

**Skagway Child Care Council, Inc.**  
**BY- LAWS**

Skagway Child Care Council

P.O. Box 419

Skagway, Alaska 99840

By-Laws

December 2023

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## **ARTICLE ONE NAME**

The name of this corporation shall be: Skagway Child Care Council, Inc.

## **ARTICLE TWO PURPOSE**

The Skagway Child Care Council, Inc. is a non-profit corporation incorporated under the laws of the State of Alaska and created for the purpose of providing education, social interaction, and child care for infant, toddler, preschool, and school age children Little Dippers Learning Center to enable the parents of such children to work or go to school.

## **ARTICLE THREE PLACE OF BUSINESS**

The principal office of the corporation shall be located at the Municipality of Skagway's building, located at 2203 23rd Avenue, Skagway, Alaska. The mailing address shall be Post Office Box 419, Skagway, Alaska, 99840. Other offices for the transaction of business may be located at such places as the board of directors may determine.

## **ARTICLE FOUR MEMBERSHIP**

**SECTION 1: MEMBERSHIP:** Membership shall be granted by the president, and said president will grant membership to all parents or guardians of children enrolled in Little Dippers Learning Center.

**SECTION 2: VOTING RIGHTS:** Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

**SECTION 3: TRANSFER OF MEMBERSHIP:** Membership is not transferable or assignable.

## **ARTICLE FIVE MEMBERSHIP MEETINGS**

**SECTION 1: ANNUAL MEETING:** An annual meeting shall be held in August unless a date otherwise is designated by the Board of Directors. The purpose of this meeting shall be to elect directors and receive reports on the activities of the council, and determine the direction of the council for the coming year, as well as transact any other business deemed necessary by the board or the membership.

**SECTION 2: SPECIAL MEETINGS:** Special meetings of the members may be called by the president, three directors, or not less than one third of the members having voting rights. The place and time shall be designated by the Board of Directors. However, if all of the members shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**SECTION 3: NOTICE OF MEETINGS:** Notice of meetings shall be given personally, orally, electronically, or by mail to each member entitled to vote at such meetings, not less than three nor more than sixty days before the date of such meeting.

**SECTION 4: QUORUM:** The members present at any properly announced membership meeting shall constitute a quorum.

**SECTION 5: RIGHTS OF MEMBERS:** Each member shall be eligible to appoint one voting representative to cast the member's vote at any membership meeting. This transfer of voting privileges must be in writing and given to the board president.

**SECTION 6: VOTING BY MAIL:** Where directors or officers are to be elected by members, such election may be conducted by mail in such a manner, as the Board of Directors shall determine.

## ARTICLE SIX BOARD OF DIRECTORS

**SECTION 1: GENERAL POWERS AND ELECTION:** The affairs of the corporation shall be managed by its Board of Directors. The directors shall be elected to office by the members at the annual membership meeting. Candidates interested in serving on the Board of Directors

must submit a notice of intent no less than 30 days prior to the scheduled annual membership meeting.

**SECTION 2: NUMBER, TERMS OF OFFICE, AND QUALIFICATIONS:** The number of directors elected by the members shall be not less than five and not more than seven. Their terms shall be two years, with exception of the initial Board of Directors. Two of the initial board members shall serve one year terms, and the other three directors shall serve two year terms. Each director must be at least twenty-one years of age, must be primary residents of the Borough of Skagway, and be citizens of the United States. At least two of the elected Directors must be qualifying members of the corporation.

**SECTION 3: REGULAR MEETINGS:** Regular board meetings shall be held at least quarterly. Additionally, a regular meeting of the Board of Directors shall be held, without any other notice than this By-Law, immediately after, and at the same place as, the annual meeting of members.

**SECTION 4: SPECIAL MEETINGS:** Special meetings of the board of directors may be led by or at the request of the president or any two directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

**SECTION 5: NOTICE:** Notice of any special meeting of the board of directors shall be given at least one day previously thereto by written notice delivered personally, email, or sent by mail to each director at his address as shown in the records of the corporation.

**SECTION 6: ATTENDANCE:** Board members are strongly encouraged to attend every meeting. A board member who has received notice of and failed to attend three consecutive regular meetings of the board or 50% of all meetings within the preceding year shall be counseled by two or more of the board officers who shall make a recommendation to the board concerning removal or retention, if deemed appropriate.

