

BY-LAWS
OF
WORLD ICE CARVING EXHIBITORS ASSOCIATION, INC.
dba Ice Alaska

ARTICLE I - NAME

The name of this corporation shall be: World Ice Carving Exhibitors Association, Inc. abbreviated World I.C.E. Association, Inc, dba Ice Alaska.

ARTICLE II - PURPOSES

The purposes of this non-profit corporation shall be:

Section 1. To promote artistic and educational endeavors using ice, snow, and any other appropriate media.

Section 2. To enhance and promote international friendships through cultural and artistic exchange.

Section 3. To preserve and display in ice and other media the heritage past, present, and future of all cultures.

Section 4. Promote Alaska's winter activities for the State of Alaska and to encourage winter tourism and other year round economic opportunities.

Section 5. To receive gifts, bequests and devises of real and personal property for the support of this organization's goals and purposes.

Section 6. And, for other lawful purposes as the membership of this corporation shall direct in conformity with the stated purposes of these By-Laws and as declared in the corporation's Articles of Incorporation. This corporation is organized exclusively for artistic, educational and charitable purposes as defined under the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Code Law).

Section 7. Upon the dissolution of World Ice Carving Exhibitors Association, Inc the disposition of any remaining net proceeds from gaming activity conducted under AS 05.15, will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5) Other assets shall be distributed in accordance with the Articles of Incorporation.

ARTICLE III - MEMBERSHIP

Section 1. Membership in this corporation is open to all persons who are interested in the goals and purposes of this organization as stated in these By-Laws and in the Articles of Incorporation. This corporation does not discriminate against anyone on the basis of race, sex, religion, color, national origin, marital status, sexual orientation, age, or creed.

Section 2. To become a member, one must pay annual membership dues in an amount determined by the Board of Directors.

Article III - Membership Section 3. Membership entitles a person to participate in the annual meeting and a member who has reached his/her 18th birthday to vote and/or run for director in the year for which the membership is paid.

To be eligible to vote, a member shall pay the annual dues at least five days prior to the annual meeting. No person shall be entitled to more than one membership or more than one vote.

Section 4. Individuals planning on running for the Board of Directors must be members of Ice Alaska. Candidates must submit their intention in writing **electronically**, along with a brief bio a minimum of 30 days prior to the annual meeting. Candidate submission must be turned in to Ice Alaska, and then forwarded to the membership 14 days prior to the annual membership meeting.

Section 5. Annual membership commences July 1 and ends June 30. All memberships expire on June 30 of the current membership year, regardless of when fees were paid. One can pay membership in advance of the beginning of a membership year.

Section 6. Ice Alaska Will grandfather all members who have the Ice Alaska Lifetime Membership Card.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1. There shall be an annual membership meeting, held in October with a date, time and location to be determined by the board. **This will be sent electronically to all current members and posted on website 60 days prior to meeting date..**

Section 2. A special meeting of the members may be called by the President, and in his/her absence the Vice-President or by a majority of the directors. The President shall call such a meeting when so requested by a written petition signed by 10% (ten percent) of the members qualified to vote. Special membership meetings must have a specific reason and be restricted to that purpose. They shall be scheduled at the discretion of the Board of Directors so that meetings do not interfere with the World I.C.E. operations, but the special meeting must be held within 60 days of the meeting request.

Section 3. In the event of any special membership meeting, voting rights shall be limited to those who have paid their annual dues at least seven days prior to the date of the meeting.

Section 4. The special meeting will be run by the board President or his/her board designee and motions will pass by a majority vote of members present. Proxy votes are not permitted.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business of this corporation shall be managed by a Board of Directors, consisting of **Eleven** directors who shall be elected by the members. Each director shall be a member, shall receive no compensation for services as a director, and shall hold office until his or her successor shall have been elected or appointed. **Board Makeup consists of FOUR Ice Artist and SEVEN at large positions.**

Section 2. At each annual meeting, directors shall be elected, **using an Artist and at large ballot**, to three year terms so that in one year, four terms expire, the following year four terms expire and the next year three terms expire.

Section 3. The members shall have the power, by majority vote, at any meeting, to remove any director or directors for cause providing:

- a. Ten percent of the voting members file a petition, in writing and stating the cause, at least 30 days prior to the meeting at which the removal action would take place and,
- b. In this situation, a meeting notice must be sent 14 days prior to the meeting and include the proposal to remove the director or directors.

Section 4. A director's seat shall be declared vacant at any time by the Board of Directors based on the following criteria: resignation of a director or three unexcused absences from regular scheduled board meetings in a calendar year.

