Information Packet for Prospective Board Members

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Dear Prospective Board Member,

Let me start by thanking you for expressing interest in the The Underground Board of Directors. We are excited about getting to know you better and talking with you about the Board's projects and needs.

Chances are you already know about The Underground and how we help homeless teens on the Kenai Central Peninsula, but if not, please allow me to give you a brief description.

The population of homeless accompanied and unaccompanied youth is growing on the Kenai Peninsula. According to Kenai Peninsula Borough School District a count of 89 unaccompanied homeless teens (13-18) were attending school in the 2010-2011 school year. The total for 2011-2012 school year was 248 homeless students were identified. These statistics are a glimpse into the unaccompanied homeless teen population, as they do not reflect teens who dropped out of school, and those who have already graduated.

The Underground is a local grassroots state recognized non-profit corporation who are an advocate and resources center for 13-22 year olds who are underprivileged, at-risk, and work closely with unaccompanied homeless teens.

We at the Underground are currently welcoming individuals to help create our Board of Directors from all regions of the Kenai Peninsula Borough and all aspects of the community. We are currently looking for at least five officials who will be helping with the overall operations of the Underground. We are particularly interested in people who have a passion/heart for the unaccompanied homeless youth, along with a background in youth services, housing, finance, construction, human services, law, business, religious congregations or community organizations. Potential board members will go through a three step process before being selected as a board member.

Board terms to start out are one year, and terms are staggered. The primary requirement is a commitment to the Mission and collaborative approach of the organization. Members are expected to contribute ten to twenty hours per month, including attending a Board meeting and participating in a committee and/or project.

On Saturday, May 3rd, 2012 at King’s Treasure in Kenai we will be hosting an Underground Introduction Meeting at 1pm that will follow with a Recruitment for New Board of Directors Orientation Meeting starting at 2:30pm. This is your opportunity to learn about who we are, what we do, and how you can fit in to help us help the local unaccompanied homeless teens and young adults. Volunteer Application Packet will be available. If you find that you cannot attend the meeting please don’t hesitate to contact me if you would like me to send you an Volunteer Application Packet.

The attached materials will tell you much more about the organization and the Board. Please do not hesitate to contact me with questions and comments.

With Best Regards,
Krista Schooley
Founder, President & CEO
PART II - VISION AND MISSION

VISION: The Underground was founded to bring awareness about the plight of homeless and at-risk teens and care for those who seek our assistance.

MISSION: The mission of the Underground is to provide homeless, near homeless, and other marginalized youth support to help them move towards achieving their personal goals and make a positive transition into young adulthood in a safe and nurturing environment.

Core Values:

Caring
We have a passion for the people we serve and the families we support.

Diversity
We are committed to diversity in our staffing and in the communities and people that we serve.

Excellence
We strive to achieve highest standards of organizational excellence through implementing best practices.

Innovation
We provide creative responses to community needs.

Integrity
We honor our commitments. We will not promise what we cannot deliver.

Respect
We honor people as individuals. We offer choices to the people we serve.

Stewardship
We will manage the organization so that we remain financially strong with an overall fiscal strategy that supports the delivery of quality programs.

Team Work: The Three Ships
We are committed to teamwork through building relationships, establishing partnerships and developing leadership.
PART III-THE UNDERGROUND STORY

In 2012 founders Krista and Shawn Schooley decided to adopt the city of Soldotna’s Karen Street Park (aka the Soldotna Skatepark) in efforts to provide the action sports riders more activities and to make the park a safe and healthy environment for all ages. At that time the park had a bad reputation as a place to buy/sell drugs and party at. Krista and Shawn’s combined effort to make themselves known took countless hours per week at the park, giving them the opportunity to get to know the local riders, and the respect of the city of Soldotna which in turn giving the Schooley’s a permanent key to the park and free range to do what they pleased at the park. November of the same year they formed a not-for-profit called The Tribe, with the help of Bridges Community Resource Network.

