

**Bylaws of the Eaglecrest
Board of Directors
City and Borough of Juneau**

Article I. Name

- A. Name. The name of this organization shall be the Eaglecrest Ski Area (Ski Area) of the City and Borough of Juneau, Alaska, (CBJ).
- B. Board of Directors. The Eaglecrest Ski Area shall be governed by a Board of Directors (Board) consisting of seven (7) directors in accordance with CBJ 67.05 and these bylaws.

Article II. Object

- A. Objective. Eaglecrest Ski Area is a community-owned year-round destination for outdoor recreation and education, providing a wide range of affordable winter and summer outdoor recreational activities.

Article III. Members

- A. Powers of the Board. The duties and powers of the Board regarding the operation of the municipality owned ski area are established by Charter 3.20 and Chapter 67.05 of the Code of the City and Borough of Juneau and the Board of Directors shall govern Eaglecrest Ski Area under ordinance of CBJ 67.05.020 General Powers:

Subject to state laws and borough ordinances, the board of directors of the Eaglecrest ski area shall be responsible for the operation of the ski area according to the best interests of the public, shall make and enforce all rules and regulations necessary for the administration of the ski area under their management, shall prescribe the terms under which persons and groups may use the ski area, and shall establish and enforce standards of operation. The board of directors of the Eaglecrest ski area shall, within the ski area appropriation, establish and may amend the pay plan for ski area employees consistent with the City and Borough Personnel Management Code, the City and Borough Personnel Rules, Personnel Classification Plan, and the City Manager's policies relating to personnel. The pay plan and amendments thereto shall be based on wages paid in similar job classifications in private ski areas in other communities, adjusted for cost-of-living differentials. The pay plan and amendments thereto shall become effective upon adoption by the board of directors of the Eaglecrest ski area.

- B. Number of Directors/Terms of Office. The Board shall consist of seven (7) members. One liaison from CBJ Assembly shall be considered an ex-officio member without the right to vote. Members of the Board shall be appointed by the CBJ Assembly for a term of (3) years, for a maximum of nine (9) years or three (3) terms.
- C. Members. Board member responsibilities include, but are not limited to, attending monthly board meetings; serving on committee(s); setting policy and providing direction for the ski area through the general manager; public relations efforts; overseeing financial accountability; hiring, evaluating and terminating the general manager.

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- D. Vacancies. Vacancies in the Board will be declared and filled by the CBJ Assembly as established under CBJ Code 67.05.050.

Article IV. Officers

- A. President. The president shall preside at all meetings of the Eaglecrest Board of Directors; shall serve as official representative of the board; make committee and Board officer appointments as specified in the bylaws; serve as a non-voting ex officio member of all committees, except the nominating committee; serve as an alternate member of all committees as needed for quorum purposes; prepare the agenda for board meetings; sign documents on behalf of the board; review and sign the operational plan submitted to the Alaska Department of Natural Resources; serve for one year.
- B. Vice President. The vice president of the Board of Directors shall act as president in the absence of the president; may not make committee appointments and is not an ex officio member of all committees and does not attend those meetings for the president; serve for one year.
- C. Secretary. The secretary shall act as president in the absence of the president and vice president; shall have records kept of the proceedings of the meetings of the Board and shall have notice given as required by law and these bylaws of all such meetings; shall be responsible for ensuring all records and documents are maintained in accordance with CBJ Records Management protocols and Retention Schedule ~~have custody of all the books, records, papers, governing documents, list of current board members and committee membership except such as shall be in the charge of some other person authorized to have custody and possession thereof by direction of the secretary or resolution of the board of directors~~; shall record minutes at board meetings; serve for one year.
- D. Election of Officers. Officers shall be elected at the annual Board meeting or at such time as offices become vacant.

