

BYLAWS

OF

HOME AND LANDOWNERS ORGANIZATION, INC.

ARTICLE I

NAME, PURPOSES, AREA OF INTEREST OF CORPORATION

Section I. Name. The name of the corporation is HOME AND LANDOWNERS ORGANIZATION, INC. (hereafter the "Corporation"). The abbreviated name for the Corporation shall be "HALO."

Section II. Purposes. The purposes of the Corporation shall be as set forth in the Articles of Incorporation.

Section III Area of Interest. The Corporation's principal area of interest for the conduct of its affairs shall be the area usually referred to as the Hillside area of Anchorage, Alaska, in the "G Area" identified by the early Anchorage Borough planners for the Anchorage Hillside when the organization was first incorporated. This area is bounded on the west by the New Seward Highway, on the east by Chugach State Park, on the north by Dowling Road (as extended due east to Chugach State Park) and on the south by the intersection of the Seward Highway with McHugh Creek. ~~It also includes Stuckagain Heights/Basher.~~ This boundary is hereafter called the "Anchorage Hillside."

ARTICLE II

MEMBERSHIP

Section I. Members. Any dues paying person who owns either a home or land within the Anchorage Hillside may be a member of the Corporation ("Member"). The Board of

Directors shall determine any disputed eligibility for a person to be a Member. An associate, non-voting membership is available to those persons ineligible for regular membership who wish to receive informational mailings from the Corporation.

Section II. Dues. The Board of Directors shall set annual dues for Members. Dues shall be levied by calendar year, becoming due on January 1 and delinquent on March 1.

Section III. Meetings of Members; Quorum. An annual meeting of Members shall be held in May of each year, and the time, date, and location will be determined by the Board of Directors. Special meetings may be called at any time by the President, the Board of Directors, or ten percent (10%) or more of the Members in good standing. Ten percent (10%) of the Members of the Corporation entitled to vote shall constitute a quorum.

Section IV. Notice of Meetings of Members. Notice of the time and place of the annual and all special meetings of Members shall be mailed or sent electronically to Members of record not less than ten (10) days before the date thereof. Notice of special meetings shall state the purpose of such meeting. The notice shall be considered delivered when deposited in the United States Mail addressed to the Member at his address as it appears on the books of the Corporation, with postage prepaid or when communicated by valid electronic means.

Section V. Voting at Meetings of Members. All Members are eligible to vote at any meeting of Members. The method of voting, whether by mail or in person, or electronically shall be determined by the Board of Directors. A motion shall be carried by a simple majority of the Members voting.

ARTICLE III

BOARD OF DIRECTORS

Section I. Number. The management and administration of the affairs of the Corporation shall be by a Board of Directors consisting of not less than ten (10) nor more than twenty (20) positions, all of whom shall be Members of the Corporation and elected at the annual meeting of the Members. **These individuals should support the purposes of the organization as set forth in the Articles of Incorporation.** From its

number, the Board of Directors shall be comprised of officers and District Representatives, who shall serve terms as stated or until their successors are duly elected and qualified.

a. The officers shall be the President, Vice President, Treasurer, Secretary, and immediate Past President, who shall be elected by the Board of Directors annually at the meeting of Members or at the first meeting following the meeting of Members.

b. The district representatives shall include two persons from each of the following districts located within the Anchorage Hillside, as shown on the attached map:

Abbott Loop District (District 1)— bounded on the west by the New Seward Highway, on the east by Birch Road, on the north by Dowling Road, and on the south by O'Malley Road.

Upper O'Malley District (District 2)— bounded on the west by Birch Road, on the east by Chugach State Park, on the north by Bicentennial Park (but excluding Basher), and on the south by Huffman Road and Upper Huffman Road. This District will also include the area of the Glen Alps community council as it existed on January 1, 2008.

Lower Hillside District (District 3)— bounded on the west by the New Seward Highway, on the east by Birch Road and North Goldenview Drive, on the north by O'Malley Road, and on the south by Rabbit Creek Road.

Upper Huffman District (District 4)— bounded on the west by Birch Road, on the east by Chugach State Park, on the north by Huffman Road and Upper Huffman Road and on the south by Rabbit Creek Road at its intersection with Clark's Road. This District will also include the area of the Bear Valley community council as it existed on January 1, 2008.