Krista’s summertime was spent mainly at the park the first Summer, which she absolutely had no problem doing. She was called by her Savior to work with teens/young adults, and had already been doing it for a little over 10 years where she could. As relationships formed, she came to find out that there were 3-6 homeless 16-20 year olds living in motorhomes that were ‘regulars’ at the park. Around the same time school was about to start back up and the majority of the youth were saying they were in need of clothes and school supplies for school. Krista reached out to the community through Facebook and within a week and a half had over 20 bags filled to the brim with clothes, shoes, and school supplies for the youth at the skatepark. Shawn and Krista also at the same time started their Backpack Project where you fill a backpack with non-perishable food items, hygiene items, and a reusable water bottle.

Word started getting out that the Schooley’s were help youth in need, particularly unaccompanied teens, which brought other youth in need to them. That is when The Underground was birthed, to help unaccompanied homeless teens and young adults.

In November of 2013 both organizations stepped away from being sponsored by Bridges to become their own entity. Currently The Underground is a recognized non-profit corporation by the state of Alaska sponsoring The Tribe and on there way to becoming a federal 501(c)3.

The Underground’s goal is to become a multi-facility housing a the Underground Center, a youth oriented business to support expenses, a teen shelter, a transitional house, and an indoor skatepark for The Tribe.
PART IV - BOARD MEMBERS JOB DESCRIPTIONS AND DUTIES

As Agents of Change for Directors of The Underground and as a member of the board, bear the responsibility of governance of the not-for-profits corporation. As a director, I make a significant commitment of resources (time, money, expertise, community contacts, organizational skills or leadership talents) to advance the mission and goals of The Underground.

1. Board Structure

   Executive Committee
   President/Chair
   Vise President/Vice Chair
   Secretary
   Treasurer

   Standing Committees
   (TBA)

Meeting Schedule
Every 3rd Tuesday of the month.
Board Meetings should take place from 7-8pm. Attendees typically include the Board, CEO, Associate Executive Director, Chief Financial Officer and Director of Development and any necessary invited guests.

General Structure
- Starting September 2002 all regular board member terms are three years and can have a consecutive term. A board member can rotate off of the Board for one year, and work as an Advisor to the agency, and return for an additional 3 years.
- In order to hold the position of Chair, the individual must serve a minimum of one full year as an active board member, and must always first assume the position of “chair elect”.
- New board members may be sought all year, the nominating committee must present their slate of new members for a full vote. New members voted “in” will be notified by a phone call from the Chair, and a package of information will be sent. Prior to agreeing to nomination, new board members should receive a specific outline of information and expectations. Required board training will be held one week prior to the member’s “initial” meeting.
- Board packets will be made, and distributed, during the board meeting. The packets shall include an Agenda, the CEO’s Report, Financial Report and individual Department Reports. The Reports shall be placed in order according to the Agenda so that the meeting moves with an orderly flow. Miscellaneous Business will be discussed at the end of each meeting.
- All issues that require a board vote must be done so with at least a quorum of the board of directors. Anything less will not be considered true and accurate.
- Board Members are expected to attend all board meeting. Board members will be asked to resign if she/he fails to attend 3 meetings without prior notification.

2. Board Officer Responsibilities

Responsibilities of Board President
- Oversee board and executive committee meetings.
- Serve as ex-officio member of all committees.
- Work in partnership with the chief executive to make sure board resolutions are carried out.
- Call special meetings if necessary.
- Appoint all committee chairs, and with the chief executive, recommend who will serve on committees.
- Assist chief executive in preparing agenda for board meetings.
- Assist chief executive in conducting new board member orientation.
- Oversee searches for a new chief executive.
- Coordinate chief executive’s annual performance evaluation.
- Work with the nominating committee to recruit new board members.
- Coordinate periodic board assessment with the chief executive.
- Act as an alternate spokesperson for the organization.
- Periodically consult with board members on their roles and help them assess their performance.

Responsibilities of Board Vice President/Chair Elect
- Attend all board meetings.
- Serve on the executive committee.
- Carry out special assignments as requested by the board chair.
- Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence.

Responsibilities of Board Secretary
- Participate as a vital part of the board leadership.
- Attend all board meetings.
- Serve on the executive committee.
- Maintain all board records and ensure their accuracy and safety.
- Review board minutes.
- Assume responsibilities of the chair in the absence of the board chair and chair-elect.
- Provide notice of meetings of the board and/or of a committee when such notice is required.

