

GLORY HOLE BYLAWS  
Revised 7/15/04

BYLAWS  
of

JUNEAU COOPERATIVE CHRISTIAN MINISTRY

ARTICLE I

OFFICES

The principle office of the corporation shall be located at 247 S Franklin St., Juneau, Alaska. The corporation may have such other offices either within or without the State of Alaska, as the Board of Directors may designate or the business of the corporation may require from time to time.

The registered office of the corporation required by law (AS 10.20.026) Alaska Nonprofit Corporation Action to be maintained in the State shall be at 247 S Franklin St., Juneau, Alaska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors

Section 2. Number, Composition, Terms and Qualifications.

- a. Number. The number of directors of the corporation shall be eleven, and can be thirteen if the Board desires.
- b. Composition. At least nine directors serving on the Board at any time will be members of the Juneau faith community. Two director positions may be filled by non-faith based community members.
- c. Terms. Directors will be elected to serve three year terms. No Director shall serve more than two consecutive three year terms. No more than 1/3 of the seats shall be elected in any given year.
- d. Qualifications. To be eligible to sit on the Board of Directors, a person must support and uphold the Mission Statement of The Glory Hole.

Section 3. Regular Meetings. A regular meeting of the Board of the Board of Directors shall be held once a month at an agreed upon date, time and location. The March meeting shall be considered the annual meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or Secretary of any two directors. The person

or persons authorized to call special meetings of the Board of Directors may fix any place, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least two days previously.

Section 6. Quorum. A majority of the number of current directors shall constitute a quorum of the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, those present may adjourn the meeting to a time certain.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors.

Section 9. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken, shall be presumed to have assented to action being taken on such matter unless a written dissent to such action is filed with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

### ARTICLE III

#### OFFICERS

Section 1. Number. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office. The officers of corporation to be elected by the Board of Directors shall be elected annually at the March meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, or until death, or until resignation, or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed 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, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general, supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases when the signing and execution thereof shall be delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be signed or executed otherwise; and, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice President. In the absence of the President or in the event of the President's death, 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.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed in accordance with the provisions of Article VIII hereof to all documents in the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each member; (e) sign with the President, or Vice President, and (f) in general, perform all duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8 The Treasure. If required by the Board of Directors. The Treasure shall give a bond for the faithful discharge of the duties of Treasurer in such sum and with surety of sureties as the Board of Directors shall determine. The Treasurer shall (a) have charge and custody of and be responsible for moneys due and payable due and payable to the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

## Article IV

### CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other 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 be determined from time to time by resolution of the Board of Directors.

## ARTICLE V

### FISCAL YEAR

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

## ARTICLE VI

### COMMITTEES

Section 1: Executive Committee. The Board of Directors may, by resolution adopted by a majority of its members, designate two or more directors to constitute an executive committee which, to the extent provided in the resolution, may exercise the authority of the Board of Directors in the management of the corporation.

Section 2: Standing Committees. The standing committees shall be Nominating, Facilities, Fundraising, and Personnel.

Section 3: Special Committees. Special committees may be established at any time by the Board of Directors, in order to address any topic or objective. Members of special committees are appointed by the Chair. Each special committee shall include at least one Director of the Corporation. Special committees shall be temporary in nature and responsible to the Board.

## ARTICLE VII

SEAL

The seal of this corporation shall consist of two concentric circles between which is the name of the corporation and the words "State of Alaska", and in the center shall be inscribed the words, "Incorporated" and the year of the incorporation (1981).

ARTICLE VIII

AMENDMENTS

These Bylaws may be altered , amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors. When altered amended or replaced, new copies of the bylaws shall be distributed to the Board of Directors.

CERTIFICATE

The undersigned, being the Secretary of the Juneau Cooperative Christian Ministry, hereby certifies that the foregoing is a complete, true and correct copy of the Bylaws of said corporation and that said Bylaws were adopted said at a meeting of the Board of Directors held on the 14 day of April, 1981.

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Secretary

The Bylaws were amended on the 15<sup>th</sup> day of July, 2004.

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Secretary