

BYLAWS OF THE WILLOW AREA COMMUNITY ORGANIZATION

Adopted as of Feb 1, 2023

ARTICLE I. NAME AND ADDRESS

The organization shall be known as the Willow Area Community Organization (WACO), and the mailing address shall be P.O. Box 1027, Willow, Alaska 99688.

ARTICLE II. TERM

The term of the organization shall be perpetual.

ARTICLE III. PURPOSE

The purpose of the Willow Area Community Organization shall be as follows:

- A. Provide a local forum for discussion, participation and comment in matters of concern to the community;
- B. Promote the social, cultural and economic welfare of the Willow area in general;
- C. Promote, sponsor and conduct an annual state Winter Carnival in Willow, Alaska;
- D. Maintain and operate community public facilities.

ARTICLE IV. MEMBERSHIP AND BOUNDARIES

Section 1 – Membership

Membership in WACO shall be open to all residents of the Willow area. ‘Resident’ means a person who is qualified to vote or to register to vote in Willow under the laws of the state of Alaska and the Borough ordinance.

Section 2 – Boundaries

Boundaries as recognized by the Matanuska-Susitna Borough Assembly upon request for such recognition by WACO. (See attachments 1 & 2).

<https://matsugov.us/docs/general/17707/Willow-Community-Council.pdf>

<https://matsugov.us/docs/documents/85-163rs.pdf>

Boundaries are generally north of mile marker 61 of the Parks Highway, south of mile marker 85 of the Parks Highway, east to mile 22 of the Willow Fishhook Road and west to the Susitna River.

ARTICLE V. FISCAL RESPONSIBILITY

- A. The fiscal year shall be July 1 through June 30.
- B. Liability insurance shall be maintained for the organization.
- C. Directors’ insurance shall be maintained.

ARTICLE VI. ORGANIZATION

Section 1 – Operation

WACO shall be operated by a board of elected directors.

- A. Elected directors shall consist of the following officers: Chairperson, Vice Chairperson, Secretary, Treasurer and four at large directors.

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- B. Immediate Past Chairperson.** The immediate past chairperson of WACO shall automatically become a full voting member of the Board and shall count as an elected director for purposes of a quorum. This person shall serve from the end of their term of office for two years. The goal of this position is continuity. If a chairperson is removed under provisions of Article IX Sec 2A, they are not eligible for this position.
- C. WACO shall operate according to its Bylaws.**
- D. WACO shall approve all policies.**

Section 2 – Officers and Duties

A. Chairperson

The Chairperson shall be the chief executive officer of WACO and the Board. The duties of the Chairperson shall be as follows:

1. Determine the agenda, order of business, and preside over and conduct the meetings of the organization in accordance with its Bylaws;
2. Serve as the principle contact for the organization and direct its activities;
3. Shall liaise with and address community needs before local, state and federal jurisdictions and bureaucracies as needed and appropriate;
4. Shall oversee the overall finances of the organization, including fundraising activities in collaboration with the Treasurer, as guided by policy and procedure;
5. Call for special meetings of the WACO and make proper notification of the date, time, place and purpose of the meetings;
6. May appoint to the Board a non-voting Sergeant-at-Arms from the general membership to maintain orderly meetings;
7. May appoint to the Board a non-voting Parliamentarian from the general membership to advise the presiding officer on issues of parliamentary law;
8. May convene a committee to assist with any part of chairperson's duties;
9. Shall develop and maintain standard operating procedures (SOP) relevant to their role including a list of contacts for conducting usual role obligations; and
10. Perform all duties as may be prescribed by the Board of Directors of Willow Area Community Organization as a whole.

B. Vice Chairperson

The Vice Chairperson shall assist the Chairperson in execution of their duties and perform other duties as follows:

1. Perform the duties of the Chairperson in the absence of the Chairperson at a meeting or in case the office becomes vacant until the position is filled; (See Article VIII, Section 1)
2. Oversee the Planning and Facility Operations Committee, as defined in these Bylaws;
3. Oversee scheduling, use, maintenance and operation of WACO facilities not otherwise delegated to other roles or committees;
4. Shall develop and maintain standard operating procedures (SOP) relevant to their role including a list of contacts for conducting usual role obligations;

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5. Shall oversee the financial management, in collaboration with the Treasurer, required for maintenance and operations of the Willow Community Center (WCC), as guided by policy and procedure; and
6. Perform other duties as may be prescribed by the Chairperson or WACO.

