Alaska Dog Mushers Association Bylaws

Revised November 2025

I. OBJECTIVES

The primary objectives of this Corporation are to encourage and perpetuate the sport of sled dog racing in Alaska, to improve the breeding, care, and training of the Alaskan sled dog, and to promote the humane treatment of dogs. Additional objectives are to educate mushers and the public about sled dogs, to conduct annual races in Fairbanks each year, and to encourage good sportsmanship. This Corporation is a nonprofit organization. The revenues of the Corporation shall be expended in accordance with State and Federal law governing not-for-profit organizations. The Corporation will solicit and accept donations for the purpose of conducting activities in furtherance of its stated objectives.

II. CORPORATE POWERS

The corporate powers of this Corporation shall be vested in the Board of Directors. This Board shall consist of a President, Vice-President, Secretary, Treasurer, and five directors who shall be members in good standing in this Corporation. A majority of members of the board will constitute a quorum for the transaction of business.

III. CORPORATE SEAL

This Corporation shall have a common seal consisting of two concentric circles with the words "ALASKA DOG MUSHERS' ASSOCIATION, INC." appearing between the circles and "CORPORATE SEAL 1953" appearing within the inner circle.

IV. OFFICE

This Corporation shall maintain its principal office in the Fairbanks North Star Borough, Alaska, but may have offices and transact business at such other places as the Board of Directors may from time to time approve.

V. BOARD OF DIRECTORS

1. The directors, with the exception of the Secretary and Treasurer, shall be elected at the annual meeting. All held offices will be two (2) year terms alternating two (2) board member seats on even years and three (3) board members on odd years in elections. The seven elected officials shall name the Secretary and Treasurer. If any of the seven elected officials are appointed to the office of Secretary or Treasurer, replacements must be appointed by the existing officers and directors. The term of office of all members of the Board will become effective May 1st. Vacancies in the Board of Directors shall be filled by the directors remaining in office, even

though less than a quorum remains, and a member so appointed shall hold office until the subsequent annual membership meeting.

2. The Corporation will be encouraged to seek and find more than one candidate for President or Vice President, and more candidates for Director than vacancies.

3. The Board of Directors shall have power to incur indebtedness, and the terms and amount of this indebtedness shall be recorded in the minutes of the Board, and the note of obligation, if any is given, after being signed by the President and Treasurer, shall be binding upon the Corporation.

4. The Board of Directors shall appoint all committees unless the power to do so is granted to the President by the Board. The Board of Directors, or an Executive Director under the direction of the President and Board of Directors, will conduct the routine business of the Corporation, and may make decisions binding on the Corporation, except where otherwise prohibited.

5. Board members with three (3) or more absences from board meetings without prior notification, or five (5) absences total per year, may be dismissed by majority vote of the remaining board.

VI. OFFICERS

1. The President shall sign all certificates of membership and also all contracts and other instruments of writing which shall have first been approved by the Board of Directors, and shall direct the Treasurer or Executive Director to draw checks upon the treasury. In the absence of the President or Treasurer, the checks may be signed by the Vice-President or the Secretary. The President will be responsible for calling all meetings of the Corporation and presiding at such meetings.

2. The Vice-President will assume the duties of the President if the President is absent.

3. The Secretary will keep detailed and permanent minutes of all meetings of the Corporation and also a complete record of the proceedings of the Board of Directors; shall keep the seal of the Corporation and affix it to the papers and instruments that require it; and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors. In addition, the Secretary shall keep a roll of the members of the Corporation with their addresses and other pertinent information and shall furnish all members with a copy of the bylaws, race rules, and race procedures. The Secretary shall be responsible for the maintenance of all records and documents of the Corporation. In the event that there are paid staff or volunteers to do any of these duties, the role of the secretary may be adjusted.

4. The Treasurer will be responsible for overseeing all financial transactions of the Corporation; will be bonded at the expense of the Corporation in an amount to insure full coverage of the Corporation funds; and will keep financial records of the Corporation, and upon request of the Board will submit them to a recognized and qualified auditing agency for audit at the expense of the Corporation. The Treasurer shall deposit funds of the Corporation in such banks as may be designated by the Board of Directors. Such funds shall be paid out only on a check of the Corporation, signed by the President and countersigned by the Treasurer (with the exception stated in paragraph 1). The Treasurer will also issue purchase orders bearing his/her signature or that of the President. The Executive Director may assume the duties of depositing and drawing checks upon the treasury.

VII. DIRECTOR AND STAFF

1. The Executive Director is hired by the Board. The Executive Director has day-to-day responsibility for ADMA business, including carrying out the Board's goals and policies. The Executive Director will attend all board meetings, report on the progress of the Association, answer questions of Board members, and carry out the duties described in the job description. The Board can designate other duties as necessary.

2. The Board as a whole is responsible for hiring the Executive Director. The Executive Director is responsible for hiring and supervising other staff, with approval of the Board of Directors.