Article V. Meetings

- A. Place of Meetings. Meetings of the Board shall be held in the City and Borough (CBJ) of Juneau, State of Alaska, at such time and place as may be specified in the notice of the meeting. Meetings may be held by remote participation in accordance with the Assembly Rules of Procedure.
- B. Regular and Annual Meetings.
1. The annual meeting of the Board shall be held in ~~September~~ August of each year unless otherwise scheduled by a majority vote of the Board.
 2. At the annual meeting of the board, a president, vice president, secretary and other officers as the Board shall decide, shall be elected. Nominations from the floor or from a nominating committee appointed by the president may be presented.
 3. The annual meeting may be postponed by the Board to a certain day.
 4. The Board shall meet at least once each month per CBJC 67.05.060. ~~September through May, and as needed during the summer.~~

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- C. Notice of Meetings. The staff shall ~~mail by post or by email~~ provide written notice to each director, the Assembly liaison and the city Municipal Clerk of ~~the regular, annual and committee meetings~~ the date, time, location, and method(s) for remote participation of all meetings with a minimum of 48 hours prior to the meeting. At least twenty-four hours (24) before the meeting copies of the notice shall also be made public along with the agenda and any packet materials. The notice shall contain the time and place of such meetings at least two (2) days 24 hours prior thereto, consistent with CBJ code, the practice of the CBJ clerk, and other CBJ boards and commissions.
- D. Special Meetings. Special meetings of the Board may be called any time by the president or any ~~four (4)~~ three (3) directors. The Board shall give notice, as required by law, of such meeting and such notice shall state the time and place of such meetings and the object thereof. Any business may be transacted at a special meeting except the election of the president, vice president and secretary. No less than 24 hours' notice must be provided. No business may be transacted at any special meeting except as stated in the notice of the meeting.
- E. Quorum. A majority of the members of the Board shall constitute a quorum for the transacting of business at any regular or special meeting of the Board. A majority of the members of a committee shall constitute a quorum for the transacting of business of the committee.
- F. Attendance. Any absence of a board member from a regular or annual meeting of the Board shall be deemed to be unexcused unless the board member is absent from the meeting as a result of attending to official business on behalf of the Board, for extenuating medical reasons, or for other significant cause, in which case the absence shall be deemed to be excused. The secretary will keep an attendance record and provide it to the city clerk. For the purposes of counting attendance, a member participating remotely in accordance with the Assembly Rules of Procedure shall be counted as present.
- G. Voting. The minimum vote required to take official action shall be the same as that constituting a quorum, provided that no vote may be taken at a meeting which would lack a quorum ~~but for the presence of non-voting ex-officio members~~, and further provided that the vote requirement shall be reduced by one for each two members who are present but not voting due to a conflict of interest.
- H. Number of Votes for Each Director. Each director shall be entitled to one (1) vote and shall vote unless excused due to a conflict of interest.
- I. Adjournment of Meetings. If a quorum shall not be present in person at any regular, annual, or special meetings, the president of the Board may adjourn such meeting to such later time and place as the President finds appropriate. No action shall be taken without a quorum, except to seek a quorum or adjourn.

Article VI. Committees

- A. Standing Committees.
1. The president shall appoint members of the Board to serve on standing committees based on the following: ~~with further guidelines outlined in the Eaglecrest Board Administrative Procedures:~~

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- a. There shall be not more than ~~four (4)~~ three (3) members appointed to each standing committee.
 - b. Appointments for standing committee assignments and for the position of chair of each such committee shall be made by the President and shall be subject to ratification by the Board. In making nominations for committee appointments, the President shall strive to ensure, to the extent reasonably possible, that there is a balance and diversity of opinion, viewpoints and perspective among the members nominated for committee membership, and that there is at least one member nominated for appointment to each committee who has expertise in the areas assigned to the committee.
 - c. Any member of the Board may sit with any committee at all times; such member shall have the right to participate in committee discussion except that members of the committee shall have priority in obtaining the floor and only committee members shall vote.
 - d. Reasonable opportunity for the public to be heard shall be allowed at committee meetings other than those designated as work sessions.
 - e. ~~Three (3) of the committee membership shall constitute a quorum for the transaction of business.~~
 - f. ~~For the Finance Committee,~~ a A majority of the committee membership shall constitute a quorum.
 - f. The minimum vote required to take official action shall be the same as that constituting a quorum.
 - g. Public notice of any meeting of ~~more than~~ three (3) members or more ~~must be made through the City Clerk~~ shall be made in accordance with Article V, C above.
 - h. Any action recommended by a committee must be voted on by the full board before it becomes effective.
2. The standing committees of the Eaglecrest Board of Directors shall be:
- a. Finance Committee: issues related to the finances of Eaglecrest, including overseeing the annual budget process, presentation of the budget to the Assembly.
 - b. Policy Planning Committee: issues related to policy, including establishing and writing policies, regulations.
 - e. ~~Public Relations Committee: issues related to fund raising, marketing and other public relations issues.~~
 - ~~d.c.~~ Human Resources Committee: issues related to board development, manager evaluation and other human resources issues.
- B. Special Committees. The president may appoint two or more members of the Board to serve on a special committee or task group to facilitate Board business. The president shall appoint a member of the Board to serve as chair of each special committee. A special committee shall not be established for more than one year.

