

BYLAWS OF THE LOUISE SUSITNA TYONE COMMUNITY ASSOCIATION

Article I. Boundaries

Section 1.01 Boundaries

The legal boundaries for the Louise Susitna Tyone Community Association (LSTCA or the Corporation) consists of approximately 3,226 square miles within the Copper River Basin centered around Lake Louise, Susitna Lake, and Tyone Lake in the Matanuska Susitna Borough (Map 1). The approximate Public Land System Survey boundaries of the Corporation are as follows:

- Northwest: Northwest corner of Township 011 North, Range 009 West, Copper River Meridian
- Northeast: Northeast corner of Township 011 North, Range 007 West, Copper River Meridian
- Southwest: Southwest corner of Township 011 North, Range 006 North, Copper River Meridian
- Southeast: Southeast corner of Township 006 North, Range 007 West, Copper River Meridian
- An approximate three-mile buffer from the centerline of Lake Louise Road to the Glenn Highway.

Article II. Membership

Section 2.01 Members

A member of the LSTCA is defined as a resident of this community who is 18 years of age or older and who has paid the annual membership dues. All members of the Corporation may vote for and are eligible to be officers of the Corporation.

- (a) An LSTCA resident is a person who owns real property or has had an executed lease agreement for real property within the boundaries of the Corporation for at least one year.
- (b) Membership dues for the Corporation are \$10.00 per year for individuals, or \$20.00 per year for a family effective July 1, 2022.
- (c) Dues must be paid annually and cover a 12-month period from July 1 to June 30 of the following year.

Section 2.02 Annual Membership Meeting

The annual meeting of the Corporation shall be held on the second Saturday of the month of July at a location within the boundaries of the community. At the annual meeting, the membership of the Corporation shall vote to elect members of the Corporation to fill expiring positions on the Board of Directors and transact any additional Corporation business as necessary. The annual meeting shall be open to the public and shall be noticed at least 15 days in advance by posting the date, time, place, and purpose of the meeting in at least two prominent, public locations in the community, posting the meeting notice on the Corporation website, and filing a notice of the meeting with the Matanuska Susitna Borough.

Section 2.03 Quarterly Board Meetings

The Board of Directors shall hold 4 quarterly meetings including the annual meeting. These meetings shall be open to the public and shall be publicly noticed at least 15 days in advance by posting the date, time, place, and purpose of the meeting in at least two prominent, public locations in the community, posting the meeting notice on the Corporation website, and filing a notice of the meeting with the Matanuska Susitna Borough.

Section 2.04 Special Meetings

Special meetings of the membership may be called by or at the request of the President, a quorum of the Directors, or by a petition of ten percent of the registered members. These meetings shall be public and shall be publicly noticed at least 15 days in advance by posting the date, time, place, and purpose of the meeting in at least two prominent, public locations in the community, posting the meeting notice on the Corporation website, and filing a notice of the meeting with the Matanuska Susitna Borough. The meeting may not address any matter that is not stated in the public notice as the purpose of the meeting.

Section 2.05 Place of Meeting

The Board of Directors may, unless otherwise prescribed by statute, designate any place or location within the LSTCA boundaries as the place of meeting for annual and/or special meetings. One board meeting per year may be held outside of the LSTCA boundaries.

Section 2.06 Quorum

Four members of the Board of Directors constitute a quorum for the transaction of business at any meeting of the Board. Affirmative votes are required for any action taken by the Board. Twenty or more members of the LSTCA shall constitute a quorum for the annual meeting or special meeting.

Section 2.07 Voting and Voting by Proxy

All members are entitled to vote at the annual membership meeting and shall have the right to do so in person or by an agent authorized by a written proxy executed by the member filed with the secretary of the Corporation. Such proxy shall be valid only if executed in favor of another member and no proxy shall be valid after the expiration of six months from the date of its execution.

Section 2.08 Order of Business

The order of business at all meetings of the members shall be as follows:

- | | |
|--|---|
| A. Roll Call | E. Reports of Committees |
| B. Proof of Notice of Meeting or
Waiver of Notice | F. Unfinished Business |
| C. Reading and Approval of
Minutes of Preceding Meeting | G. New Business |
| D. Reports of Directors | H. Election of Directors (if
applicable) |
| | I. Adjournment |

Article III. Board of Directors**Section 3.01 General Powers**

The business and affairs of the LSTCA will be managed by its Board of Directors.

Section 3.02 Directors

The number of Directors of the Corporation shall be seven. Directors shall be members of the Corporation and shall act on good faith charge of the members of the Corporation. A quorum of the Board shall be four members. Qualifications for serving on the Board are as follows:

- (a) Any LSTCA member in good standing 18 years of age or older is eligible to be a Board member, however close relatives and spouses should not serve as Board members at the same time unless there are no other qualified and nominated Board candidates.
- (b) LSTCA will seek to ensure that a minimum of one Board seat be held by a person operating a business within the LSTCA boundaries. No more than two seats of the Board may be filled by persons operating a business within the LSTCA boundaries.