C. Secretary

The Secretary shall officially record its activities, and perform other duties incident to the office of Secretary, including but not limited to:

1. Responsible for the management of minutes of all Board of Directors and WACO meetings;
2. Oversee the Communications Committee as defined by these Bylaws;
3. Serve as custodian of all records, documents and correspondence both physical and digital;
4. Serve as lead officer for purchase and implementation of WACO approved digital tools necessary for the operation of the board and organization;
5. Maintain a current set of the Articles of Incorporation and Bylaws of WACO available to all;
6. Post the agenda for each meeting seven (7) days before said meeting in accordance with Article VIII, Section 4;
7. Post the unapproved minutes of each meeting within seven (7) days of the meeting in accordance with Article VIII, Section 4;
8. Maintain a log of Board and community member attendance;
9. Supervise and conduct elections and all special votes of WACO and WACO Board by ballot if necessary, as determined by the Chairperson;
10. Responsible for communication with community;
11. Shall develop and maintain standard operating procedures (SOP) relevant to their role including a list of contacts for conducting usual role obligations;
12. Shall oversee the financial impacts, in collaboration with the Treasurer, of developing and maintaining all WACO communication methods, as guided by policy and procedure; and
13. Perform other duties as may be prescribed by the Chairperson or WACO.

D. Treasurer

The Treasurer shall be the financial officer of the organization and perform such other duties as are incidental to the office of Treasurer, including but not limited to:

1. Shall oversee all the financial elements of WACO operations and serve as a financial consultant for all other roles within WACO as guided by policy and procedure;
2. Charge and custody of all accounts, receipts, and financial assets of WACO, collection methods including digital payment management, and disbursements of such funds as required in keeping with prudent financial practices and policies established by the Board of Directors or WACO as a whole;

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3. Maintain bookkeeping using WACO approved financial software, records of such accounts and release them to the Audit Committee or other recognized financial entities upon request;
4. Shall prepare an annual budget to present in May to be approved by the Board at the June meeting;
5. Shall develop and maintain standard operating procedures (SOP) relevant to their role including a list of contacts for conducting usual role obligations; and
6. Perform other duties as may be prescribed by the Chairperson or WACO.

E. At Large Directors

An at large director has no specific duties unless assigned by the chair or a board committee but has the same rights and responsibilities as other directors. They serve as a liaison between the community members and the board of directors. They can act as a spokesperson for the community members and will receive input, give feedback and communicate concerns with the whole of the Board. The Chair may assign duties to at large directors as needed to fulfill board requirements and address overall organizational goals.

At large directors are:

1. Expected to be active in at least 2 WACO recognized committees; and
2. Expected to participate in or contribute to the running of all WACO events.

ARTICLE VII. COMMITTEES

Section 1 – Permanent Committees

There will be eight permanent standing committees of WACO. Each chairperson will recruit their own members or may ask the Chairperson for assistance.

A. Planning and Facility Operations Committee

1. Shall consist of the Vice Chairperson and no less than two members;
2. Shall be chaired by the Vice Chairperson of the Board or their designee;
3. Shall assist the Vice Chair in executing the functioning of the WCC and ground; and
4. Review, update and/or create policy and procedures as needed for WCC and grounds.

B. Communications Committee

1. Shall consist of the Secretary and no less than two members;
2. Chair will be selected by the Committee;
3. Shall support the secretary in maintaining effective communication with community and borough personnel using available physical and digital tools including but not limited to bulletin board, eBreeze (monthly email newsletter), social media and waco-ak.org;
4. Develop and maintain effective communications with other major groups in Willow; and
5. Create and maintain SOP templates for other directors.

C. Winter Carnival Committee

1. Shall consist of all WACO Board members and volunteers from the general membership;
2. Chair will be selected by the committee;

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3. Shall exist for the purpose of planning and directing a winter carnival for the benefit of WACO;
4. Shall submit a budget and request for funds to WACO and provide monthly progress reports to WACO; and
5. Shall, in conjunction with the membership, determine the following year's Carnival theme at the annual meeting.

