

**BYLAWS OF THE WILLOW AREA COMMUNITY ORGANIZATION  
(Revised May 4th, 2015)**

**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 at Willow, Alaska, in particular;
- 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. All residents of WACO area as defined by the Mat-Su Borough are eligible to be members of WACO. Resident means a person who is qualified to vote or to register to vote under the laws of the state of Alaska and the Borough ordinance. Each member shall be entitled to one vote.

**SECTION 2—BOUNDARIES.**

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

**ARTICLE V. ORGANIZATION**

**SECTION 1—OPERATION.**

WACO shall be operated by a board of elected officers, elected area

representatives, and community organization representatives.

- A. Elected officers shall consist of the following officers: Chair person, Vice Chairperson, Secretary, Treasurer and four Representatives.
- B. The Representatives 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. All Board members will be members of WACO.
- C. Community Organization Representatives. Each Board-recognized participating community organization shall have the right to designate one board director with full voting rights on the Board. It is the responsibility of the Board to review applications from community service organizations within the community, and grant approval to those it deems appropriate, to appoint a member to the Board. Organizations must notify the Board in writing of their appointed member and make every effort in the interest of continuity to see that the same representative or the designated alternative attends each meeting. For purposes of determining a quorum, these members are not considered elected Board members.
- D. 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 board member for purposes of a quorum. This person shall serve from the end of his/her term of office as Chairperson until the succeeding chairperson replaces him/her. If a chairperson is removed under provisions of Article VIII Sec. 2A, he/she is not eligible for this position.
- E. Parliamentarian. A Parliamentarian shall be appointed to the Board by the Chairperson and shall serve at the pleasure of the Chairperson. Duties of the Parliamentarian are as follows:
  - 1. Advise the presiding officer on agenda and organization of meetings.
  - 2. Advise the presiding officer on questions of procedure.
  - 3. Serve as a non-voting Board member.

## **SECTION 2—OFFICERS AND DUTIES.**

- A. CHAIRPERSON.** The Chairperson of WACO shall be elected at the annual meeting occurring in even numbered years. He/she 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, preside over and conduct the meetings of the organization in accordance with its Bylaws;

2. Serve as principle contact of the organization and direct its activities;
3. Serve as Chairperson of the Governmental Affairs and Public Functions Committee, as defined in the Bylaws;
4. Determine necessity of special meetings of the Board of WACO at large and make proper public notification of the date, time, place and purpose of the meetings;
5. Assign Board and WACO directives and programs to standing committees, or create special committees;
6. Assign membership to all standing and special committees not otherwise provided for in the Bylaws and, in general, perform all duties as may be prescribed by the Board of Directors of Willow Area Community Organization as a whole; and
7. Appoint to the Board a non-voting Sergeant-at-Arms from the general membership to maintain orderly meetings.
8. Appoint to the Board a non-voting Parliamentarian from the general membership to advise the presiding officer on issues of parliamentary law.

**B. VICE CHAIRPERSON.** The Vice Chairperson of WACO shall be elected at the annual meeting occurring in odd numbered years. He/she shall assist the Chairperson in execution of his/her 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;
2. Chair the Planning and Facility Operations Committee, as defined in these Bylaws;
3. Perform such other duties as may be prescribed by the Chairperson, the Board, or WACO .

**C. SECRETARY.** The Secretary of WACO shall be elected at the annual meeting occurring in even numbered years. The Secretary shall maintain the seal of the organization, officially record its activities, and perform other duties incident to the office of Secretary, including but not limited to:

1. Keep minutes of all Board of Directors and WACO meetings;
2. Serve as permanent Chairperson of the Communications Committee as

defined by these Bylaws;

3. Serve as custodian of all records, documents and correspondence;
4. Maintain a current set of the Articles of Incorporation and Bylaws of WACO available to all;
5. Post the agenda for each meeting a week before said meeting at the following locations: one at each entrance of the Post Office and one at the Community Center;
6. Post the unapproved minutes of each meeting within 7 days of the meeting at the above locations;
7. Keep a log of Board attendance;
8. Attach the sign-in sheet for each meeting with the minutes'
9. Perform such other duties as may be prescribed by the Chairperson, the Board, or WACO.