Responsibilities of Board Treasurer
- Understand financial accounting for nonprofit organizations.
- Serve as financial officer of the organization and as chairperson of the finance committee.
- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities.
- Work with the chief executive and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis.
- Assist the chief executive or the chief financial officer in preparing the annual budget and presenting the budget to the board for approval.
- Review the annual audit and answer board members' questions about the audit.

3. Board Member Job Description

The Underground has as its ultimate goal the achievement of programmatic excellence and fiscal strength. Board members are legally responsible for the actions of the organization. Specifically, the Board governs the organization through active oversight of:

- Mission development and long-range planning
- Financial management
- Resource development and fundraising
- Board education and development

Each Board member must express and demonstrate a commitment to the mission of The Underground and be fully committed to the vision and service of The Underground. Board members must be willing to give time and resources (skills, experience, finances) in providing leadership to The Underground. In addition, the Board has a fiduciary responsibility to clients, their families, donors and the community – and is ultimately responsible for attracting funding and resources to ensure the financial viability of the organization and its programs.

Specifically, individual Board member responsibilities include the following.

1. Provide continuing directions for planning, operation and evaluation of The Underground programs and activities.
2. Attend all Board meetings (including committee meetings, if applicable) and functions such as special events.
3. Actively serve on at least one Board committee, as established, and offer to take on special assignments.
4. Remain informed about the organization's mission, services, policies, and programs.
5. Review agenda and supporting materials prior to Board and committee meetings.
6. Make a meaningful annual financial commitment to The Underground within his/her ability.
7. Participate in developing fundraising policies.
8. Actively participate in making viable introductions to individuals, corporations, foundations and other organizations – and to attend meetings as needed – to connect ABC to donated funds and needed in-kind goods, services and expertise.
9. Inform others about the organization.
10. Suggest possible nominees to the Board who will make significant contributions to the work of the Board and The Underground.
11. Keep up-to-date on the developments in The Underground’s field of expertise.
12. Review, evaluate and approve the organization’s financial affairs and policies.
13. Follow conflict of interest and confidentiality policies.
Part V- Standards of Practice

a. Confidentiality Statement

The Underground appreciates the contributions of its volunteers. A majority of our business is handling sensitive information. To ensure that privacy is kept for all people at The Underground, Board Members will be bound by the strictest confidentiality with regard to any information gathered or shared in activities of board membership.

Board members will not disclose to any third party or make use of any information other than the purpose for which it was provided, unless legally required to do so.

Some of you may be working with a member of The Underground program and may observe or obtain information that may suggest child/adult abuse or intent to physically harm another person. Such situations are to be immediately reported to the CEO.

b. Conflict of Interest Policy

- If an volunteer’s spouse or other immediate relative, board members or paid consultants have any financial or managerial connection to a project or organization for which The Underground funds are either being sought or have been granted individually or as part of a business or professional firm are involved in business transactions or current professional services, that relationship must be disclosed before any proposal concerning that project or organization is reviewed. This individual may not participate or remain in the room during any discussion of the project or organization in question.
- Relatives of employee, board members, paid consultants or immediate relatives of those individuals shall not receive preferential treatment of services from The Underground. Immediate relatives include parents, siblings and children; people in those categories with a “step” or “in-law” relationship; and any other family member of the employee, board member, or paid consultant’s immediate household.
- Volunteers, board members or paid consultants shall strive to avoid conflicts of interest as well as the appearance of any such conflict.
AMENDED BYLAWS OF THE UNDERGROUND

ARTICLE I: NAME AND MISSION

1.1 Name. The name of the corporation shall be The Underground. It shall be a nonprofit corporation incorporated under the laws of the State of Alaska.

1.2 Mission. The mission of the corporation is to provide emergency shelter, short-term housing and supportive services for homeless youth in a safe and nurturing environment. Through such service, the corporation seeks to help youth achieve their personal goals and make a positive transition into young adulthood.

1.3 Vision. The Underground was founded to bring awareness about the plight of homeless and at-risk teens and care for those who seek our assistance.

ARTICLE II: OFFICES

2.1 Offices. The principal office of the corporation shall be 49090 Charlie Brown Drive Soldotna, Alaska 99669. The corporation may have offices at such other places, within the state of Alaska, as the Board of Directors may from time to time designate.