Section 3.03 Officers

The Board shall elect annually from amongst themselves persons to fill the offices of President, Vice-President, Secretary, and Treasurer. Each officer shall hold office until a successor shall have been duly elected, or until death, resignation or removal in the manner provided.

Section 3.04 Terms of Office

Directors shall hold office for three years, unless a Director resigns or is removed in accordance with Section 3.08 below.

Section 3.05 Manner of Acting

The act of a majority of the Directors present at any meeting at which a quorum is established shall be an act of the Board.

Section 3.06 Action without a Meeting

Any action that may be taken by the Board at a meeting may also be taken without a meeting if a quorum of the directors is set forth. The action taken without a meeting shall be by a majority of all Directors before such action is taken.

Section 3.07 Vacancies

Except as otherwise provided, any vacancies occurring in the Board of Directors, whether by resignation, death, or removal, shall be filled by the majority vote of the remaining Directors. In the event of the simultaneous resignation and/or removal of three or more Directors, the membership shall hold new elections to fill those vacant positions on the Board.

Those Directors so elected to fill the vacancy shall serve for the remaining portion of the unexpired term.

Section 3.08 Removal of Directors

Any Director may be removed by a majority of the members who vote on the issue providing that just cause has been established and whenever, in their judgment, the best interests of the Corporation would be served by doing so.

Section 3.09 Compensation

Attendance at meetings and other regular activities of the LSTCA shall be conducted voluntarily and without compensation. Reimbursement for postage, office supplies, or other materials, travel or other expenses related to the performance of the LSTCA business may be approved by the President and/or Treasurer.

Section 3.10 Emergency Power

When, due to a disaster or death, a majority of the Directors are incapacitated or unable to attend meetings and function as Directors, the remaining members of the Board of Directors shall have all the powers necessary to function as a complete Board and, for the purpose of doing business and filling vacancies, shall constitute a quorum until such time as a quorum of Directors can attend or vacancies can be filled pursuant to these Bylaws.

Article IV. Officers**Section 4.01 Selection of Officers**

The Board of Directors shall elect annually from among themselves the following officers: President, Vice President, Secretary, and Treasurer. Selection of officers shall be the first order of business of the first meeting of the Board of Directors held directly following the elections of Directors at the annual meeting.

Section 4.02 President

The President is the principal executive officer of the Corporation and shall, in general, manage, supervise and control all the business and affairs of the Corporation. The President, when present, shall preside at all meetings of the Board and at meetings of the membership. The President shall sign contracts or other instruments (e.g., deeds, mortgages, grants) which the Board has authorized to be executed. In addition, the President shall also fill the role of the Registered Agent for his/her term of office for the purposes of maintaining compliance with State of Alaska statutes governing corporations.

Section 4.03 Vice President

In the absence of the President, or in the event of an inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. In addition, the Vice President shall act as the Membership Coordinator of the Corporation and shall liaison between the Secretary and Treasurer regarding updating membership payments and registrations.

Section 4.04 Secretary

The Secretary shall keep the minutes of the proceedings of the membership and of the Board of Directors, make these minutes part of permanent records of the LSTCA and report from the minutes of the previous meeting as requested. The Secretary shall see that all notices are posted to all lodges, Corporation webpage, electronic mailing to community members and notification to the Matanuska-Susitna Borough's Clerk office in accordance with these Bylaws or as required by law and shall be the keeper of the LSTCA records in general perform all duties required of the office of Secretary and other such duties as from time to time may be assigned by the Board of Directors.

Section 4.05 Treasurer

The Treasurer shall have charge and custody of, and be responsible for, all funds and accounts of the LSTCA and shall receive and give receipts for money's due and payable to the LSTCA and deposit any moneys in the name of the LSTCA in banks or other depositories selected by the LSTCA. The Treasurer shall in general perform all the duties required of the office of the Treasurer and such other duties as may be assigned from time to time by the Board of Directors. The Treasurer shall keep regular books or accounts of all corporate financial transactions and provide for financial reports or audits as directed by the board of directors.

Article V. Election Rules**Section 5.01 Election Notice**

A notice of vacancies for expired terms of office for Board of Directors and a notice that an election shall be held shall be prepared and posted by the Secretary and shall contain the following:

- A. Whether the election is general or special
- B. Date of the election
- C. Location of the meeting where the election will be held
- D. Time of election meeting
- E. Seats or office to be filled
- F. A statement describing voter qualifications

Section 5.02 Nominations

Nominations for Board of Directors shall be open nomination from the floor at the annual membership meeting.

