

**BYLAWS OF  
ALASKA DANCE THEATRE, INC.**

**ARTICLE I  
NAME, OBJECTS AND PURPOSES**

Section 1. The name of this corporation shall be Alaska Dance Theatre, Inc. located in Anchorage, Alaska.

Section 2. The objects and purposes for which the Corporation is formed are as follows:

- a. General Purposes. To promulgate knowledge, understanding and appreciation of dance and to present dance in an artistically satisfying and entertaining manner.
- b. Ancillary Purposes. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incidental to them or connected with them that are not forbidden by the Alaska Nonprofit Corporation Act, by other law, or by these Bylaws.

**ARTICLE II\*  
MEMBERSHIP**

Section 1. Corporation Membership. The membership of the corporation shall be determined by the Board of Trustees.

**ARTICLE III\*\*  
BOARD OF TRUSTEES**

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Trustees whose members are directors of the corporation as defined by law.

Section 2. Number. There shall be fifteen seats in the Board of Trustees.

Section 3. Term of Office, Vacancies and Qualifications.

- a. Term of Office. The term of office for all seats on the Board of Trustees shall be three years and terms of five of these seats shall expire each year at the close of the annual meeting, beginning in 1995 (1982).
- b. Vacancies. Trustees to fill expiring three-year terms shall be elected at the regular meeting of the Board of Trustees immediately preceding the annual meeting. A vote of the majority

of all the trustees then occupying seats on the board shall be required for election.

- c. Qualifications. Each candidate for a trustee's seat must be recommended by at least two persons currently serving as a trustee. Each candidate shall be interviewed by one or more current trustees prior to election. The trustees shall assess the candidate with regard to the following:
- Professional status and prior employment
  - Vested interest in ADT's program and causes
  - Connections in and to the corporate sector
  - Connections to private funding sources
  - Ability and willingness to contribute
  - Membership on other boards, clubs and associations
  - Time available to serve on committees
  - Local residence or place of business
  - Local affiliations
  - Other talents deemed useful by the persons then serving as trustees.
- A candidate shall be asked to provide references, who shall be contacted prior to the candidate's election.

Section 4. Annual Meeting. The Board of Trustees shall meet annually, at such place within the Municipality of Anchorage and on such day in the month of September as the Board shall have provided by resolution, for the purpose of electing trustees and transacting such other business as may properly come before the board.

Section 5. Regular Meeting. Regular meetings of the Board of Trustees shall be held at such a time and place as the Board may provide at its last prior meeting.

Section 6. Special Meeting. Special meetings of the Board of Trustees shall be held upon call by the President or upon request of at least three trustees, provided that each trustee shall be given at least two days notice of any such meeting. Notice may be written or verbal. Written notice shall be given by registered mail at the trustee's last mailing address of record with the recording secretary. Any trustee may waive notice of any special meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not properly called or convened.

Notice of special meetings shall include the matters to be considered at the meeting and no other matters may be voted upon than those specified in the notice.

Section 7. Quorum. A quorum of the Board may be established by a majority of the trustees then occupying seats on the Board appearing in person. Once a quorum is established, the act of a majority of the trustees present at the meeting shall be the act of the Board of Trustees.

Section 8. Attendance by Telephone. As provided by statute, persons serving on the board of trustees may attend meetings by telephone.

Section 9. Action without Meeting. Any action that may be taken by the Board of Trustees at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed before such an action by all of the trustees, or ratified thereafter by all of the trustees.

Section 10. Vacancies. Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the entire remaining trustees, though less than a quorum.

Section 11. Removal of Trustees. Any Trustee, who is absent from three consecutive regular board meetings, or more than one-half of the meetings occurring during his or her service on the board for more than two months, forfeits his or her seat for good cause by a vote of two-thirds of the trustees then occupying seats. Removal for cause may be accomplished only after the trustee to be removed has been informed of the specific cause for the action and provided an opportunity to contest his or her removal before the board duly convened.

Section 12. Compensation. By resolution of the board only each trustee may be paid the reasonable expenses of service if any. No trustee shall be entitled to a salary as a trustee or otherwise.

Section 13. Presumption of Assent. A Trustee of the corporation who is present at a meeting of the board at which action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless his dissent to such action with the person acting as the secretary of the corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 14. Honorary Trustees. The Board of Trustees may from time to time appoint, by majority vote of a quorum present at a regular or special meeting, honorary members of the Board of Trustees to serve three (3) year terms from date of appointment. An honorary member of the Board of Trustees does not have the power to vote, but may attend any regular or special meeting of the Board of Trustees. There shall be no more than five (5) honorary board members serving at any given time on the Board of Trustees. (Adopted 3/2001)

## ARTICLE IV

## **OFFICERS**

Section 1. Number. The officers of the corporation shall be a President, Vice President, Recording Secretary, Corresponding Secretary, a Treasurer, and such other officers as may be provided for by the Board of Trustees.

Section 2. Duties of the Officers. The President shall preside at meetings of the Board for Trustees and in his or her absence, the Vice-President shall preside, the Recording Secretary shall keep the minutes and other non-financial records of the corporation and shall be the custodian thereof. The Treasurer shall maintain all financial records and books of account. The Board of Trustees may assign such other duties to the officers as may seem proper.

Section 3. Election and Term of Office. The officers of the corporation shall be elected by the Board of Trustees at its first regular meeting following the annual meeting. Each officer shall hold office until the conclusion of the subsequent annual meeting. No person may be elected to any office for more than three consecutive terms.

Section 4. Removal. Any officer of the corporation may be removed by a vote of two-thirds of all the trustees whenever in their judgment the best interests of the corporation will be served thereby.

Section 5. Vacancies. Any vacancy in any office, for whatever the reason, may be filled by the Board of Trustees for the unexpired portion of the term.

## **ARTICLE V GENERAL PROVISIONS**

Section 1. Financial Gain. No portion of the revenues of the corporation shall inure to the benefit of any trustee, officer or agent except for the reimbursement of expenses as provided in these bylaws.

Section 2. Contracts. No trustee, officer, or agent is authorized to enter into any contract or bind the corporation in any way, financially or otherwise, unless such authority is granted by the Board of Trustees by resolution.

Section 3. Indemnification. The corporation shall hold harmless and indemnify any trustee, or officer, or director (sic), provided that the person against whom the claim is made acted accordingly to the general authority of office or specific authority granted by the Board of Trustees.

## **ARTICLE VI**

## PARLIAMENTARY AUTHORITY

Section 1. Robert's Rule. Robert's Rules of Order, Newly Revised, shall be the parliamentary authority of all matters of procedure not specifically covered by the bylaws or standing rules of the corporation, if formulated.

## ARTICLE VII

Section 1. Effect of Waiver. Whenever any notice is requested to be given to any member or trustee of the corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Alaska Non-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE VIII AMENDMENTS

Section 1. Manner of Amendments. These bylaws may be amended or repealed by the Board of Trustees at any regular or special meeting, or at the annual meeting. The proposed revisions shall be given to all the trustees at least 24 hours prior to the meeting at which the changes shall be voted upon. A majority vote of all the trustees then holding seats on the board shall be required to effectuate the amendment.

\* Revised 12/95

\*\* Revised 11/95

Additional Revisions approved 7/6/04

Additional Revisions approved 2/16/10