D. Trails Committee

1. Anyone may be a member;
2. Will consist of a Chair and not less than two members;
3. Chair will be selected by the Committee;
4. Will report and advise WACO on recreational trail related issues; and
5. May have their own bank account and mailing address. May designate their own Treasurer, who will file an annual financial report (for the fiscal year) with WACO's Treasurer and, upon request, make books and records available to the Audit Committee or other recognized financial entities.

E. Community Emergency Response Team

1. Anyone in the local area who has completed the required FEMA 20 Hour CERT Basic Course locally or can provide evidence of having completed the course elsewhere may apply to join the Willow Community Emergency Response Team;
2. Will consist of a Chair and not less than two members;
3. Chair will be selected by the Committee;
4. Will report to and advise WACO on local emergency preparedness issues; and
5. May have their own bank account and mailing address. May designate their own Treasurer, who will file an annual financial report (for fiscal year) with WACO's Treasurer and, upon request, make books and records available to the Audit Committee or other recognized financial entities.

F. Willow Recycling

1. Anyone may be a member;
2. Will consist of a Chair and not less than two members;
3. Chair will be selected by the Committee;
4. Will report to and advise WACO on Willow Recycling related issues; and
5. May have their own bank account and mailing address. May designate their own Treasurer, who will file an annual financial report (for fiscal year) with WACO's Treasurer and, upon request, make books and records available to the Audit Committee or other recognized financial entities.

G. Youth Forum

1. Anyone may be a member; children and teens are encouraged to participate;
2. Will consist of a chair and not less than two members;
3. Chair will be selected by the Committee;

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4. Will manage, report to and advise WACO on Newman Memorial Park;
5. Will support WACO recreational activities in Willow; and
6. May have their own bank account and mailing address. May designate their own Treasurer, who will file an annual financial report (for fiscal year) with WACO's Treasurer and, upon request, make books and records available to the Audit Committee.

H. Willow Historical Committee

1. Manages the day to day activities of the Willow Historical Wildlife Foundation;
2. Anyone who pays annual dues may be a member;
3. Will consist of a Chair and not less than two members;
4. Chair will be selected by the Committee;
5. Will report to and advise WACO on history and museum related issues;
6. Will manage a museum in the old log building;
7. Will act as historian for WACO and Willow Winter Carnival;
8. May maintain WHWF name, 501C3 status and ownership of all museum properties and artifacts; and
9. May have their own bank account and mailing address. May designate their own Treasurer, who will file an annual financial report (for the fiscal year) with WACO's Treasurer and, upon request, make books and records available to the Audit Committee or other recognized financial entities.

Section 2 – Audit Committee

An Audit Committee of three persons, excluding the treasurer, with at least one person having a financial background, shall be appointed annually in April by the Chairperson with the consent of the Board to review the books and records of the organization. Records to be audited and reported on by this committee shall consist of the current fiscal year's financial records.

ARTICLE VIII – MEETINGS

Section 1 – Presiding Authority

Meetings shall be presided over by the Chairperson or, in their absence, the Vice Chairperson. In the expected absence of both, an acting Chairperson should be appointed by the Chairperson or the Vice Chairperson. In accordance with Robert's Rules of Order the Secretary may not serve as this acting Chairperson.

Section 2 – Frequency Of Meetings

- A. The Annual Meeting is held in April of each year.
- B. Regular or Board Meetings are held monthly.
- C. Special meetings will be held as needed.

Section 3 – Quorums

- A. A quorum at an annual, regular or special meeting shall be no less than 25 persons; in the absence of 25 members the meeting may still be held with a quorum of the Board.

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- B.** A Board quorum for any business of the Willow Area Community Organization shall be no less than a majority five of the elected Board of Directors.
- C.** A quorum for each meeting is to be established at the beginning of each meeting.

Section 4 – Notice

- A.** Notice of meetings and agenda for all annual, regular and board meetings shall be advertised at the Post Office, at the WCC and electronically, and posted at least seven (7) days in advance in accordance with policy.
- B.** For special meetings and public hearings, a public notice is required consistent with posting requirements above, at least two weeks in advance with a description of the purpose of the meeting, and its time and place.
- C.** Amendments to the Bylaws shall be voted on at a WACO meeting after a process that includes a Bylaws Committee presentation, one or more WACO meetings to discuss and a two week posting of the final product.
- D.** Work sessions are exempt from notice obligation.