Section 5.03 Ballots

Ballots shall be on plain white paper with a space for writing in the nominee's name and a blank square for marking a vote next to the nominee's name.

Section 5.04 Voting Procedures

Voting procedures are as follows:

- A. The Secretary shall check for the member's name on the master list of members. If the member's name appears on the master membership list, that person is deemed qualified to vote.
- B. Qualified voters shall give his/her name to the Secretary and then write it on the blank list or membership roster.
- C. Voters shall mark the ballot next to the name of the nominees they wish to vote for, as provided in Section 3: Ballots.
- D. Voting shall be by secret ballot. Ballots shall be marked in pen. After the ballot is marked, the voter shall fold it and deposit it in the ballot box.

Section 5.05 Tallying Procedures

Before counting the ballots, the Secretary shall check to make sure that the number of members' names signed on the membership roster is equal to the number of ballots in the ballot box. The ballot box shall be opened in public. The ballots shall be tallied by the Secretary and a member at large of the Corporation selected from the membership and recorded by the Treasurer.

Section 5.06 Certifying the Election

The election shall be certified by the President and Vice President of the Corporation. Nominees receiving the greatest number of votes cast shall be considered elected Directors. For example, if two seats are to be filled, the top two vote getters are the newly elected directors. The Secretary shall post a copy of the report of election results in three public places the day after the election results are known. The notice shall include:

- A. That the election has been certified by the President or Vice President
- B. The final results of the election
- C. A list of the names of the new Directors

Article VI. Contracts, Checks, Deposits, and Fund Finances

Section 6.01 Contracts

The Board, at the direction of the membership, 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 confined to specific instances as authorized by the Board of Directors.

Section 6.02 Checks, Draft Signing Authority

All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation over an amount of \$250.00 shall require dual signatures and be signed by an officer of the Corporation and countersigned by one additional Board member authorized to sign checks. Transactions of less than \$250.00 require the signature of one Director.

Section 6.03 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 select.

Section 6.04 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for any special purpose for the Corporation.

Section 6.05 Grants

No grant monies from a state, federal, or other governmental entity shall be applied for without a majority vote of the Board of Directors approving such application at a meeting of the Board.

Section 6.06 Dues

Membership dues for the LSTCA are \$10.00 per year for an individual member and \$20.00 per year for a family. Dues are to be paid annually and are due on July 1st each year effective July 1, 2022.

Article VII. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June the following year.

Article VIII. Budget**Section 8.01 Annual Budget**

A proposed budget of all revenues and expenditures for the year shall be agreed upon by a vote of the Board prior to the beginning of each fiscal year. Deviations from the budget must be approved by a majority of the Board at a special meeting. The annual budget shall be presented to the membership at the Annual Meeting for approval by a vote of majority of those voting.

Section 8.02 Operating Expenses

Operating expenses are those costs to operate the LSTCA (e.g., office supplies, accounting and tax services, office space, telephone, office machines, postage). Special projects costs are those projects other than operating expenses.

Article IX. Books and Records

The Corporation shall keep correct and complete records of financial transactions and accounts and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney, for any purpose at any reasonable time. If reproduced copies are requested, the cost of reproduction shall be charged to the requesting party.

Article X. Amendment to Bylaws

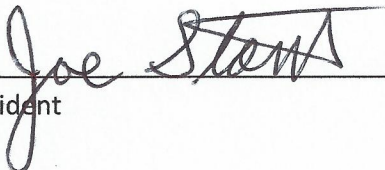
The Bylaws may be amended by an affirmative vote of two-thirds of the members voting at an annual meeting. The text of the proposed amendment must be included in the public notice announcing the time, date, and place of the annual meeting.

Article XI. Indemnification

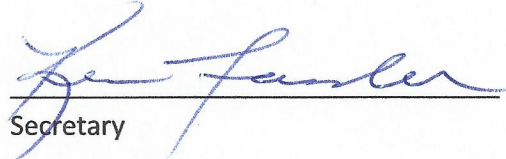
The LSTCA shall indemnify to the fullest extent permitted by the law any person who is made or threatened to be made a party to any action, suite or proceeding, whether civil criminal, administrative, investigative, or otherwise (including an action, suite or proceeding in the name of the LSTCA) by reason of the fact that the person is or was a Director, officer, employee or agent of the LSTCA, or a fiduciary with respect to any employee benefit plans of the LSTCA, or serves at the request of the LSTCA as a Director, officer, employee or agent or partnership, joint venture, trust or enterprise and include their respective heirs, administrators, personal representatives, successors and assigns. Indemnification specifically provided by the Alaska General Business Corporation Act shall not be deemed exclusive of any other rights to which such Director, officer, employee, or agent may be entitled under any Bylaw, agreement, vote of membership or disinterested Directors or otherwise. The LSTCA, its officers, Directors, employees, or agent shall be fully protected in taking any action or making any payment under this Article or in refusing to do so upon the advice of independent counsel.

