

PROPOSED DRAFT

BYLAWS OF HOMER SENIOR CITIZENS, INC.

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ARTICLE I

NAME AND OFFICE

The name of this organization shall be Homer Senior Citizens, Inc. a non-profit 501c3 organization and is incorporated in the State of Alaska.

The principal office of the corporation, Homer Senior Citizens, Inc. shall be located in the Senior Citizens Center at 3935 Svedlund Street in the City of Homer, in the State of Alaska.

ARTICLE II

PURPOSE

The purpose of Homer Senior Citizens, Inc. shall be to provide and operate facilities, programs and services that enhance the personal well-being and quality of life of our senior citizens in the Homer area.

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HSC will make decisions and plans based upon the mission statement to remain in compliance with the IRS Designation of a non-profit.

"Homer Senior Citizens cultivates a wholistic and respectful community through enriching, dynamic, independent living."

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ARTICLE III

RESPONSIBILITIES

Section 1.

The Corporation shall at all times meet the requirements, comply with policies and maintain standards as established by its funding agencies.

Section 2.

The Corporation shall see that funds necessary to finance its work are secured in accordance with the policies of the Corporation and its funding agencies.

Section 3.

There shall be prepared and made available a duly audited financial statement at the time and in the manner required by the funding agencies or more often if desired by the Board.

Section 4.

The Corporation shall hold title to all Homer Senior Citizens Inc. property, both real and personal, with complete authority for disposal of property in accordance with Article III of the Articles of Incorporation.

Section 5.

The title to personal property purchased by the Corporation with funds secured under a contract or grant from another agency shall conform to the terms of ownership and disposition included in the contract/grant or the policies of the contracting/granting agency.

Section 6.

The treasurer will review the monthly reconciliation of all accounts and financial transactions with the assistance of the Executive Director and Financial Director, ensuring that there is an accurate account of all monies received and paid out and that sound fiscal controls are in operation.

All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall require two signatures of officers or agents of the Corporation, with the threshold for requiring two signatures determined by the Board of Directors' Payment Policy,

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Section 7.

The Board of Directors may accept on behalf of the Corporation any combination gift, bequest or device for the general purpose or for any special purpose of the Corporation.

ARTICLE IV

MEMBERS

Section 1. Members

Any United States citizen ~~forty-five (45)~~ fifty-five (55) years of age or older shall be eligible for membership regardless of race, origin, color or creed.

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~~Any individual eighteen years of age or older shall be eligible to become an Associate Member of the Corporation.~~

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~~Both Regular and Associate members are entitled to vote in any election or on matters presented to the membership and are eligible to serve in full capacity on the Board of Directors.~~

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Any business or corporation shall be eligible to become a Business Associate member of the corporation.

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Section 2. Dues

Regular, Associate and Business Associate Membership in the Corporation shall be obtained by payment of dues any time during the fiscal year.

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Dues are renewable January 1, annually and must be current for Regular and Associate Members to vote at any membership meeting of the Corporation.

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**Deleted:** or for Associate Members to attend any membership meeting of the Corporation. ¶

The amount of dues for Regular, Associate Membership and Business Associate Membership shall be established in Board Policy.

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Section 3. Voting

Regular and Associate Members shall have the right to one (1) vote on any matter brought before the membership at the annual meeting or at a special meeting.

~~Business Associate Members are supportive, therefore, do not have the right to vote on matters that shall come before the membership, but shall have the right to attend meetings and speak on issues that come before the membership.~~

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Section 4. Membership Benefits

Regular, Associate and Business Associate Members shall have rights and benefits as adopted by the Board in Board Policy.

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ARTICLE V  
NOMINATIONS

Section 1.

Members of The Corporation at its Annual Meeting may nominate and elect up to five members of a nominating and membership committee. One member shall be appointed from the Board by the President of the Board and shall serve as Chairperson of the committee.

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The nominating and membership committee shall serve for a term of one (1) year. No member shall serve more than three (3) consecutive years.

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The Nominating and Membership Committee must consist of at least five (5) members but may have more at the discretion of the Chairperson.

