

BYLAWS OF GEOCACHEALASKA! INC.

REVISION 6 – 24 April 2014

Article I: NAME

The name of the organization is GeocacheAlaska! Incorporated, hereafter referred to as GCAK. GCAK is the only authorized acronym for general and casual use. All formal documents shall use the full organization name.

Article II: PURPOSES

The purposes of GCAK are to:

- Promote geocaching as an exciting, family-oriented outdoor activity that increases awareness and use of Alaska's public parks and trail systems.
- Provide opportunities for the geocaching community to enjoy geocaching in Alaska and to meet and socialize with other geocachers.
- Increase awareness of geocaching issues in Alaska through interaction with other outdoor activity groups, clubs, organizations, and the public.
- Educate geocachers on proper geocaching methods and promote stewardship of our natural resources through low impact geocaching activities.
- Educate other outdoor enthusiasts and user groups about geocaching.
- Represent geocaching interests in public forums and to recreation land managers.
- Actively promote the "Cache In - Trash Out" (CITO) program to help in the maintenance of public parks and trail systems and foster good working relationships with land managers.

Article III: MEMBERSHIP

GCAK shall have two categories of membership: Sourdough Member and Cheechako Member. Sourdough Membership is available to dues paying members (See Article IV) of GCAK. Sourdough Members will be eligible to vote, receive discounts to GCAK events when a fee is charged, and when purchasing merchandise from the GCAK store. Cheechako Membership is available free of charge to any individual who subscribes to the purposes of GCAK as described in Article II and submits a membership request. With the exception of election notices, Cheechako members will receive the same notifications about events, land use policies and other announcements as Sourdough Members. Membership expiration date is the end of the month, one calendar year after initial membership and then annually thereafter. Membership expiration date for Sourdough Members paying via a PayPal Annual Subscription will be the date of the subscription. An individual may not hold more than one membership. GCAK will use the member's geocaching.com username as their GCAK "geonickname".

Article IV: DUES

Dues shall be established as deemed appropriate for Sourdough Memberships by the Board of Directors. Sourdough Memberships shall be for the period of one (1) year and shall expire on the date specified in Article III. Cheechako Membership shall be indefinite or until member revokes membership in writing to the Secretary. The GCAK Board may revoke Cheechako Membership at any time and for any reason. Dues are payable immediately upon joining and thereafter on the next expiration date.

Article V: VOTING

Sourdough Members shall have a vote in association business with no more than one (1) vote per membership. Notification of the election of Board Members shall be given to the General Membership by e-mail at least fourteen (14) days in advance. It shall be each member's responsibility to ensure that the GCAK Secretary has a current e-mail address to which election notifications can be sent.

Absentee voting shall be allowed for elections. Proxy voting shall not be allowed for elections. Proxies may be submitted by Board and Members-at-Large for voting on Association business. Association business shall ordinarily be conducted at the Business Meetings. At the President's discretion, Board business that requires a vote may be conducted via telephone or electronic means for issues that require immediate action, provided that a reasonable attempt is made to notify all Board members of the vote.

Article VI: THE BOARD OF DIRECTORS

The management and administration of the affairs of GCAK shall be governed by a Board of Directors consisting of the four (4) officers comprising the Executive Committee, the Webmaster, and four (4) Members At Large.

Selection of Board Members:

The Nominating Committee of GCAK shall be responsible for reviewing and screening potential candidates being considered for service on the Board of Directors as set forth in Article X. Vacancies on the Board shall be appointed by a majority vote of the remaining Directors. Board Members shall be members of geocaching.com (Member/Premium/Charter) and Sourdough Members of GeocacheAlaska! in good standing.

Individuals selected to fill vacancies will serve the remainder of the standard term of office.

Term of Office:

A Board Member's term in office shall be two calendar years and serve until duly replaced. Board Members may be re-elected every two years. The President, Secretary and Webmaster shall be elected to terms beginning in even-numbered years. The Vice President and Treasurer shall be elected to terms beginning in odd-numbered years. Two Members at Large shall be elected to terms beginning in even-numbered years and two shall be elected to terms beginning in odd-numbered years.

Board Member Activity:

Board Members are required to attend 75% of Board Meetings, excluding excused absences. Board members shall be encouraged to serve on at least one committee.

Duties:

The Board of Directors shall oversee the affairs and business of GCAK. The Board will make policies and set guidelines to govern the affairs of GCAK. The duties of the Board will include planning all organizational functions, adopting and implementing policies consistent with the purposes of GCAK, and establishing budget and staffing levels necessary to fulfill the policies and implement the decisions of the Board.

The President, with Board approval, may appoint members to the committees as well as designate the committee chairman. The President, with Board approval, may establish special committees as required.