**D. TREASURER.** The Treasurer shall be elected at the annual meeting occurring in odd numbered years and 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. Charge and custody of all accounts, receipts, and financial assets of WACO, collection 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;
2. Maintain bookkeeping and records of such accounts and release them to the Audit Committee upon request.
3. Serve as a permanent Chairperson of the Ways and Means Committee as defined in these Bylaws.

## **ARTICLE VI. COMMITTEES**

### **SECTION 1—PERMANENT COMMITTEES.**

There will be nine permanent standing committees of WACO. Each chairperson will recruit his/her own members or may ask the Chairperson for assistance.

#### **A. GOVERNMENTAL AFFAIRS AND PUBLIC FUNCTIONS COMMITTEE:**

1. Shall consist of the Chairperson and not less than two members;
2. Shall be chaired by the Chairperson of the Board or his/her designee;
3. Shall maintain liaison with, and address community needs before local, state and federal jurisdictions and bureaucracies as needed and appropriate.

#### **B. 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 his/her designee;
3. Shall assist the Chairperson to identify, define and address community needs as expressed through local public comment, and as defined by the Board and WACO as a whole;
4. Shall oversee scheduling and use, maintenance and operation of local public facilities.

#### **C. COMMUNICATIONS COMMITTEE:**

1. Shall consist of the Secretary and no less than two members;
2. Shall be chaired by the Secretary or his/her designee;
3. Shall take actions necessary to keep membership informed of WACO and WACO Board activities by mail-out of the monthly newsletter to all postal patrons, postings of public notices, supervision of bulletin board, and such other methods of dissemination of information as can be developed to maximize public knowledge and understanding of community issues, programs and activities;
4. Shall supervise and conduct elections and all special votes of WACO and WACO Board by ballot if necessary, as determined by the Chairperson;

#### **D. WAYS AND MEANS COMMITTEE:**

1. Shall be chaired by the Treasurer or his/her designee;
2. Shall consist of the Treasurer and no less than two members;
3. Shall assist the Treasurer in maintaining the record and accounts and general financial integrity of the organization;

4. Shall, in concert with the Chairperson, the Board, and other committees, plan, organize and oversee fundraising activities of WACO;
5. Shall prepare an annual budget by April to be approved by the Board in the May meeting.

#### **E. COMMUNITY DEVELOPMENT COMMITTEE:**

1. Shall consist of representatives of the following: Willow Trails Committee; Willow Emergency Services; WACO Vice Chairperson; Willow Chamber of Commerce; Willow PTA; Willow Road Service Area Board; Willow Lions Club; Willow Seniors; Willow Library Association and such other persons as may be appointed by the WACO Chairperson and four members at large—one from each of the four Willow areas but not the Area Representatives;
2. The WACO Chairperson shall designate a committee chair from the members;
3. The WACO Community Development Committee gathers developmental proposals from individuals, organizations and agencies, which impact the Willow area. CDC will suggest and review projects for the Willow area and present them to WACO Representatives will work with State Representatives and Borough Representatives in support or opposition to issues of concern as directed by WACO. CDC Representatives will be given their direction by vote of the WACO Board and WACO membership;
4. After approval by the Board, the committee shall present its priority project list to the Borough and the State;
5. CDC will be responsible to complete and update the Willow area action plan as directed by WACO.

#### **F. WINTER CARNIVAL COMMITTEE:**

1. Shall consist of WACO board members, including the elected officers, all area reps., and alternates, and all community organization representatives to the WACO Board and volunteers from the general membership;
2. Shall be chaired by a member nominated by the committee and approved by the committee;
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.

#### **G. TRAILS COMMITTEE:**

1. Any eligible member of WACO may be a member;
2. Will consist of a Chair and not less than two members;
3. Chair will be selected by the Committee and endorsed by the WACO Chair;
4. Will report to and advise WACO on recreational trail related issues;
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.

#### **H. COMMUNITY EMERGENCY RESPONSE TEAM:**

1. Anyone who has an interest in Emergency Preparedness in Willow and who has taken the 20 hours Training Course given by the Matanuska-Susitna Borough may be a member;
2. Will consist of a Chair and not less than two members;
3. Chair will be selected by the Committee and endorsed by the WACO Chair;
4. Will report to and advise WACO on local emergency preparedness issues.