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If fewer than five members are elected to the committee, or if elected members are unable or unwilling to serve, the committee chairperson will seek additional members to ensure a minimum of five members on the committee.

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Section 2.

The nominating and membership committee shall actively search out nominees for the board and submit all applicants to the board at least forty-five (45) days before the annual meeting, for inclusion on the ballot.

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This committee shall also interview the nominees for the Board and submit its recommendations to the board for approval for all vacancies occurring during the year.

Article VI  
BOARD VACANCIES

Section 1.

Except as otherwise provided, any vacancies occurring in the board of directors, whether by resignation or removal, shall be filled by the majority vote of the remaining directors. In the event of the simultaneous resignation and/or removal of three or more directors, the membership shall hold new elections to fill those vacant positions on the board.

If at any time the number of board of directors is less than five, a special membership meeting must be called to fill those vacant positions. Those directors so elected by the board of directors or by the membership shall serve for the unexpired term of the director's predecessor in office. A vacancy must be filled within 90 days or at the next Annual meeting, whichever occurs first.

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## ARTICLE VII

### ELECTIONS OF THE BOARD (Annual Meeting or Special Meeting with the Membership)

#### Section 1.

Elections shall be by ballot. When there is only one nominee for office, a voice vote shall be in order.

#### Section 2.

All nominees must be submitted in advance. The deadline for nominations shall be forty-five [45] days before the election to allow all candidates to be included on the official ballot.

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Each ballot shall include space for up to three (3) write-in candidates. Members may nominate additional individuals by writing in their names on the ballot, provided the nominee meets the requirements outlined in Article X, Section 1 of the Bylaws.

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#### Section 3.

Absentee ballots shall be opened and counted after the regularly cast ballots are tabulated. Only those absentee ballots received on or prior to the start of the meeting on election day will be counted.

**Deleted:** In all elections, the privilege of nominating from the floor shall be allowed, provided the nominee consents and agrees to meet the requirements, stipulations, as stated in Article X, Section 1. of the By-Laws of Homer Senior Citizens, Inc.¶  
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## ARTICLE VIII

### OFFICERS

#### Section 1.

Each officer of the Corporation can hold only one position. The officers are President, Vice-President, Secretary, and Treasurer.

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#### Section 2.

The election of officers shall be held immediately following final count of the votes at the annual meeting of the Corporation.

**Deleted:** The officers of this Corporation shall be President, Vice-President, Secretary and Treasurer. Officers must be current members of the Corporation.¶

The officers shall be elected by a majority vote annually by the Board of Directors of the Corporation from within the Board for a term of one (1) year.

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All newly elected board members and officers shall assume their positions immediately upon election.

**Deleted:** A business meeting for the election of officers shall be held immediately following the adjournment of the annual meeting of the Corporation. ...

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### Section 3.

- a) The President shall be the chief corporate officer and shall perform all duties usually pertaining to the office and as directed by the majority of the Board and shall appoint with approval of the Board of Directors chairpersons of committees of the Board. The President shall submit an annual report to the members of the Corporation at the annual meeting. The President may assign duties to other officers. The president will be responsible for the monthly board meeting agenda with staff assistance.
- b) The Vice-President shall assist the President in the exercise of the President's duties and perform the duties of the president at all times when the president cannot give active service.
- c) The Secretary shall be responsible for the minutes of all meetings of the Corporation and the Board of Directors and perform other duties pertaining to that office.
- d) The treasurer shall render appropriate GAAP reports to the board at each monthly meeting and at the Annual meeting and provide an accompanying report on the Corporation's financial status.

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**Deleted:** The Treasurer shall see that a full and accurate account is kept of all monies received and paid out and that sound internal fiscal controls are in operation. The treasurer shall render reports to the board as required and at the Annual meeting. The treasurer shall see that all checks bear two signatures as determined by the Board of Directors.¶

## ARTICLE IX

### CORPORATE MEETINGS

#### Section 1.

The Annual Meeting of the Corporation shall be held on the third Thursday of May.

Notice of the Annual Meeting shall be advertised and posted not less than thirty (30) days prior to the meeting on the website, email to membership as well as other applicable means as directed by the Board. Such notice shall include the full meeting agenda, and bios of Board Applicants for election.

