

BY-LAWS
OF
JUNEAU MOUNTAIN RESCUE, INC.

Article 1 – Name and Organization

Section 1. Name. The name of this corporation shall be Juneau Mountain Rescue, Inc., hereinafter referred to as the Corporation.

Section 2. Purposes. The purposes of the Corporation are to:

- (1) Perform humanitarian search, rescue, and recovery operations in all climatic conditions and in any situation compatible with team capabilities. All such operations shall be carried out under the authority of the Alaska State Troopers or other public-safety organization.
- (2) Promote wilderness safety and accident prevention to the general public.
- (3) Provide team members with mountaineering and rescue skills, knowledge, and experience.

Section 3. Principal Office. The principal office of the Corporation shall be located in the City and Borough of Juneau, Alaska.

Section 4. Non-Profit Status. The Corporation is organized as an Alaska nonprofit corporation and shall be structured and operated to comply with local, state and federal laws concerning non-profit corporations.

Section 5. Charitable Corporation. The Corporation is a charitable corporation under §501(c)(3) of the Internal Revenue Code. The board of directors, hereinafter referred to as the Board, shall not take any action or permit any inaction which would jeopardize, impair or defeat the Corporation's status as a charitable corporation under the Internal Revenue Code or the regulations issued under the Code.

Article 2 – Members

Section 1. Eligibility. All Corporation members, hereinafter referred to as the members or membership, shall be at least 18 years of age. Other eligibility and qualifications for membership, selection for or denial of membership, and movement between the membership categories below shall be determined by the Board, and if by Board agreement, delegated in all or in part to the Membership Committee or Operations Committee.

Section 2. Membership Categories. The Corporation shall maintain two categories of members:

(1) Candidate Members: Candidate members have demonstrated interest in joining the Corporation, have submitted a membership application, and have been accepted by the Corporation for further evaluation in becoming a voting member.

(2) Voting Members: Voting members are former candidate members who have been vetted by the Corporation and further accepted into the Corporation with voting rights.

Section 3. Inactive Status. Any voting member may apply to the President for inactive status for work, medical, or personal reasons. If the status is granted by the President, the member may remain in that status up to one year. A member may annually reapply for, and remain in, inactive status indefinitely. A member in inactive status is excused from participating in trainings, meetings, and rescues. A member in inactive status may still participate in meetings and trainings, be appointed to any standing or special committee, hold office, and vote.

Section 4. Suspension. The Board, or the Board's designee, may suspend a member from the Corporation at any time. A suspension shall become effective immediately upon notification to the member. During a suspension, a suspended member shall not participate in trainings, rescues, or meetings. Within one week after notification of a suspension, the suspended member shall be given written notice of the reason for and duration of the suspension.

Section 5. Resignation. Any member may resign by filing a written resignation with the President or the Secretary and the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Abandonment. The absence of a member not in inactive status from trainings, meetings, and rescues for six consecutive months shall constitute a presumption of abandonment of membership and membership may be terminated without notice.

Section 7. Termination. A candidate member may be terminated by the Board, upon majority vote, at any time without cause, hearing, or notice. The Board may, upon two-thirds majority vote, expel a voting member for cause after a hearing. Notice of such hearing shall be personally given in writing to the member or mailed to his or her last known mailing address no less than one week in advance.

Section 8. Re-Application for Membership. After a member has resigned, abandoned their membership, or been terminated, he or she may re-apply for consideration for membership with no special eligibility.

Article 3 – Meetings of Members

Section 1. Voting Rights. Each voting member shall be entitled to one vote for each open Board position and for membership actions. Candidate members shall not have voting rights. Not less than one nor more than two weeks before a meeting of the membership, the Membership Committee shall provide a list of members and their membership category to the membership.

Section 2. Annual and Special Meetings. An annual meeting of the membership shall be called by Board and held in October, November, or December of each year for the purpose of electing directors and for the transaction of any other authorized business of the membership. Special meetings of the membership to transact authorized business may be called by the President, the Board, or by not less than one-tenth of the membership.

Section 3. Place of Meetings. The Board may designate any place within the City and Borough of Juneau, Alaska, as the place of meeting for any annual or special meeting. If the Board does not designate a location, then the place of meeting shall be the principal office of the Corporation.