ARTICLE III: DIRECTORS

3.1 General Powers. The business and affairs of the corporation shall be managed by, or under the direction of, the Board of Directors. The Executive Director may have voting power as a member of the Board of Directors.

3.2 Number. The corporation shall have no less than 5 Directors and no more than 15 Directors serving at a given time. The corporation will strive to fill at least 3 Director Positions with an individual that has either experienced homelessness or has worked directly with a homeless population in a volunteer or professional capacity.

3.3 Election. At each annual meeting, held in October of each calendar year beginning in 2014, the active Directors shall determine the number of Directors needed for the year and elect and/or re-elect Directors to fill empty positions or to begin new terms of service. Special elections to fill Director or Officer vacancies and/or resignations may occur when necessary.

3.4 Term. Each Director shall serve for a two year term and is eligible to serve up to five consecutive terms, until his or her successor has been duly elected and qualified, or until the death, resignation, removal, or disqualification of the director, whichever is earlier, unless otherwise provided for in the case of Immediate Past President as described in Section 5.9. A Director who has served five consecutive terms is eligible for re-election after at least one year of not serving as a Director. Approximately fifty (50) percent of the Directors shall be up for re-election at the annual meeting in odd years, and the remaining fifty (50) percent of the Directors shall be up for re-election at the annual meeting in even years.

3.5 Removal. A Director may be removed at any time, for just cause, by a 2/3 vote of the other Directors of the Board. Removal shall be effective upon the mailing of written notice to the director who is removed unless the notice states a future effective date.
3.6 Resignation. Any director may resign at any time by giving written notice to the President or Secretary of the Board. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

3.7 Vacancies. All Directors shall be elected by a majority vote of the Board of Directors present at a meeting at which there is quorum. A person elected to fill a vacancy shall serve as a director for the remainder of the term of the vacated position, or until the death, resignation, removal, or disqualification of such director, whichever is earlier.

3.8 Compensation. Directors shall receive no compensation, but may be reimbursed for reasonable expenses as shall be determined from time to time by the Board of Directors.

3.9 Attendance. Should a Director miss three (3) or more consecutive regular Board meetings in a calendar year, without prior notice of his or her absence, it may be deemed as notice of resignation. In such a case, said director shall be so notified by mail by the Executive Committee, and said resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

3.10 Annual Budget. The Board shall approve the annual budget and subsequent amendments to the budget of the corporation during the first quarter of each calendar year by a majority vote of the Board of Directors upon the recommendation of the Executive Committee and/or the Finance Committee.

3.11 Record Review. The Board of Directors shall have the right to inspect all books and records for any proper purpose at any reasonable time.

ARTICLE IV: BOARD MEETINGS

4.1 Meetings. The Board of Directors shall hold an annual meeting for the purpose of electing officers and transacting any other business coming before it. The Board may hold such other meetings as it may from time to time determine. The meetings shall be held at any place within or outside the state of Alaska that the Board may designate. Absent such designation, Board meetings shall be held at a designated place. One or more Directors may participate in a meeting by any means of communication through which all directors participating in the meeting may simultaneously hear each other during the meeting.

4.2 Notice. Notice of Board meetings shall be made by giving seven (7) days written or oral notice to all Directors of the date, time and location of meeting. The notice must state the purpose of the meeting. Oral notice may be given by telephone or in person. Written notice may be given by mail, electronic transmission, facsimile transmission, or may be delivered to the address maintained for each director in the records of the corporation. If a meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been announced at a previous Board meeting, no notice is required.

4.3 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, Executive Committee or by any two Directors. Notice of a special meeting shall be mailed to each Director, addressed to the Director at his or her residence or usual place business, at least ten (10) days before the day on which the meeting is to be held, or delivered personally or by telephone or electronic or facsimile transmission, not later than two (2) days before the day on which the meeting is to be held. The notice shall state the time and place of the meeting, but need not state the purposes thereof.