Section 5 – Content Of Meetings

- A.** Each regular meeting shall address:
 - 1. Previous minutes;
 - 2. Agenda approval;
 - 3. Borough Representative and Guest reports;
 - 4. New Business;
 - 5. Old Business; and
 - 6. Community Group reports.
- B.** Annual time sensitive agenda items:
 - 1. January – nominating committee appointed;
 - 2. March – slate of candidates' presentation;
 - 3. April – Director elections and results confirmed, theme for Carnival adopted, audit committee appointed;
 - 4. May – budget presentation; and
 - 5. June – budget adopted.

Section 6 – Conduct Of Meetings

- A.** In the event of a conflict of interest concerning a certain issue for members of the Board, that conflict needs to be disclosed before a vote is taken on that issue. The need for recusal from the vote may be determined by the Chair at the time of the vote.
- B.** Each member gets one vote with each motion presented. Decisions will be made by a simple majority vote.
- C.** When there is no community quorum only directors are allowed to vote at a Board meeting. The public must be given the opportunity to speak before the Board at any meeting. The public is encouraged to attend all meetings.
- D.** Meetings will be conducted in compliance with Borough Code, State Statute and Federal Law.

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- E. Meetings shall be conducted under Robert's Rules of Order, Revised, to the extent that they are not in conflict with these Bylaws.
- F. The Sergeant-at-Arms may be called upon to take appropriate action if the Chairperson or presiding officer determines any person to be out of order at the meeting.

ARTICLE IX. TERMS OF OFFICE

Section 1 – Terms And Election Of Board Members

Terms of office in the Willow Area Community Organization shall be as follows:

- A. At the regular monthly Willow Area Community Organization meeting in January, the Board shall select a Nominating Committee. It shall be the duty of this Committee to nominate candidates for the Board to be elected at the annual community organization election in April.
- B. The Nominating Committee shall report to the Board at its regular monthly meeting in March. At this meeting, additional nominations from the floor shall be permitted. The slate will be deemed complete. No candidates will be accepted after the slate is confirmed. The Board will designate a polling place for the April election, which shall take place on the same day as the WACO Annual Meeting. Election officials appointed by the Board shall count ballots at the Annual Meeting. In the event of a tie, a toss of the coin shall take place.
- C. Annual elections shall be conducted by the Secretary with the assistance of the Communications Committee and shall be by ballot.
- D. If candidates for all four seats up for election in a given March are running unopposed, then the slate will be approved in April as is without a vote.
- E. Term of office for all directors is two years. The positions of Chair and Secretary are elected during even numbered years. The positions of Vice Chair and Treasurer are elected during odd numbered years. The At Large Directors on the Board of Directors shall be numbered 1 to 4 and shall be elected for two year terms as follows: 1 and 3 during odd numbered years, and 2 and 4 during even numbered years.
- F. Board members may serve consecutively as often as elected or appointed.

Section 2 – Removal And Replacement Of Directors

- A. A director may be removed for due cause (behavior that violates the aim and purpose of the community council) by two-thirds vote of either a community or Board quorum at any Board meeting or special meeting.
- B. In the event of removal or resignation the Chairperson shall, subject to Board approval, appoint replacement Board members or officers until the next scheduled election for that position.
- C. Three unexcused absences in a year shall be grounds for removal of any director. An unexcused absence is one for which a director has failed to notify the Chairperson or the Secretary that they will be unable to attend.

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ATTACHMENT 2: Willow Area Community Organization Boundary Map

Bylaws adopted April 9, 1984 by Willow Area Civic Organization and Willow Community Council in joint annual meeting. Corrected to meet minor administrative requirements of the Borough Attorney September 11, 1984 and accepted by the WACO Board.

Amended at annual meeting April 7, 1986

Amended at annual meeting April 4, 1988

Amended at meeting October, 1990

Amended at annual meeting April 5, 1993, along with Articles of Incorporation.

Amended at meeting November 3, 1997

Amended at meeting October 7, 2002

Amended at meeting August 1, 2005

Amended at annual meeting April 3, 2006

Amended at meeting December 7, 2009

Amended at meeting April 2, 2012

Amended at meeting July 2, 2012

Amended at meeting November 5, 2012

Amended at meeting May 4, 2015

Amended at meeting Feb 1, 2023

Chair



Secretary