Section 4. Notice of Meetings. Written notice stating the purpose, place, day, and hour of any meeting of the membership shall be delivered either personally or by mail to each voting member and not less than ten nor more than fifty days before the date of the meeting. The notice of a meeting shall be deemed to be delivered when sent to the voting member at his or her address as it appears on the records of the Corporation.

Section 5. Quorum. One-quarter of the voting members shall constitute a quorum. If a quorum is not present at any meeting of members, the membership may still meet, but may not transact any business. Once a quorum has been established, no departure of a member or members shall defeat the quorum, and the membership may conduct business.

Section 6. Voting by Proxies. A voting member may vote by proxy. The proxy shall be in writing and executed by the member granting it. A proxy is not valid after one month from the date of its execution. Proxies shall not be used in the determination of a quorum.

Section 7. Conduct of Meetings. Where not inconsistent with these bylaws, conduct of meetings of the membership shall follow the latest edition of Roberts Rules of Order.

Section 8. Manner of Acting. A motion approved by the majority of the voting members present at a meeting at which a quorum is present shall be the act of the membership, unless otherwise specified within these bylaws.

Article 4 – Directors

Section 1. General Powers. The Corporation shall be governed by the Board. All corporate powers shall be exercised by or under the authority of the Board and the business of the Corporation shall be managed under the direction of the Board.

Section 2. Number and Eligibility. The number of directors shall be seven. Directors shall be voting members.

Section 3. Method of Selection and Term. Directors' terms of service shall commence at the end of the annual meeting of the general membership at which they are elected. Terms shall be two years and staggered such that three positions expire on even-numbered years and four positions expire on odd-numbered years. At the annual membership meeting, elections shall be held to fill

those directors' positions whose terms expire that year. Should, for any reason, no election be held, the directors then serving shall continue to serve until such time as an election may be held and replacement directors elected.

Section 4. Term Limit. A member shall serve as a director for no more than three consecutive terms.

Section 5. Resignation. A director may resign at any time by giving written notice to the President or the Secretary. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. The membership may at any time conduct a special membership meeting to remove the entire Board or any individual director as provided by these bylaws. A two-thirds majority vote of the membership present at a special meeting may elect directors to fill such vacancies resulting from removal.

Section 7. Vacancy. Other than removal by the membership, should any vacancy on the Board occur earlier than the regular expiration of that term, such vacancy shall be filled by a majority vote of the directors then in office, whether or not less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. No vacancy shall continue for longer than six months or until the next annual meeting of the membership, whichever occurs first.

Article 5 – Officers

Section 1. Positions and Eligibility. The Corporation shall maintain four officers of the Corporation, herein referred to as the officers. A President, a Vice President, a Secretary, and a Treasurer shall be elected from the Board and by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. Any officer who leaves the Board shall no longer serve as an officer.

Section 2. Method of Selection. The officers shall be elected by the Board at the first meeting of the Board after the annual membership meeting. Each officer shall hold office until his or her successor has been duly elected and qualified.

Section 3. Duties. The duties of the officers shall be:

- (1) President. The President shall be the principal officer of the Corporation and shall preside at all meetings of the membership and of the Board; may sign, with the Secretary or any other proper officer of the Corporation, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution is expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of President and other duties as may be prescribed by the Board.

(2) Vice President. In the absence of the President or in event of his or her inability or refusal to act, a 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. The Vice President shall perform such other duties as assigned by the President or by the Board.

(3) Secretary. The Secretary shall be responsible for the minutes of the meetings of the membership and of the Board; 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 of the Corporation; keep a register of the name and address of each member; and in general perform all duties incident to the office of Secretary and other duties as assigned by the President or by the Board.

(4) Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in the banks, trust companies or other depositories selected by the Board; and in general perform all the duties incident to the office of Treasurer and other duties as assigned by the President or by the Board.

Section 4. Removal and Vacancies. Any officer may be removed, without cause stated, by the Board whenever, in the judgment of the Board, the best interests of the Corporation are served by the removal. A vacancy in any office may be filled by the Board at any regular or special meeting

Article 6 – Meetings of Directors

Section 1. Voting Rights. Each director shall be entitled to one vote in all matters before the Board.