Article XII. Adoption of Bylaws

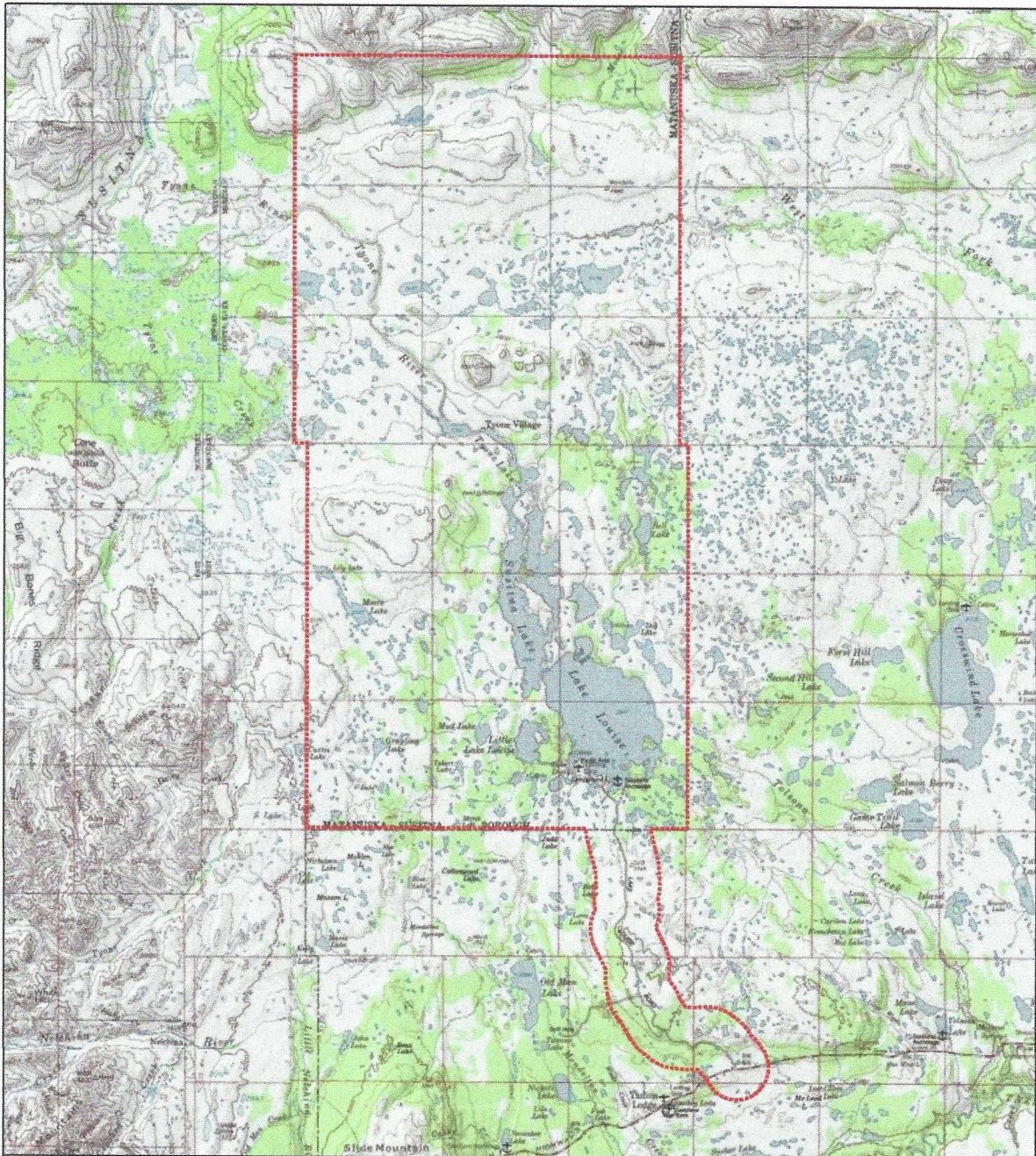
This is to certify that the above bylaws were adopted by the board of directors at a meeting on the tenth day of July 2021.



President



Secretary

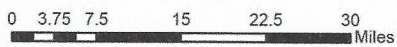


Map 1:
Legal Boundaries of the Louise Susitna Tyone Community Association



Louise Susitna Tyone Community Association Boundary

NW Corner: T001N009W
NE Corner: T001N007W
SW Corner: T006N009W
SE Corner: T006N007W



Date: 6/16/2021