Article VII. Rules of Procedure

- A. Agenda. The agenda shall be prepared by the Board President and General Manager. The Board President and General Manager shall include with the agenda such supplemental material or reports as may be necessary to explain each action item on the agenda. Materials, reports and recommendations shall be submitted in writing to each member present and available for public inspection 24 hours prior to the Board meeting.

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- B. Order of Business. The following order of business shall be observed at all regular, annual or special meetings of the Board insofar as practicable:
- a. Roll call
 - b. Approval of agenda
 - c. Reading, correction, and approval of minutes of previous meeting
 - d. Public participation
 - e. ~~General Manager's~~Mountain report
 - f. ~~Old Unfinished~~ business.
 - g. New business
 - h. Reports of committees
 - i. Public participation (follow up)
 - j. Board of Directors comments and questions
 - k. Adjournment
- C. Motions. Discussion. Amendments. Voting. Procedures concerning motions, discussions, amendments and voting ~~will be outlined in the Eaglecrest Board of Directors Administrative Procedures document~~ and will be consistent with the City and Borough of Juneau Assembly Rules of Procedure.

Article VIII. General Manager

- ~~A. Eaglecrest General Manager. The Board of Directors at any regular or special meeting is authorized to employ a General Manager of the ski area, whose duties and powers shall be specified by the Board and consistent with CBJ Code 67.05.090. The Eaglecrest General Manager is responsible for overall supervision of the affairs of the ski area. The general manager's authority and duties shall included the following:~~
- ~~1. Carry out all applicable laws and ordinances;~~
 - ~~2. Carry out policies established by the Board;~~
 - ~~3. Prepare and submit to the Board for approval a plan of organization and a job classification plan for the personnel employed at the Ski area;~~
 - ~~4. Prepare an annual budget as required by City and Borough ordinance;~~
 - ~~5. Select, employ and direct all ski area employees consistent with the CBJ Code, Personnel Rules, and other applicable law. Prepare such reports as may be required on any phase of ski area activity.~~
 - ~~6. Attend all meetings of the Board and of standing committees, except where otherwise specified; and~~
 - ~~7. To perform any other duty that may be necessary in the best interest of the recreation area.~~

Article IX. Indemnification

- A. Indemnification of Directors and Officers. Each director and officer of the ski area now or hereafter serving as such acting within the course and scope of their duties, shall be, and by virtue of this bylaw provision hereby is, indemnified by the City and Borough of Juneau against any and all claims and liabilities to which they, their heirs, and personal representatives, have or shall become subject due to serving or having served as such director or officer, or neglected by them as such director or officer; and the City and Borough of Juneau shall reimburse each such person for all legal expenses (including attorney's fees) reasonably incurred by them in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of their own willful misconduct or gross negligence. The amount paid to any director

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or officer by way of indemnification shall not exceed their actual, reasonable, and necessary expenses incurred concerning the matter involved. The right of indemnification, herein above provided for, shall not be exclusive of any rights to which any director or officer of the ski area may otherwise be entitled by the law.

Article X. Amendments

- A. Amendments. Any of these bylaws may be amended by a majority vote (four (4) members) of the Board at any regular or special meeting called for that reason and forwarded to the Assembly for approval by Resolution. The bylaws amendment effective date will be the date they are adopted by the Assembly by Resolution.

Secretary

Date