Section 2. Regular and Special Meetings. The Board may provide, by resolution, the time and place for regular meetings. Regular meetings shall be conducted at least quarterly. A special meeting of the Board may be called by the President, Secretary, or any two directors by giving notice in person or electronic mail that is sent to each director one week prior to the meeting. The notice shall include the general nature of business to be transacted and the purpose of the meeting. Notice of a special meeting need not be given to a director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting the lack of notice by no later than the commencement of the meeting.

Section 3. Minutes and Attendance. All meetings of the Board shall be open to all members, except that the Board may meet in executive session when considering the following matters: personnel matters of the Corporation; litigation or other proceedings in which the Corporation is interested or a party; and Board deliberations on disciplinary matters of the Corporation. After approval by the Board, minutes of all Board meetings shall be available to all members.

Section 4. Quorum. A majority of directors (four directors) shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not established at a Board meeting,

the Board may still meet, but may not transact any business. Directors may participate in a Board meeting by a conference telephone, or similar communications equipment, by means of which all persons participating in the meeting can simultaneously communicate with each other, and participation by such means shall constitute presence in person at a meeting.

Section 5. Voting by Proxies. A proxy may be provided by a director to another director for use only at a Board meeting. The proxy shall define the topic for which the proxy is given. Absent any specification as to topic(s), the proxy shall not be valid. Proxies shall not be used in the determination of a quorum. Proxies must be in writing and may be transmitted electronically (email) and shall be attached to the official minutes of the meeting. No director may vote more than two proxies from other directors at any single meeting.

Section 6. Conduct of Meetings. Where not inconsistent with these bylaws, conduct of Board meetings shall follow the latest edition of Roberts Rules of Order.

Section 7. Conflicts of Interest. A director shall disclose all conflicts of interest and may not act or vote in matters in which he or she has a substantial and material conflict of interest. A director shall be considered to have a conflict of interest if he or she, or a member of his or her immediate family, has an economic interest in a transaction which is the subject of proposed action by the Corporation. However, a director does not have a conflict of interest where the interest of the director, or his or her immediate family, is no different than that of other members generally or of other directors. The existence of a conflict of interest in a meeting of the Board shall be recorded in the meeting minutes.

Section 8. Manner of Acting. A motion approved by the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified within these bylaws. Any dissenting or abstaining director may, at his or her request, have his or her dissension or abstention made a matter of record in the minutes of the meeting.

Article 7 – Committees

Section 1. Authority and Composition. The Board may delegate the management and performance of any of its activities to a committee or committees of members, so long as the committee contains no less than two members including not less than one director.

Section 2. Standing Committees. The Corporation shall perpetually maintain the following standing committees:

(1) Finance Committee. The Finance Committee is responsible for monitoring the financial status of the Corporation, maintaining financial records, preparing an annual budget, and reporting to the Board. The Treasurer shall be a member of the Finance Committee.

(2) Membership Committee. The Membership Committee is responsible for establishing and maintaining membership qualifications and eligibility, and for the recruitment and retention of members.

(3) Operations Committee. The Operations Committee is responsible for the preparation for and assessment of missions, and promulgates guidance regarding mission conduct.

(4) Training Committee. The Training Committee is responsible for scheduling, preparing, conducting, and assessing trainings. The committee shall develop and maintain members' knowledge, skills, and experience as necessary to conduct rescue operations.

Section 3. Special Committees. The Board may appoint special committees with specific purpose and of limited duration. The terms of membership on such committees shall be established by the Board at the time the committees are appointed. If a special committee is appointed to exist longer than one year, its charter shall be annually re-approved by the Board.

Section 4. Charter. The Board shall approve a charter for all committees and renew each charter annually. A committee charter shall address at least the following: purpose; membership structure and roles; scope of responsibility; limits of authority; and work output. Each committee may adopt rules for its own governance not inconsistent with the charter or these bylaws.

Section 5. Appointment and Removal. Except as otherwise provided in the committee charter, the Board shall annually appoint a chairman for each committee. The chairman shall further select committee members in accordance with the charter. Any member may be removed, without cause stated, by the Board, the chairman, or person or persons authorized to appoint the member whenever, in the judgment of the Board or the appointing authority, the best interests of the Corporation are served by the removal.

Section 6. Manner of Acting. Unless otherwise provided in the resolution of the Board designating a committee, the act of a majority of the members present at a meeting shall be the act of the committee.