VIII. MEETINGS

1. Regular meetings of the Corporation shall be called by the President at a time and place to be designated by the members. Meetings may be conducted in person, electronically, or both. At regular meetings, ten (10) voting members shall constitute a quorum. All questions shall be decided by a majority vote except as may otherwise be provided by these bylaws. Absentee voting will not be permitted except to allow mail-in ballots for the purpose of electing officers. Phone and videoconference voting is allowed. Proxy voting is not permitted.

2. Special meetings of this Corporation shall be held at the call of the President, or upon the written request of at least 20 current general or lifetime members. At least 72 hours advance written notice shall be given to all voting members by email or postal mail. At all special meetings of the general membership, a quorum shall consist of ten (10) percent of the Fairbanks North Star Borough voting membership, or fifteen (15) members, whichever is larger.

3. The Corporation shall hold its annual meeting at the Limited North American drawing for the purpose of electing officers, approving the proposed upcoming race schedule (including dates, classes, and mileages), and conducting other business. At least ten (10) days' advance

written notice of the time and place of the annual meeting and any proposed changes to the race schedule shall be given by email or postal mail to all voting members. Once the race schedule has been voted on, no modification to approved mileages or classes may be made; however, events or classes may be added by majority vote at any membership meeting. In the case of multiple postponed Preliminary Series races, subsequent Preliminary–class mileages may be adjusted by majority vote of the membership at any membership meeting.

4. The Board of Directors will be required to meet at least once a month at the call of the President; except for June and July, unless the President deems it necessary to conduct urgent business.

5. Robert's Rules of Order, revised, shall be the parliamentary authority for this Corporation in all matters not specifically covered by these bylaws.

IX. MEMBERSHIP

1. General membership: The duration of this membership shall be for one year (1 December to 30 November). Upon payment of annual dues, a person shall become a member of the Alaska Dog Mushers Association. General members shall be eligible to vote on all matters. First-time members may not vote the same day they purchase a membership. Family memberships for up to three additional members may be purchased at a reduced rate.

2. Lifetime membership: This membership is limited to Charter members of the Alaska Dog Mushers Association and to past Presidents of the Association with ten or more years of active service in the organization, or may be conferred to any individual by a majority vote of the voting membership. Lifetime members are entitled to the same privileges as general members, but annual dues are not required.

3. Associate membership: This type of membership is available to the general public, and has the same duration as a general membership. It entitles the member to a card and patch, but confers no right to a vote nor any other privileges extended to other categories of membership.

4. Honorary membership may be extended by a majority vote of the Board of Directors to friends of the Corporation who have contributed to promoting the welfare of the Corporation or its aims. Honorary members are entitled to the same privileges as associate members.

5. The membership fees are set by the Board of Directors, and approved by a majority of the voting members present at a general membership meeting.

6. The interests of any member in the property of the Corporation cease with the termination or expiration of his/her membership.

7. Certificates of general and associate membership for the coming year will be signed by the President or Treasurer of the Corporation and issued to active members when application is made. Honorary membership certificates shall be issued upon approval of the Board of Directors.

8. All members have access to the records of the Corporation at all times.

X. SUSPENSION AND EXPULSION OF MEMBERS

The Board of Directors, upon the initiative of any of its members and by a two-thirds vote of all its voting members, shall have the power to summarily suspend, or expel and terminate the membership of any member for any conduct in violation of the bylaws. The action of the Board of Directors in these matters shall be final and conclusive.

XI. RESTRICTIONS

No debt or obligation shall be incurred in the name of the Corporation by any of its members or officers without the authorization of the Board of Directors. An annual budget, including cash prizes to be awarded at the races, will be presented and discussed at a meeting prior to the first race of each season.

XII. GENERAL

1. The Alaska Dog Mushers Association will sponsor the type of racing it feels best for Northern race dogs. This excludes races held on a closed circular track.

2. The Alaska Dog Mushers Association will not actively participate in the sale, auctioning, or breeding of dogs as part of club activities or events. Accepting advertisements in club publications is not considered active participation.

3. Any organization wishing to hold an event sponsored by ADMA must submit a written proposal to the Board of Directors. Any proposal must be approved by the Board.

4. The official emblem of the Corporation will consist of the head and shoulders of a black and white husky superimposed over a blue background, enclosed in a red circle. Around the periphery of this circle appear the words “Alaska Dog Mushers Association, Fairbanks,” these words appearing in black and red letters over a blue background. The common name shall be “Alaska Dog Mushers Association,” to be used in all official business, letterhead, merchandise, and advertising, except where the official corporate name is required.

XIII. AMENDMENTS TO THE BYLAWS, RACE RULES, AND PROCEDURES

1. Amendments to these bylaws may be proposed at any general membership meeting of this Corporation. Voting on proposed amendments will occur only after reading at three general membership meetings. The amendments must carry by a two-thirds (2/3) affirmative vote of the members voting.

2. Proposed changes to race rules and procedures must be submitted to the board in written form no later than 10 days before a general meeting, and will be sent to the membership via email and/or postal mail no later than 72 hours before the meeting. The changes will be read at that membership meeting, and may be approved at the next general membership meeting by a majority vote of the members present. Race rule and procedure changes approved after the date of the first scheduled race will not take effect until the following race season.