Committee membership shall be reviewed by the Board on an annual basis. Committees shall submit a budget to the treasurer by the second Business Meeting of the year for expenses expected to be incurred during the upcoming year.

Statement of Conflict of Interest:

All GCAK Board Members shall avoid any conflict between their individual, professional or business interests and the interests of GCAK. On any deemed conflict of interest by a Board Member, notice shall be given to the President and that Board Member shall then refrain from discussing or voting on any related issue.

Article VII: BOARD OF DIRECTORS EXECUTIVE COMMITTEE OFFICERS

GCAK shall have an Executive Committee on the Board of Directors comprised of a President, a Vice-President, a Treasurer and a Secretary.

The duties of the Executive Committee Officers are as follows:

The **President** shall:

- Preside over all Organization meetings and Board of Director meetings.
- Cast the deciding vote in the event of a tie during voting at any Business Meeting.
- Sign contracts and agreements on behalf of GCAK.
- Appoint members as necessary to perform the tasks agreed upon by the Board.

The **Vice-President** shall:

- Perform the duties of the President in the absence of the President.
- Make arrangements for scheduling meeting dates and locations.
- Supervise the Nominating Committee.
- Tabulate ballots for all GCAK elections.
- Assures compliance with these bylaws of all members of the Board of Directors.

The **Treasurer** shall:

- Be responsible for all income and expenses.
- Keep accurate financial records.
- Make timely deposits of all monies received.
- Bill all those who owe money to GCAK.
- Manage all GCAK electronic transaction accounts.
- Pay duly authorized expenses.
- Make available financial records to GCAK for inspection and audit.
- Recommend a budget to the Board.
- Recommend appropriate changes in the dues structure.
- Make an annual report to the Board at the first Business Meeting each year.
- Maintain a ledger describing GCAK property.
- Manage membership renewals and collect membership dues in a timely manner.
- File required annual paperwork to maintain nonprofit status

The **Secretary** shall:

- Record minutes of all Business Meetings, General Membership Meetings, and Executive Committee Meetings.
- Maintain a file of legal documents and licenses of GCAK, past minutes, newsletter archives and other official documents.
- Receive and record all copies of contracts and agreements consummated by GCAK
- Provide written notice of the date, time and location of meetings to the membership at least two weeks prior to the meetings, including, as needed, notice of proposed bylaw changes and elections to fill vacancies on the Board.
- Maintain and publish GCAK Master Calendar.
- Maintain a list of members, officers, Members-at-Large, and committee members.
- Manage monthly notifications to Sourdough members of pending membership expiration.
- Conduct and respond to correspondence as required.
- Provide for the publication of the monthly newsletter of GCAK
- Act as registered agent for GCAK

Article VIII: NON-OFFICER BOARD OF DIRECTORS MEMBERS

GCAK shall have additional Board of Directors members consisting of a Webmaster and four (4) Members at Large.

The **Webmaster** shall:

- Manage content on the GCAK Website.
- Manage the content, structure, and administration of the GCAK Discussion Forums.
- Maintain website and forum domain status.
- Manage the GCAK profile at geocaching.com.
- Manage all GCAK social media accounts to include Facebook, Twitter, YouTube, et al.
- Manage electronic communication protocols for GCAK and facilitate communications to the members.
- Develop and maintain Use Guidelines for each Social Media outlet where members and/or the public have the ability to post individual content.
- Manage all Social Media Administrators.

The **Members at Large** shall:

- Attend and vote at all Business Meetings and General Membership Meetings.
- Facilitate event planning and execution.
- Facilitate educational activity planning and execution.
- Facilitate regional chapter formation.
- Assist other members of the Board as needed.
- Serve on working committees as needed.
- Be encouraged to Chair committees as needed and as approved by the Board.

Article IX: STANDING COMMITTEES

GCAK shall have Standing Committees consisting of Advocacy, Education, Events, and Fundraising Committees. Additional committees may be formed as needed and for an appropriate duration to complete business tasks.

The **Advocacy Committee** shall:

- Represent geocaching interests in public forums and to recreation land managers.
- Actively promote the "Cache In - Trash Out" (CITO) program to help in the maintenance of public parks and trail systems and foster good working relationships with land managers.
- Respond to geocache placement issues raised by land managers where GCAK has use permits.
- Facilitate obtaining and maintaining geocaching permits on public or private lands for the use and benefit of GCAK membership.
- Facilitate the renewal of any existing GCAK geocaching land use permits in a timely manner.

The **Education Committee** shall:

- Educate geocachers on proper geocaching methods and means.
- Promote stewardship of our natural resources through low impact geocaching and CITO activity.
- Educate other outdoor enthusiasts and user groups about geocaching.
- Increase awareness of geocaching in Alaska through interaction with other outdoor activity groups, schools, clubs, organizations, and the general public.
- Facilitate the planning and execution of GCAK hosted educational events for the membership.
- Assist GCAK members with planning and execution of individually hosted educational events.