Article 8 – Indemnification

Section 1. Duty to Indemnify. Subject to the sections below, the Corporation may defend, indemnify, and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of or arising from the fact that the person is or was a director, officer, employee, or agent of the Corporation against costs and expenses (including attorney's fees) of the suit, action, or proceeding, judgments, fines, and settlements actually and reasonably incurred in connection with the action, suit, or proceeding if:

- (i) the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, or

- (ii) the person's act or omission giving rise to the action, suit or proceeding is ratified, adopted or confirmed by the Corporation or the benefit thereof received by the Corporation.

The termination of any action, suit, or proceeding shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to a criminal action or proceeding, a presumption that the person did not know and had no reasonable cause to believe that the conduct was unlawful.

Section 2. Denial of Right to Indemnification. Subject to the provisions of Sections 5 and 6 of this article, defense and indemnification under Section 1 of this article shall be made by the Corporation unless the Board expressly determines that defense and indemnification of the person is not proper under the circumstances because the person has not met the standard of conduct set forth in Section 1 of this article. In the case of any challenge to the propriety thereof, the person shall be afforded a fair opportunity to be heard as to that determination. Defense and indemnification payment may be made, subject to repayment upon ultimate determination that defense and indemnification is not proper.

Section 3. Determination. The determination described in Section 2 of this article shall be made:

- (i) by the Board by a majority vote, or
- (ii) by independent legal counsel, if directed by the Board by a majority vote of disinterested directors or in the absence of a quorum.

Section 4. Successful Defense. Notwithstanding any other provisions of Sections 1, 2, or 3 of this article, but subject to the provisions of Section 5 of this article, if a person is successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 of this article, or in defense of any claim, issue, or matter therein, the person shall be indemnified against costs and expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

Section 5. Condition Precedent to Indemnification. Any person who desires to receive defense and indemnification under this article shall notify the Corporation reasonably promptly that the person has been named a defendant to an action, suit, or proceeding of a type referred to in Section 1 of this article and that the person intends to rely upon the right of indemnification described in this article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the President of the Board of the Corporation at the principle office of the Corporation or, in the event the notice is from the President, to the Secretary of the Corporation. Notice need not be given when the Corporation is notified by being named a party to the action.

Section 6. Insurance. The Board, in its discretion, may purchase insurance coverages for the risks described in this article. To the extent that such an insurance policy (or policies) provides coverage where this article does not, a director seeking indemnity shall have the benefit of that coverage, and the rules set out in this article shall apply to any deductible or co-insurance requirement, or to any claims in excess of policy limits.

Section 7. Former Officers, Directors, Etc. The indemnification provisions of this article shall be extended to a person who has ceased to be a director, officer, employee, or agent as described above and shall inure to the benefit of the heirs, personal representatives, executors, and administrators of such person.

Section 8. Purpose and Exclusivity. The defense and indemnification referred to in the various sections of this article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the members or Board, or otherwise. The purpose of this article is to augment, pursuant to AS 10.06.490(f), the provisions of AS 10.20.011(14), and the other provisions of AS 10.06.490.

Section 9. Limitation of Liability. If set forth in the articles of incorporation, no director of this corporation shall have any personal liability to the Corporation for monetary damages for the breach of fiduciary duty as a director except as provided in AS 10.20.151(d) and (e).

Article 9 – Contracts, Checks, Deposits, Donations, and Loans

Section 1. Contracts. The Board 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 and on behalf of the Corporation, and such authority may be general or confined to special instances.

Section 2. Checks, Drafts, Etc. 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 or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President, or in his or her absence 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 may select.

Section 4. Donations. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes of or for any special purpose of the Corporation.

Section 5. Loans. The Corporation shall not make any loan to any director.

Article 10 – 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 and committees, 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 by any member for any proper purpose at any reasonable time.

Article 11 – Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

Article 12 – Waiver of Notice

Whenever any notice is required to be given under the provisions of the Alaska Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

Article 13 – Dissolution

The Corporation may be dissolved at any time by a two-thirds vote of members at an annual or special meeting. In the event that the Corporation is dissolved, the Board shall act as the agent of the members and dispose of the physical assets of the Corporation according to local, state, and federal laws as they relate to nonprofit corporations.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned President and Secretary of Juneau Mountain Rescue do hereby certify that the above and foregoing bylaws were duly adopted

by the Board on the ____ day of _____, 2011.

Karl Bausler, President

Peter Flynn, Secretary