4.4 Waiver of Notice. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all of the Directors shall participate therein or waive such notice in writing before, at, or after such meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.5 Quorum. A majority of the Directors currently holding office shall constitute a quorum for the purpose of
transacting business. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment even though the withdrawal of a number of Directors originally present leaves less than the number otherwise required for a quorum. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the acts of a majority of the Directors present at a duly held meeting shall be the acts of the Board of Directors. The Board shall keep written minutes of its proceedings in its permanent records.

4.6 Proxy Voting. Voting by proxy is prohibited.

4.7 Action Without Meeting. An action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present; provided, that all of the directors must be notified immediately of the content and effective date. Any such written action shall be filed with the minutes of the Board of Directors.

ARTICLE V: OFFICERS

5.1 General. The corporation shall have a President, Vice President, Secretary, Treasurer, Immediate Past President and any other such officers or agents as it may from time to time deem necessary (“Officers”). Officers may receive reimbursement for reasonable expenses as determined from time to time by the Board. Each Officer must serve on at least one (1) committee, not including the Executive Committee. Each Director will make every effort to attend each scheduled meeting and will provide the Chair with notice of any intended absence.

5.2 Election, Term and Removal. At the annual meeting of the Board of Directors, the Board shall elect officers, for a term of one year, who shall hold office until the next election of the officers or until their successor has been duly elected and qualified, or until the death, resignation, removal, or disqualification of such officer; whichever is earlier, provided however, that any officer may be removed with just cause by an affirmative of two-third (2/3) majority of the Directors at any held meeting of the Board without prejudice, however, to any contract rights of such officer. An officer shall be limited to serving not more than five terms.

5.3 Resignation. Any officer may resign at any time by giving written notice to the President or Secretary. The resignation is effective without acceptance when notice is given to the corporation, unless a later date is specified in the notice.

5.4 Vacancies. If a vacancy in any office of the corporation occurs for any reason, such vacancy may, or in the case of the President, Vice President, Secretary, or Treasurer, shall, be filled for the unexpired part of the term by the Board of Directors.

5.5 President. Unless otherwise prohibited by a resolution adopted by the Board of Directors or in contravention of the laws of this state, the President shall: (a) have general active management of the business of the corporation; (b) when present, preside at all meetings of the Board; (c) see that all orders and resolutions of the Board are carried into full force and effect; (d) sign and deliver in the name of the corporation deeds, mortgages, bond, contract, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or Bylaws or by the Board to another officer or agent of the corporation; (e) maintain records of and certify any proceedings of the Board; (f) delegate any tasks to the Vice President or another officer of the Board in the event of the President’s absence; and (g) perform other duties prescribed by the Board.

5.6 Vice President. Unless otherwise prohibited by a resolution adopted by the Board of Directors or in contravention of the laws of this state, the Vice President shall: (a) act as a liaison between the Executive Committee and all Committees of the Board; (b) preside at all meetings of the Board where the President is absent; and (c)
perform other duties prescribed by the President or Board of Directors.

5.7 Secretary. Unless otherwise provided by a resolution adopted by the Board of Directors, the Secretary shall: (a) attend all meetings of the board of Directors; (b) record the proceedings of such meetings in a minute book of the corporation; (c) whenever necessary, certify proceedings; (d) give proper notice of Board meetings to directors; and (e) perform such other duties as may from time to time be prescribed by the President or the Board of Directors.

5.8 Treasurer. Unless otherwise prohibited or delegated by resolution adopted by the Board of Directors or in contravention of the laws of this state, the Treasurer shall: (a) keep accurate financial records for the corporation; (b) deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board; (c) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (e) upon request, provide the President and the Board an account of transactions by the treasurer and of the financial condition of the corporation; and (f) perform other duties prescribed by the President or Board of Directors.

5.9 Immediate Past President. Unless otherwise prohibited by a resolution adopted by the Board of Directors or in contravention of the laws of this state, the Immediate Past President shall: (a) serve as a Director on the Board; (b) act as an advisor to the President and Vice President on Board, The Underground and Committee issues; and (c) perform other duties prescribed by the President or Board of Directors. If the Immediate Past President has served 5 consecutive terms and the last year of the term was served as President, the Immediate Past President can serve one additional year as a Director and the Immediate Past President of the Board of Directors.