Rabbit Creek District (District 5)— bounded on the west by the New Seward Highway, on the east by Chugach State Park (excluding the area of the Bear Valley community council as it existed on January 1, 2008), on the north by Rabbit Creek Road at its intersection with Clark's Road and on the south by the intersection of the Seward Highway with McHugh Creek.

Each of the foregoing district representatives shall own either a home or land within the district they represent, and they shall either be elected to Seat A or Seat B within that district for staggered terms of two years at the annual meeting of the Members. Seat A Directors shall be elected in even numbered years and Seat B Directors elected in odd numbered years.

~~c. In addition, there shall be a single district representative from the community of Basher, who shall own either a home or land within the Basher community~~

~~council boundary, and shall be elected at every second annual meeting of the members for a term of two years, as further provided by the Board of Directors.~~

Section II. Duties. The duties of the Board of Directors shall be to establish the general policies and standing rules of the Corporation and to manage the business affairs of the Corporation in compliance with the Articles of Incorporation and Bylaws. The Directors who are elected as District Representatives shall also act as liaison with Members of their respective districts.

Section III. Removal. Any member who misses three (3) consecutive meetings of the Board, without an excuse deemed valid by the Board of Directors, shall be removed. In addition, any director may be removed from office for just cause by a two-thirds majority vote of the remaining members of the Board of Directors at a regular or special meeting called with at least ten days advance written notice, specifying the proposed action to be taken.

Section IV. Vacancies. Any vacancies that shall occur during the year shall be filled by appointment by the Corporation President, and each Director so selected shall hold office for the remainder of his/her predecessor's term.

Section V. Compensation. Directors shall not receive a salary for service as directors, but by resolution of the Board, may receive per diem and a meeting fee for attending board meetings.

Section VI. Nominations Committee. The Board of Directors shall annually appoint a Nominations Committee to prepare a slate of officers and board members for nomination at the annual meeting of **Members**.

Section VII. Position Sharing. The responsibilities of board membership are difficult and time consuming, and the Corporation wants to ensure the most qualified persons serve on the board. Therefore, position sharing is authorized for two persons to occupy any position of the board, except for President and Secretary. The **Members** shall be advised of any position sharing prior to election of such board members at the annual meeting of **Members**. Either person sharing such a board seat may vote at a board meeting and qualify as being present for determining a meeting quorum. If both persons sharing a single seat attend any meeting, they shall participate and be counted as if they were acting for a single board seat.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section I. Annual/Regular Meetings. ~~The Annual Meeting of the Board of Directors of the Corporation shall be held during June of each calendar year on such date and time as may be designated by the President. In addition,~~ Monthly board meetings shall be held on the first Thursday evening of every month, as scheduled by the President or a majority of the Board of Directors.

Section II. Place of Meeting. The annual meeting, and other regular Board meetings, shall be held on the Anchorage Hillside in Anchorage, Alaska.

Section III. Special Meetings. The President or a majority of the Board of Directors may call special meetings of the Board of Directors at any time.

Section IV. Notice of Meetings. Written notice of the time and place of the regular meetings of the Board of Directors shall not be required. Notice of special meetings shall be delivered in writing (electronic mail ~~means~~ is satisfactory) or by facsimile transmission at least 24 hours in advance, and such notice shall include notification of all matters to be considered at said special meeting.

Section V. Teleconference Meetings. Any duly called meeting may be held by teleconference, if so indicated in advance. In cases where the weather is inclement or due to other circumstances approved by the President, any member may attend via teleconference and such attendance shall be counted for quorum purposes.

Section VI. Quorum. A quorum shall consist of a majority of the Board of Directors present in person or by ~~telephone,~~ teleconference, and a majority vote of those present shall be the acts of the Board.

Section VII. Presiding Officers. At each meeting of the Board of Directors, the President, or in his/her absence the Vice President, shall preside at the meeting. The Secretary, or President's appointee in the absence of the Secretary, shall keep minutes and record the transactions of business at said meeting.

Section VIII. Authority and Responsibility of the Board of Directors. The Board of Directors shall have full power and authority to prudently manage the affairs and assets of the Corporation.