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Section 2.

The purpose of the meeting shall be:

- to elect members of the Board of Directors,
- to amend Bylaws and Articles of Incorporation, as may be determined,
- to receive reports of the Offices and Board of Directors,
- to consider such other business as may come before the meeting.

- to hear comments and/or concerns from the membership.

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Section 3.

The agenda shall be prepared by the Administration under the direction of the Board President. This shall not preclude introduction of other business from the floor.

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Section 4.

Special meetings of the membership may be called by the President or upon written request of three (3) Directors or five (5) percent of the total number of membership.

Notice of special corporate meetings shall be advertised and posted not less than ten (10) days prior to the meeting unless an item on the agenda requires a longer time for notice. No business shall be conducted except that mentioned in the call of the special meeting.

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Section 5.

Any voting member may request an No excuse absentee ballot for any reason.

There are three (3) methods to receive an absentee ballot:

- 1) Absentee voting in person.
- 2) By Personal Representative as per the voting policy.
- 3) By Mail, as per the voting policy.

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Ten percent (10%) of current paid members of the Corporation shall constitute a quorum at any Annual or Special Meeting of the Corporation.

ARTICLE X  
BOARD OF DIRECTORS

Section 1.

The Board of Directors shall be made up of nine (9) Regular and Associate members who shall be elected at the annual meeting of the Corporation for a term of three (3) years, with three (3) members being elected each year. All Board members must be a resident of the State of Alaska's Lower Kenai Peninsula (South of Ninilchik, Alaska), with at least 3 members being Regular members over 55.

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**Deleted:** One member of the Board of Directors may be an Associate Member. The Board of Directors may appoint the immediate past president who is no longer on the board as a non-voting member. ¶

Directors must be current paid members of the Corporation at the time of their election or appointment to vacancies and during their term of office, must follow all Board Policies and Procedures, must comply with all City, Borough, State and Federal regulations and statutes, including HIPAA, and must adhere to all funding requirements.

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Section 2.

Board Members may serve no more than two (2) consecutive terms, or six (6) consecutive years in total.

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**Deleted:** The Board shall have the power to appoint non-voting members to an Advisory Committee. The term will be for one (1) year. ¶

Section 3.

Regular meetings of the Board shall be held monthly or more often if required, at a time to be established by vote of the Board, and will be open to the public. The Board President may cancel a regular meeting depending upon extenuating circumstances.

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**Deleted:** The Board will not meet in the month of December.

Special meetings may be called by the President or any three (3) Board Members to make decisions between regular Board meetings. The Special Meeting will be either via teleconference, email, or in person and must be certified at the next regular Board meeting.

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Work sessions may be convened by the President between regular Board meetings to discuss and address specific matters. All Board members shall be notified of such sessions, though attendance is not mandatory. No formal decisions or actions will be taken during these work sessions. No public notice needed for work sessions.

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The President may call for a Poll Vote of the Board of Directors by email to make decisions between regular Board meetings. The Poll Vote must be certified at the next regular Board Meeting.



A minimum of five of the members of the Board of Directors shall constitute a quorum and be able to conduct business. When a minimum quorum of five is present, passage of any motion requires a unanimous vote.

The Board of Directors will be allowed to attend meetings via teleconference or other virtual platforms if advance notice of absence is provided to the Board President. However, no Board member shall miss more than three consecutive board meetings in person, or more than five total board meetings in person, within a calendar year, without majority board approval.

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Section 4.

The management of the Corporation is vested in the Board which shall exercise all powers of the Corporation.

Section 5.

The Board of Directors shall be accountable to the membership and funding agencies for the management and operation of the Corporation and shall make regular reports to the membership.

Section 6.

It shall be the responsibility of the Board to establish policies for the operation and management of facilities, programs and services when not in conflict with granting/contracting agencies.

Section 7.

No director or officer of the Board shall receive compensation for his/her services other than reimbursement for actual expenses incurred on authorized business.

Section 8.

Any member of the Board may be removed by a two-thirds (2/3) vote of the Board at any regular or special meeting provided thirty (30) day notice has been given to the member with the member having the opportunity to be heard.