**SECTION 7: QUORUM:** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board: but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

**SECTION 8: 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 the act of a greater number is required by law or by these by-laws.

**SECTION 9: VACANCIES:** A vacancy on the board of directors due to an expired term of office or an increase in the number of directors shall be filled by a majority vote of all those entitled to vote as members of the Corporation. A vacancy occurring before the term of office is expired, for any reason, shall be filled by appointment until the next regularly scheduled election. The board of directors shall make such appointments.

## ARTICLE SEVEN OFFICERS

**SECTION 1: OFFICERS:** The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it 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 not be held by the same person.

**SECTION 2: ELECTION AND TERM OF OFFICE:** The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of 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/her successor has been duly elected and qualifies.

**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. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**SECTION 4: VACANCIES:** A vacancy in any office due to any reason may be filled by the board of directors for the unexpired portion of the term.

**SECTION 5: DUTIES: PRESIDENT:** The president shall preside over all meetings, shall have general supervision over the affairs of the corporation and over other officers, shall sign all contracts of the council and shall perform all other such duties as are incidental to their office. In the case of the absence of the president, the president's duties shall be performed by the vice-president.

**SECTION 6: DUTIES: VICE-PRESIDENT:** The vice-president shall assist the president and preside in the absence of the president.

**SECTION 7: DUTIES: SECRETARY:** The secretary shall be responsible for keeping records of board actions, including overseeing the taking of board minutes at all board meetings, distributing copies of minutes to each board member and assuring that corporate records are maintained. The secretary shall countersign all deeds, leases and conveyances executed by the corporation.

**SECTION 8: DUTIES: TREASURER:** The treasurer shall oversee all matters pertaining to the finances of the corporation, make a report at all meetings, assist in the development of an annual budget, help develop fundraising plans and make financial information available to the board members. The treasurer shall oversee the council's bookkeeper that keeps an account

of all monies, credit and property of any and every nature of the corporation, which shall come into their hands to keep an account of all monies received and disbursed and of proper vouchers for monies disbursed.

## **ARTICLE EIGHT COMMITTEES**

Standing or special committees may be appointed by the president as deemed necessary.

## **ARTICLE NINE DIRECTOR, LITTLE DIPPERS LEARNING CENTER (LDLC)**

LDLC Administrator is hired by the board. The director has day-to-day responsibilities for the learning center including carrying out the learning center's goals and policies in accordance with the State of Alaska child care licensing regulations. The director will attend all board meetings, report on the progress of the daycare, answer questions of the board members and carry out the duties of the Administrator's job description.

## **ARTICLE TEN 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 by-laws, 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 or an assistant treasurer and countersigned by the president or the vice-president 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 select.

**SECTION 4: FUNDS:** All revenues shall be devoted to the carrying out of the general purposes of the corporation.

## **ARTICLE ELEVEN BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, committees having and exercising any of the authority of the board of directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected, with the exception of children's records classified as "CONFIDENTIAL", by any member, or his agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE TWELVE FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year.

## **ARTICLE THIRTEEN WAIVER OF NOTICE**

Any notice of any regular meeting or any special meeting which is required by the by-laws, the laws of the United States or the State of Alaska, or the Articles of Incorporation to be given to the members or directors of the corporation may be waived in writing by any member or director or by the personal or proxy attendance of such member or director at such meetings.

## **ARTICLE FOURTEEN AMENDMENTS**

These By-Laws may be amended when necessary by two-thirds majority of the board of directors. Said changes of the by-laws may be adopted at any regular or any special meeting if at least three days' written notice is given of intention to amend, repeal or alter the by-laws at such meeting.

## **ARTICLE FIFTEEN DISSOLUTION**

At any regular meeting or any special meeting called and noticed for such purpose, the corporation may elect to dissolve by a vote of two-thirds of the membership. Members may cast their votes in person, by proxy, or by written ballot received by the Secretary prior to the time of such meeting. In the event such dissolution is voted, the members shall designate three members as trustees who, on behalf of the corporation shall liquidate its assets and

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distribute them in accordance with the provisions of the Articles of Incorporation.

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