ARTICLE V

OFFICERS, AGENTS AND EMPLOYEES

Section I. Number, Titles, and Terms of Office. The officers of the Corporation shall be chosen ~~from~~ ~~by the members of the~~ Board of Directors by the Board of Directors and shall consist of a president, vice president, secretary, and treasurer, whose duties shall be those usually performed by such officers, and those specified in these Bylaws, as well as such duties as the Board of Directors may prescribe. Other officers, assistant officers, agents, and employees that the Board of Directors may from time to time deem necessary may be elected or selected by the Board of Directors. Members of the Board of Directors may serve as officers of the Corporation. Two or more offices may be held by one person with the exception that one person shall not serve as president and vice president, president and secretary, or president and treasurer.

Section II. Salaries. The Board of Directors may fix salaries of the officers, agents, or employees of the Corporation.

Section III. Removal of Officers and Agents. The Board of Directors may remove ~~by two-thirds majority vote of the Board~~ an officer or agent of the Corporation whenever in its judgment the best interests of the Corporation will be served.

Section IV. Powers and Duties of the 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 all of the business and affairs of the corporation. He/she shall, when present, preside at all meetings of the members and of the Board of Directors, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

The President shall, at the direction of the Board of Directors, appoint the members of all standing committees. He/she shall serve as an ex officio member of all standing

committees. He/she shall with the secretary, sign all contracts and obligations authorized by the Board of Directors. He/she shall at the direction of the Board of Directors appoint legal counsel.

Section V. Powers of the Vice President. In the absence of the President or in the event of his/her 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 and be subject to all the restrictions of the President. The Vice President shall perform such other duties as may be assigned to him/her by the President or by the Board of Directors.

Section VI. Treasurer. The Treasurer shall: (a) 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 and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer's records shall be internally audited by the Treasurer and two people appointed by the President 30 days prior to the annual meeting of Members.

Section VII. Secretary. The Secretary shall: (a) keep the minutes of the **Members meetings** and 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; (d) keep a register of the address of each member which shall be furnished to the Secretary by such member; (e) have general charge of the membership books of the corporation; and (f) in general perform all duties incident to the office of the Secretary and such other duties as may be assigned to him/her by the President or Board of Directors. In the absence of the Secretary, the presiding officer shall appoint a temporary replacement.

Section VIII. Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or any director and directors.

Section IX. Liability/Indemnification. Except as expressly provided by law, the officers and directors shall have no personal liability to the Corporation for monetary damages for the breach of fiduciary duty when acting in their official capacity as an officer or director. The Corporation shall indemnify any person who has 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 (whether or not by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the full extent permitted by law.

Section X. Committees. The Board of Directors may establish or abolish any committee as deemed necessary. The Board shall establish the functions, authority, and limitations of each committee. Each new Board shall conduct a review of all established committees.

ARTICLE VI

GENERAL POWERS

The Corporation hereby incorporates as general powers of the Corporation all functions and powers conveyed to a nonprofit corporation pursuant to AS 10.20.011, as that section now exists or may hereafter be amended.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section I. 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. Such authority may be general or confined to specific instances.

Section II. Loans. No loan 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 III. Deposits and Accounts. The Corporation shall have a savings account(s) and a checking account(s). The Board of Directors may establish special accounts for purposes designated by it.

Section IV. Checks of the Corporation. All checks, drafts, or other orders for the payment of money, notes and 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. All withdrawals from special accounts and the savings account must be deposited in the checking accounts or another special account.

ARTICLE VIII

FISCAL YEAR

The fiscal year of this corporation is January 1 to December 31 of each year.

ARTICLE IX

NONDISCRIMINATION

The officers, directors, committee members, employees and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, sexual orientation, and physical disabilities.

ARTICLE X

STANDING RULES

Business and elections of the corporation shall be conducted in accordance with the most current version of Roberts Rules of Order. The Board of Directors shall appoint a parliamentarian. In order to comply with the specific provisions of these Bylaws, the Board of Directors may from time to time establish Standing Rules that will have the same force and effect as the Bylaws. Standing Rules may be amended or rescinded by the Board of Directors by majority vote.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given to any member or to a member of the Board of Directors of the corporation under the provisions of these Bylaws or under the provisions of the statutes of the State of Alaska, 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 XII

AMENDMENTS

These Bylaws may be amended by a two-thirds majority vote of the Board of Directors present at any regular or special meeting properly held by the Board of Directors, provided, notice of the proposed amendments has been given to all Directors in writing when notice of said meeting is given to each director.

The foregoing Bylaws of the Corporation have been duly adopted by the Board of Directors at the meeting held on May 3, 2018 at Anchorage, Alaska.

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President

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