#### **I. WILLOW RECYCLING:**

1. Any eligible member of WACO may be a member;
2. Will consist of a Chair and not less than two members;
3. Chair will be selected by the Committee and endorsed by the WACO Chair;
4. Will report to and advise WACO on Willow Recycling related issues;
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.

#### **SECTION 2—AUDIT COMMITTEE.**

An audit committee of three persons, with at least one person having a financial background, shall be appointed annually in March by the Chairperson with the consent of the Board to review the books and records of the organization. No members of the Ways and Means Committee may serve on the Audit Committee.

## **ARTICLE VII. MEETINGS**

### **SECTION 1—PRESIDING AUTHORITY.**

Meetings shall be presided over by the Chairperson or, in his/her absence, the Vice Chairperson. In absence of both, an acting Chairperson may be appointed by the Board or the Chairperson.

### **SECTION 2—FREQUENCY OF MEETINGS.**

- A. Annual Meeting—Shall be set by the Board in April of every year for conduct of elections, annual reports, and other business of the Willow Area Community Organization.
- B. Regular Meetings—Shall be held in conjunction with Board meetings except in April at the annual meeting.

### **SECTION 3—QUORUMS.**

- A. Annual Meeting—A quorum at an annual meeting for election of officers shall be no less than 25 persons.
- B. Regular Meetings—A quorum shall be the same as for the annual meeting (25 persons).
- C. Board Meetings—A quorum at a Board meeting for any business of the Willow Area Community Organization shall be no less than a majority of the elected Board of Directors.
- D. Special Meeting—A quorum shall be no less than a majority of the elected Board of Directors; i.e. five (5) elected members.
- E. 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 throughout the community area and posted at least seven



days in advance in conspicuous locations throughout the area.

- B. For special meetings and public hearings, a public notice shall be given as in Paragraph A above, with a description of the purpose of the meeting, and its time and place, at least two weeks in advance.
- C. All efforts should be made to contact all elected Board members.

#### **SECTION 5—CONDUCT OF MEETINGS.**

- A. Shall be presided over by the Chairperson, or in his absence, the Vice Chairperson, or a duly appointed Acting Chairperson.
- B. Although only members of the Board are allowed to vote at Board meetings, the public must be given the opportunity to speak before the Board at any meeting. The public is encouraged to attend all meetings.
- C. Meetings shall be conducted under Robert's Rules of Order, Rev., to the extent that they are not in conflict with these bylaws.
- D. 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.
- E. Any action taken by vote of the general membership shall not be rescinded or changed unless by subsequent vote of the general membership.
- F. At the discretion of the Chairperson and a majority vote of the WACO Board any motion may be postponed to the next meeting, one time only.

#### **ARTICLE VIII. 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, and 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 take shall place.

- C. Annual elections shall be conducted by the Secretary with the assistance of the Communications Committee and shall be by ballot.
- D. Term of office for all officers and elected Board members is two years. Board members may serve consecutively as often as elected or appointed.

**SECTION 2—REMOVAL AND REPLACEMENT OF OFFICERS OR BOARD MEMBERS.**

- A. An officer or Board Member may be removed for due cause (behavior that violates the aim and purpose of the community council) by a two-thirds majority vote of the Board Directors present at any legal Board meeting;
- B. An officer or Board Member may be removed for due cause (behavior that violates the aim and purpose of the community council) at any duly posted special meeting called for that purpose or during regular meetings of WACO, if posted two weeks in advance and scheduled on the agenda, by a two-thirds majority of members present;
- C. 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;
- D. Three unexcused absences in a year shall be grounds for removal of any elected officer or Board member. An unexcused absence is one for which an Officer or Board member has failed to notify the Chairperson or the Secretary that he/she will be unable to attend, or for which an Area Representative has no Alternate present and has failed to notify the Chairperson or Secretary.

**ARTICLE IX. AMENDMENTS:**

Amendments to the Bylaws shall be made at a regular meeting of the organization provided that notice has been given as provided in Article VII, Section 4.

ATTACHMENT 1: Matanuska-Susitna Borough Resolution 85-163

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 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 4th, 2015

Chair  
Shane Starrett

Secretary  
Deborah Bloom

Revised May 4th, 2015