participates in the making of such a loan shall be liable to the corporation for the amount of the loan until its repayment.

ARTICLE NINE

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors. All books and records of the corporation may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time, upon written demand stating with reasonable particularity the purpose of the inspection. Only books and records directly related to the stated purpose may be inspected.

ARTICLE TEN

Waiver of Notice

Whenever any notice is required to be given under the Alaska Nonprofit Corporation Act, AS 10.20, or under the provisions of the articles of incorporation or these bylaws, a waiver thereof in writing signed by the director(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN

Amendment

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a vote of a majority of the directors then in office; PROVIDED Article Two of these bylaws may not be altered, amended, or repealed without the unanimous vote of the directors then in office.

DATED: XXXXXXXX ____, 2012

_____, Secretary

ATTEST:

_____, Chair