

**ARTICLES OF INCORPORATION  
OF  
DENALI SAFETY COUNCIL**

The undersigned natural persons of the age of 19 years or more, acting as incorporators of a corporation under the Alaska Nonprofit Corporation Act (AS 10.20), adopt the following Articles of Incorporation:

Article I - Name

The name of the Corporation shall be Denali Safety Council (hereinafter referred to as the Council).

Article II - Duration

The duration of the Council's existence shall be perpetual.

Article III - Purpose

The Council is organized to improve safety in the workplace, in the community, and at home by promoting change in safety behaviors and a culture of personal responsibility. This is accomplished through sharing expertise among Council members, community outreach programs, professional safety training, and safety program development.

To this end, the Council shall at all times be operated exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Article IV - Internal Affairs

1. Operating Conditions: At all times shall the following operate as conditions restricting the operation and activities of the Council:
  - a) The Council shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net earnings of this Council shall inure to the benefit of, or be distributable to, any member of the Council, except that reasonable compensation may be paid for services rendered to or for the Council affecting one or more of its purposes. Such net earnings, if any, of this Council shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
  - b) No substantial part of the activities of the Council shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public. The Council shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
  - c) Notwithstanding any other provision of these articles, the Council shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code as now enacted or hereafter amended.
2. Membership: The Council shall have one or more classes of members as provided in the Council's bylaws.

3. Board of Directors: Management of the affairs of the Council shall be vested in a Board of Directors as defined in the Council's bylaws. No Director shall have any right, title, or interest in or to any property of the Council.
4. Personal Liability: No member or Director of the Council shall be personally liable for the debts or obligations of the Council of any nature whatsoever, nor shall any property of any member or Director be subject to the payment of debts or obligations of the Council.
5. Dissolution: Upon dissolution of the Council, the Board of Directors shall, after paying or providing for payment of all debts, obligations, liabilities, costs, and expenses of the Council, dispose of all assets of the Council. All dispositions shall be made to continue the non-profit purposes set forth in Article II above, or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or for charitable contributions under Section 170(c)(1) or (2) of the Internal Revenue Code as now enacted or hereafter amended, in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Council is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article V - Registered Office

1. The physical address of the Council's initial registered office is 1835 South Bragaw MS543, Anchorage, Alaska 99512.
2. The mailing address of the Council's initial registered office is PO Box 140216, Anchorage, Alaska, 99514-0216.
3. The name of the initial registered agent at the registered office is Keith Heffner.

Article VI - Board of Directors

1. The number of Directors constituting the first Board of Directors is seven.
2. The names and addresses of those persons, each of whom shall serve as a director until his or her successor is elected and qualified, are as follows:

Craig Goodrich	5700 E. Tudor Road	Anchorage, AK 99507
Keith Heffner	1835 S. Bragaw MS 543	Anchorage, AK 99512
Don McKenzie	6700 Arctic Spur Road	Anchorage, AK 99518
Kelly Patrick	701 W. 8 <sup>th</sup> Ave #500	Anchorage, AK 99501
Mary Shields	3330 Arctic Blvd #201	Anchorage, AK 99503
Vicki Swanson	1835 S. Bragaw MS 543	Anchorage, AK 99512
Steve Trosper	520 E. 34 <sup>th</sup> Ave	Anchorage, AK 99503

Article VIII - Incorporators

The name and address of each incorporator is:

Keith Heffner	1835 S. Bragaw MS 543	Anchorage, AK 99512
Mary Shields	3330 Arctic Blvd #201	Anchorage, AK 99503
Steve Trosper	520 E. 34 <sup>th</sup> Ave	Anchorage, AK 99503

The undersigned incorporators certify that they execute these articles for the purposes herein stated:

1. Keith Heffner \_\_\_\_\_ Date \_\_\_\_\_
2. Mary Shields \_\_\_\_\_ Date \_\_\_\_\_
3. Steve Trosper \_\_\_\_\_ Date \_\_\_\_\_

**STATEMENT OF NONPROFIT CLASSIFICATION CODE (NPSIC)**

The NPSIC codes which most clearly describe the initial activities of the corporation are:

Primary: 9200 (Public Safety Organization)

Secondary: 8620 (Professional organization)

**BYLAWS**  
**OF**  
**DENALI SAFETY COUNCIL**

Article I - Name, Purpose

1. Name: The name of the corporation shall be Denali Safety Council (hereinafter referred to as the Council).
2. Purpose: The Council is organized for educational and charitable purposes. Its specific mission is to improve safety in the workplace, in the community, and at home by providing education and promoting safety awareness, thereby encouraging change in safety behaviors and personal values, and a culture of personal responsibility. This is accomplished through sharing expertise among Council members, conducting community safety awareness and intervention programs, providing professional safety training and certification, and developing comprehensive safety programs.

Article II - Membership, Dues, Voting

1. Membership: Individuals and representatives of businesses, agencies, and organizations who wish to assist Denali Safety Council in carrying out the purpose set forth in Article I above may become members.
2. Dues: The schedule of dues is as follows
  - a) Business memberships
    - 1) Companies with fewer than 25 employees - \$200 per year
    - 2) Companies with more than 25 but fewer than 100 employees - \$350 per year
    - 3) Companies with 100 employees or more - \$500 per year
  - b) Individual memberships - \$100 per year
  - c) Non-profit organization memberships - \$100 per year
  - d) Student memberships - \$25 per year
3. Services of equivalent value may substitute as membership payment.
4. Voting: An individual or business is considered a member in good standing upon payment of dues for the current year, and is eligible to receive one ballot to vote in Council elections.

