

# **BYLAWS OF GEOCACHEALASKA! INC.**

## **REVISION 2 – 28 September 2009**

### **Article I: NAME**

The name of the organization is GeocacheAlaska!, hereafter referred to as GeAK!

### **Article II: PURPOSES**

The purposes of the GeAK! are to:

- Promote geocaching as an exciting, family-oriented activity that increases awareness of parks and trail systems.
- Provide opportunities for the geocaching community to enjoy geocaching in the area and to meet and socialize with like-minded geocachers.
- Increase awareness of geocaching issues in the area through interaction with other outdoor activity groups, geocaching clubs, and the public.
- Educate geocachers on low impact geocaching and promote stewardship of our natural resources.
- Educate other outdoor enthusiasts on 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 parks and trail systems.

### **Article III: MEMBERSHIP**

GeAK! shall have two categories of membership: Premium Member and Associate Member. Premium Membership is available to dues (See Article IV) paying members of GeAK! who are Alaskan residents. Premium Members will be eligible to vote, receive discounts to GeAK! events when a fee is charged and for geobling (coins, pins, patches, etc.). Associate Membership is available free of charge to individual who subscribes to the purposes of GeAK! as described in Article II and submits a membership form. With the exception of election notices, Associate members will receive the same e-mail notifications about events, land use policies and other newsworthy topics as Premium Members. Membership expiration date is December 31st of each year. An individual may not hold more than one membership.

### **Article IV: DUES**

Dues shall be established as deemed appropriate for Premium Memberships by the Board of Directors. Individual dues may be established in multiple categories at various fees. Premium and Associate Memberships shall be for the period of one (1) year and shall expire on the date specified in Article III. Dues are payable immediately upon joining and thereafter on the next nearest expiration date. Memberships purchased during the fourth quarter of one year will be extended through the following membership year.

### **Article V: VOTING**

Premium 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 assure that the GeAK! 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 GeAK! shall be governed by a Board of Directors consisting of the four officers comprising the Executive Committee, the Webmaster, and four Members At Large.

**Selection of Board Members:**

The Nominating Committee of GeAK! 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 Premium Members of GeocacheAlaska! in good standing. Members' GeocacheAlaska! and geocaching.com geonicknames shall match.

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 one year and serve until duly replaced. Board Members may be re-elected on an annual basis.

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

**Statement of Conflict of Interest:**

All GeAK! Board Members shall avoid any conflict between their individual, professional or business interests and the interests of GeAK! 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.

**Board of Directors**

- President
- Vice-President
- Treasurer
- Secretary
- Webmaster
- Members at Large (4)

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 first Business Meeting of the year for expenses expected to be incurred during the upcoming year.

**Article VII: OFFICERS**

GeAK! shall have a President, a Vice-President, a Treasurer and a Secretary.

The duties of the officers are as follows:

The President shall:

- Preside over all Association meetings and Board of Director meetings.
- Cast the deciding vote in the event of a tie during voting at Business Meetings.
- Sign contracts and agreements on behalf of GeAK!
- 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 GeAK! elections.

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 GeAK!
- Pay duly authorized expenses.
- Make available financial records to GeAK! for inspection and audit.
- Recommend a budget to the Board.
- Recommend appropriate changes in the dues structure.
- Make an annual report to the members at the first/last Business Meeting each year.
- Maintain a ledger describing GeAK! property.
- Send out membership renewal notices 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 GeAK!, past minutes, newsletter archives and other official documents.
- Record and receive all copies of contracts and agreements consummated by GeAK!
- 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 a list of members, officers, Members-at-Large, and committee members.
- Conduct and respond to correspondence as required.
- Provide for the publication of the monthly newsletter of GeAK!
- Act as registered agent for GeAK!

#### **Article VIII: NON OFFICER EXECUTIVE BOARD MEMBERS**

The Webmaster shall:

- Manage content on the GeAK! Website.
- Manage the GeAK! forums.
- Maintain domain status and GeAK! forums.

Members at Large shall:

- Facilitate event planning.
- Facilitate regional chapter formation.
- Assist other members of the Executive Board where needed.

#### **Article IX: STANDING COMMITTEES**

The Advocacy Committee Chairman 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 parks and trail systems.
- Respond to geocache placement issues raised by land managers, the public, or other geocachers.

The Education and Outreach Committee Chairman shall:

- Educate geocachers on low impact geocaching and promote stewardship of our natural resources.
- Educate other outdoor enthusiasts on geocaching.
- Increase awareness of geocaching issues in the area through interaction with other outdoor activity groups, schools, geocaching clubs, and the public.

#### **Article X: CHAPTERS & MEETINGS**

A Chapter shall be defined as a group of GeAK! members that meet on a regular basis (at least quarterly). An active chapter shall have a minimum of 10 Premium 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 GeAK!

Chapter Meetings will be held as often as designated by the Chapter, usually monthly. 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. Agenda items may include slide shows or video tapes of geocaching areas and activities, or educational presentations.

Board of Directors 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 GeAK! 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 a ballot posted on the official GeAK! website from September 1st through September 15th.

A Nominating Committee of three willing members shall be established by random draw by the Board Vice-President from among the members of the Board, at least one month prior to each election providing sufficient time for the list of nominees to be emailed to the General Membership and published on the web site at least two weeks prior to the election. The Nominating Committee shall present a slate of willing candidates to the Secretary for publication on the web site prior to the meeting at which the elections will take place. Additional candidates may be nominated at the Business Meeting just prior to the elections. All Premium 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 on the website. 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 GeAK! will be solely responsible for the bylaws of GeAK! 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 GeAK! 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.

#### **Article XIV: QUORUM**

A simple majority in all cases will constitute a quorum.

#### **Article XV: NON-DISCRIMINATION CLAUSE**

GeAK! 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 GeAK! 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.