Section 5. Vacancies on the Board of Directors may be filled at any regular or special directors meeting by a majority vote of the remaining directors. Seats filled by such appointees shall be filled by election at the next annual meeting for the remainder of the term.

Section 6. The directors shall report on the business of the preceding year and submit a written financial statement at each annual membership meeting.

ARTICLE VI - BOARD OF DIRECTORS MEETINGS

Section 1. Regular monthly meetings shall be held with a date, time and location posted on the website 30 days prior to the meeting.

Section 2. A majority of the directors serving on the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors, but in the absence of a quorum, a majority of those present shall have the power to recess to a time certain. Section 3. Special meetings of the Board of Directors may be called by the President or in the President's absence by the Vice-President, or by any five directors of the board.

Section 4. By consent of five directors, an emergency meeting of the board may be called to deal with a stated and limited agenda. Effort shall be made to notify all directors, and any action taken shall be reported at the next regular board meeting for ratification by the full board.

Section 5. All directors meetings are open to the members. The directors may call for an executive session to discuss personnel or financial matters of a confidential nature. Board must release what was stated and agreed upon when requested by a written requested by a written petition signed by 10% of members qualified to vote.

ARTICLE VII - OFFICERS

Section 1. The officers of the corporation shall be President, Vice President, Secretary, and Treasurer. Each shall be elected from among the directors at the first director's meeting following the annual membership meeting. One person may hold the offices of Secretary and Treasurer.

Section 2. The President shall be the principal officer of the corporation and shall be subject to the control of the Board of Directors. The President, in the absence of an Executive Director or other designated person, shall in general supervise and direct the business and affairs of the corporation. The President shall preside at meetings of the corporation. The President shall in general perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors.

Section 3. In the absence of the President or in an event of his/her death or 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 of the President. The Vice-President shall perform other duties as may be assigned to him/her by the President or Board of Directors.

Section 4. The Secretary shall keep the minutes of the Board of Directors meetings in one or more books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws. The Secretary shall be the custodian of the corporate records and corporate seal and see that the seal of the corporation is affixed to all necessary documents. The Secretary shall in general perform all duties incident to the office of the Secretary and such other duties as may be assigned him/her by the President or Board of Directors.

Section 5. The Treasurer shall oversee the keeping of the corporations' financial records and the preparation of an annual report and shall perform all other duties assigned by the Board of Directors.

Section 6. The Board of Directors may retain an independent contractor in the role of Executive Director, Business Manager or other designated person, to supervise and direct the business and affairs of the corporation, as it deems appropriate.

ARTICLE VIII - COMMITTEES

The President, in the absence of an Executive Director shall create an advisory committee and such standing committees as may be deemed necessary for the conduct of the affairs of the corporation. The heads of these committees along with their duties shall be affirmed by the board annually.

ARTICLE IX – OFFICIAL BOOKS AND RECORDS

Section 1. The corporation shall keep correct and complete books and records of accounts, minutes of the proceedings of its members, Board of Directors and committees having authority of the Board of Directors, and shall keep at its principal office a record of the names and addresses of its members qualified to vote.

Section 2. All checks, drafts and other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as, from time to time, is determined by resolution of the Board of Directors.

Section 3. 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.

Section 4. An external review of the corporation's financial records shall be conducted at the end of each fiscal year.

ARTICLE X - AMENDMENTS

Section 1. The membership shall have the power to adopt, alter, amend or repeal these by-laws by a majority vote of the membership present and qualified to vote at a membership meeting, provided there is at least 10% (ten percent) of the membership base present.

Section 2. Proposed changes may be presented by a majority vote of the Board of Directors to the general membership.

Section 3. Proposed changes from the membership must be submitted to the Board of Directors with a petition signed by 10% (ten percent) of the members duly qualified to vote. The petition must be submitted **electronically** at least 60 days prior to the meeting at which the proposed changes would be considered. The Board of Directors shall review all proposals and shall make a "do pass" or "do not pass" recommendation to the membership.

Section 4. Proposed changes and the Board of Directors recommendations **should be delivered Electronically** to the membership with notification of the meeting at which they will be considered at least 14 days before the meeting.

ARTICLE XI - MISCELLANEOUS

Section 1. The most recent edition of Roberts Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws.

Section 2. Immediately following the ratification of these By-Laws, they shall be in effect.

ARTICLE XII. CODIFICATION.

All By-Laws or parts of By-Laws previously enacted by the membership in conflict with these By-Laws and amendments thereto are hereby repealed and the Board of Directors is hereby authorized and empowered to make any needed changes as required by the vote of the members at a membership meeting.

Submitted: October 2020

Originally Adopted 17 March 1990