5.10 Other Officers. Any other officers appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors may prescribe.

5.11 Delegation. Unless otherwise prohibited by a resolution adopted by the Board of Directors, an officer elected or appointed by the Board may delegate in writing some of the duties and powers of his or her office to other agents of the corporation.

ARTICLE VI: COMMITTEES

6.1 Executive Committee. The Executive Committee is comprised of the President, Vice President, Secretary and Treasurer of the Board of Directors and shall have and exercise the authority of the Board in management of the business and corporation only in between scheduled board meetings. The Executive Committee shall at all times be subject to the control and direction of the Board. The Executive Committee shall maintain minutes of each meeting. The Executive Committee may not amend the Articles of Incorporation or these Bylaws. The Executive Committee may not amend, add, or remove resolution, or policies of the Board of Directors, or the corporation. One-third (1/3) of the members of the Executive Committee, but not less than two (2) shall be required to constitute a quorum for the transaction of business.

6.2 Finance Committee. The Finance Committee is comprised of the Treasurer and at least two (2) other members of the Board, as appointed by the President and shall have and exercise the authority of the Board in the overseeing and reporting on all financial matters as they relate to the Board and the corporation. The Finance Committee shall at all times be subject to the control and direction of the Board. The Finance Committee shall maintain minutes of Finance Committee meeting and shall report monthly to the Board.

6.3 Other Committees. The Board of Directors may also, from time to time, appoint such other and ad hoc committees as it may deem proper, and may prescribe the functions and membership of such other committees.

6.4 Procedures. Sections 3.2 through 3.7 apply to committees and members of committees to the same extent as those sections apply to the Board of Directors, except that a majority of committee members present shall constitute a quorum. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of
Directors and to members of the committee.

ARTICLE VII: EXECUTIVE DIRECTOR AND STAFF

7.1 Executive Director. The executive director is hired by the Board of Directors. The executive director has day-to-day responsibilities for the corporation, including carrying out the corporation’s goals and policies. The executive director will attend all Board of Director meetings, report on the progress of the corporation, answer questions of the Board members and carry out the duties described in the job description. The Board of Directors can designate other duties as necessary.

7.2 Staff. Persons volunteering for staffed positions must be able to carry out the duties and responsibilities of their position as set forth in the job description and by the Executive Director.

ARTICLE VIII: INDEMNIFICATION

8.1 Indemnification. The corporation shall indemnify all Directors of the corporation for such expense and liabilities, in such manner under such circumstances, and to such extent, as permitted by Alaska Statutes, as not enacted or hereafter amended.

8.2 Standard of Conduct. Each Director and officer shall discharge his or her duties as a director or officer in good faith and standing, in a manner, which the director or officer reasonably believes to be in the best interest of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

8.3 Conflict of Interest. The corporation shall adopt and enforce a policy requiring disclosure by a director, officer and staff person of any proposed transaction or action by the corporation in which the person has a conflict of interest and prohibiting such conflicted person from participating in the deliberation and decision about that transaction or action. The policy shall be reviewed annually by the board of directors. Each director, officer and key staff person shall sign an agreement annually affirming receipt of the policy, understanding of the policy and agreeing to abide by the policy.

ARTICLE IX: FISCAL YEAR

9.1 Fiscal Year: The fiscal year for this corporation shall begin on the first day of July and end on the thirtieth day of June of the next succeeding year.

ARTICLE X: SEAL

10.1 Seal. The corporation shall have no corporate seal.

ARTICLE XI: AMENDMENTS

11.1 Amendments. The Board of Directors shall have the authority to amend, repeal, or adopt new Bylaws by the affirmative vote of a majority of the directors; provided, that all directors shall be notified of the proposed amendments at least seven (7) days before such action takes place.

ARTICLE XII: GOVERNING LAW

12.1 Governing Law. The corporation has been formed under and pursuant to the provisions of Chapter _____ Alaska Statutes. All references in these Bylaws to Chapter _____, Alaska Statutes, shall mean and include such chapter as currently enacted or hereinafter amended.

ACKNOWLEDGMENT
The undersigned President of The Underground does hereby certify that the foregoing Bylaws were adopted for the corporation by its Board of Directors at the meeting of the Directors held on April 7th, 2014.

Krista A. Schooley
President of The Underground