Article III - Meetings

1. Regular Meetings: Members shall meet at a time, place, and frequency agreed to by the membership. Meeting attendance is not limited to Council members. Anyone with an interest in safety may attend.
2. Special Meetings: The President or one-third of the Board of Directors may call special meetings.
3. Annual Meeting: The Board of Directors will set the date, time, and place of the annual meeting.

Article IV - Board of Directors

1. Board Role, Size: The Board of Directors is responsible for overall policy and direction of the Council. The Board shall have ten members.
2. Compensation: Directors receive no compensation for serving on the Board but may be compensated or reimbursed for services rendered to or for the Council affecting one or more of its purposes.
3. Regular Meetings: The Board will meet once per calendar quarter.
4. Special Meetings: The President or one-third of the Board may call a special meeting.
5. Notice: The Board of Directors will be notified at least two weeks in advance of the quarterly Board meeting. Notice of special meetings will be given on whatever basis is reasonable for the situation.
6. Board Elections: Election of new directors or re-election of existing directors will take place at the annual meeting of the Council. Directors will be elected by a majority vote of the general membership. Members will be notified at least two weeks in advance of the slate of candidates and may vote by mail if they cannot attend the annual meeting.
7. Terms: Board members shall serve three-year terms and are eligible for re-election. Terms will expire in rotation: three members will be elected each year. The initial sequence of term expirations will be chosen by the Board.
8. Quorum: At least 40% of the membership must vote before new Board members can be elected.
9. Officers and Duties: There shall be six offices of the Board: President, Vice-President, Secretary, Treasurer, Past President, and Director.
  - a) The President shall be the chief executive of the Council. He or she shall convene regularly scheduled meetings of the membership and of the Board of Directors and shall preside at each meeting. He or she shall work diligently to carry out the purposes of the Council and will have such powers as may be reasonably construed as belonging to the chief executive of any corporate organization. In matters requiring a Board vote, the President shall vote only in the event of a tie. The President shall be named as the Council's Registered Agent for State of Alaska reporting purposes.
  - b) The Vice-President shall act as chief executive of the Council in the absence of or as designated by the President.
  - c) The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes of membership meetings and Board meetings, sending out meeting announcements, distributing copies of minutes and agendas to all participants, and ensuring that corporate records are maintained.
  - d) The Treasurer shall report the Council's financial status at each Board meeting. The Treasurer shall chair the Finance Committee, assist in preparation of the budget, help develop fundraising plans, and make financial information available to Board members, the general membership, and the public.
  - e) The Council's most recent Past President will serve on the Board and undertake assignments agreed to by the Board.
  - a) Five Directors will be elected and will chair committees on special programs as designated by the Board. In the event of absence or unavailability of the President and Vice-President, one Director shall act as chief executive of the Council with all rights, privileges, and powers of the President.
10. Vacancies: Members of the Board may appoint a replacement from the general membership to serve to the end of a departing Board member's term.

11. Resignation, Termination: Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed for lack of participation in the Council's endeavors or for other reasons by a majority vote of the remaining Board members.

#### Article V - Salaries, Indemnification

1. Salaries: The Board shall hire and fix the compensation of any and all employees it determines may be necessary to conduct the business of the Council.
2. Indemnification: The Board may, at its discretion, indemnify a Director, committee member, employee, or agent of the Council named in any legal proceedings as a result of his or her actions on behalf of the Council.

#### Article VI – Use of Funds

1. Use of Funds: All funds collected by the Council shall be used for expenses or projects that fall within the scope of the Council's purpose as defined in the Articles of Incorporation and these bylaws. This shall include but not be limited to the following:
  - a) Membership Dues shall be used for ordinary Council business expenses such as insurance, office supplies and mailings, fundraising, professional services, Internet website, memberships in safety organizations, and the like.
  - b) Contribution and Grant money shall be used for the project for which it was given to the Council. A particular project's Director may designate funds in excess of needs to another similar project.
  - c) Training Income shall be used to pay training expenses, to expand and improve the training program, and to maintain a training facility. Excess training funds may be used for scholarships that meet the following criteria: a small expense produces a large safety awareness impact. This would include such items as paying student registration fees for attendance at the Annual Governor's Safety and Health Conference, or paying tuition for a school shop teacher to attend an OSHA safety training course.
  - d) Income from other services provided by the Council may be used at the discretion of those providing the services.

#### Article VII - Committees

1. Executive Committee: The Executive Committee is responsible for directing all activities of the Council. The members of the Board of Directors will constitute the Executive Committee until otherwise determined by the Board.
2. Finance Committee: The Finance Committee, chaired by the Treasurer, is responsible for developing fiscal procedures, fundraising plans, and the annual budget and reviewing same with other Board members. The Board must approve the budget and any major change thereto. All expenditures must be within the budget. The fiscal year shall be the calendar year. Annual reports must be submitted to the Board showing income, pending income, and expenditures. The financial records of the organization are public information and shall be made available to Board members, the general membership, and the public.
3. Other Committees: The Board may create committees as needed to carry out the Council's purpose. The President appoints all committee chairs.

#### Article VIII - Amendments

1. Amendments may be made to these bylaws by a two-thirds vote of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These bylaws were amended by Resolution at a meeting of the Denali Safety Council Board of Directors on May 4, 2004.