The **Events Committee** shall:

- Facilitate the planning and execution of GCAK hosted social events for the membership.
- Assist GCAK members with requesting GCAK support for individually hosted social events.
- Facilitate the planning and execution of GCAK hosted CITO events.

The **Fundraising Committee** shall:

- Manage all GCAK fundraising activities to meet the financial needs established by the Treasurer and approved by the Board of Directors.
- Recommend specific fundraising activities to the Board of Directors.
- Complete the planning and execution of all fundraising activities that have been approved by the Board of Directors and provide progress and completion reports at all regular Business Meetings.
- Work directly with members and vendors to design and produce fundraising products as needed to fulfill the Board of Directors approved fundraising objectives.

Article X: CHAPTERS & MEETINGS

A Chapter shall be defined as a group of GCAK members that meet on a regular basis. An active chapter shall have a minimum of eight (8) Sourdough Members in good standing. The group must apply to the Board of Directors for recognition as an active chapter. The Board of Directors will consider the chapter's application to determine if it fits within the purposes and goals of GCAK.

Chapter Meetings will be held as often as designated by the Chapter, usually monthly, but at least quarterly. The purpose of the Chapter Meetings shall be to discuss current initiatives, solicit involvement and provide a forum for the exchange of information among members.

GCAK Board of Directors Business Meetings will be held quarterly at a minimum (four times per year), or more often if required. At these meetings all of the regular business of GCAK will be conducted. All meetings will be conducted in accordance with Robert's Rules of Order, latest edition. Board business may also be conducted by telephone or other electronic means as specified in Article V.

Article XI: ELECTIONS

Elections shall take place via electronic ballot between November 1st and November 15th.

Nominations shall take place via the GCAK forums and nomination committee. Nominations will be received from members and the nomination committee from September 15th through October 15th.

A Nominating Committee of three willing members shall be established by random draw by the Board Vice-President from among the volunteering members of the Board. The drawing should be held during the last board meeting prior to the start of the nomination period (typically August). The Nominating Committee shall present a slate of willing candidates to the full Board at the meeting prior to which the elections will take place. Additional candidates may be nominated at the Business Meeting just prior to the elections. Following Board approval the slate of candidates submit a statement of interest which will be posted for the membership.

All Sourdough Members in good standing (not in arrears for dues) will have an equal vote for the purpose of electing the Executive Committee.

Election to a position will be by simple majority of those voting. If the first ballot fails to produce a majority for one candidate, a runoff of the two with the most votes will be conducted.

Chapters will establish their own election procedures and schedule.

Article XII: BYLAWS

The Board of GCAK will be solely responsible for the bylaws of GCAK. The Board may adopt, amend, or repeal the bylaws only at any Business Meeting after a minimum of 72 hours of advanced written notice providing the specific contents of the proposed action given to each Board member. The Board may then approve any proposed bylaw change with a two-thirds vote of approval.

Article XIII: DISCIPLINARY ACTION

As determined by the Board, any member or chapter whose actions are deemed to run counter to the best interests of GCAK shall be subject to disciplinary action. Any action taken shall be with a two-thirds vote of the Board. Disciplinary actions that may be taken include removal from the Board or the membership.

Should the Board feel that disciplinary action is necessary, the Board will schedule a vote and contact the member to be disciplined to ensure that the member can have an opportunity to speak in his or her defense if he or she so chooses. There is no appeal process following Board action with a two-thirds vote.

Any member of GCAK Social Media outlets to include GCAK Discussion Forums, GCAK Facebook Group, or other GCAK controlled Social Media, regardless of their formal membership status in GCAK, may be temporarily or permanently removed, blocked, or banned from participation in any or all GCAK Social Media outlets upon violation of any established use guidelines. Removal from discussion forum may be performed immediately by any active and approved forum Administrator who is under the oversight of the Webmaster or Board of Directors. Only GCAK members in good standing may have an appeal process specific to Social Media access, which shall be outlined in the published Use Guidelines for each social media outlet.

Article XIV: QUORUM

A simple majority in all cases will constitute a quorum.

Article XV: NON-DISCRIMINATION CLAUSE

GCAK shall not discriminate against people on the basis of race, color, sex, religion, national origin, age, disability, sexual orientation, or any legally protected characteristic.

Article XVI: TERMINATION

Dissolution of GCAK may occur by a two-thirds vote of the Board of Directors. In the event of dissolution, all remaining assets, if any, shall be transferred to the nearest geocaching-related organization approved by the Board.