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Three consecutive unexcused absences of a Director from regular board meetings shall automatically constitute removal from the board.

Vacancies shall be filled by the Board of Directors for the remainder of the term within 90 days or at the annual meeting of the corporation, whichever occurs first.

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Section 9.

Any member of the Board who has a financial and/or personal interest in, or conflict (or perception of a conflict) with any matter pending before the Board which may prevent that member from acting in an impartial manner, will offer to the Board to voluntarily excuse oneself and will abstain from voting on said issue.

Section 10.

- A) No director or officer of the Board shall enter into contractual agreements, formulating policy and procedures or supervising staff. The Board of Directors shall make decisions in the name of the corporation convened by its Chairperson at a regular or special meeting after due notice to all the directors of such meeting.
- B) No director or officer of the Board may act in the name of the corporation to manage or initiate projects or services unless directed by the Board of Directors.

Section 11.

Failure to comply with Sections 9 and/or 10 will result in Board Action following Section 8.

ARTICLE XI

EXECUTIVE COMMITTEE

Section 1.

The Executive Committee shall consist of four elected officers (President, Vice-President, Secretary and Treasurer.)

Section 2.

The Executive Committee shall have and exercise the authority of the Board of Directors during intervals between meetings of the Board of Directors except that the Executive Committee shall not have the authority of the Board in reference to:

- a) Approving and/or removing members of the Corporation, Board of Directors, or employees, or
- b) Entering into binding contracts for the Corporation.

Section 3.

The Executive Committee shall keep full written records and accounts of its proceedings and transactions. All actions of the Executive Committee shall be reported in writing at the next meeting of the Board of Directors. All votes, actions and transactions must be certified at the next regular Board Meeting.

ARTICLE XII

COMMITTEES OF THE BOARD

Section 1.

The Board of Directors shall establish and determine the functions of such standing committees, special committees and Advisory Committees, as it deems necessary, to assist the Board in carrying out its functions.

Section 2.

The president, with the advice and approval of the Board, shall appoint a chairperson for each committee, from within the Board Membership when feasible.

The chairperson of each committee shall appoint (select) the members of his/her committee from the membership.

**Deleted:** Regular, Associate or Business Associate

Chairpersons and members of committees and Advisory Committees shall be appointed for a one (1) year term, and shall be eligible for reappointment.

No member shall serve as chairperson on any one committee for more than three (3) consecutive years.

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Chairpersons and members of the special committees shall be appointed for the period of time necessary to perform its functions or tasks and shall be automatically disbanded upon submitting its final report to the Board.

ARTICLE XIII  
EXECUTIVE DIRECTOR

Section 1.

The Board of Directors shall be responsible for the recruitment & employment of a qualified Executive Director in accordance with the Personnel Policies of the Corporation.

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Section 2.

The Board of Directors, by a majority vote of the total Board, shall have the authority to release the Executive Director, provided thirty (30) day notice in writing has been given to the entire Board and the Executive Director.

Section 3

The Board President shall select a Search Committee Chairperson within 30 days of a vacated Executive Director seat. The Search Committee shall follow the position description and roles as outlined in the Search Committee Policy.

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An Interim Executive Director shall be appointed by the Board to fulfill day-to-day operations. During this time, the organizational structure, operational policies and staff will remain status quo unless the Board of Directors has given Board approval for emergency changes. The Interim Executive Director may be in this position for up to one year.

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ARTICLE XIV

PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order shall govern all formal meetings of the Corporation.

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**Deleted:** in all cases which are not inconsistent with these by-laws or special rules of order the Corporation may adopt. ¶

ARTICLE XV  
AMENDMENTS/REVISIONS

These bylaws may be amended at an Annual or Special Meeting of the Corporation by a majority vote of the members present and voting, including absentee votes, if a written copy of the proposed amendment, is sent to all members at least thirty (30) days prior to such meeting.

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ARTICLE XVI

MEETINGS, NOTICE, QUORUM AND VOTING; REMOTE COMMUNICATIONS

Section 1. Definition.

"Remote communications refer to methods such as video calls, phone conferences, emails, online messaging, and other digital tools that enable real-time interaction, even when people are not in the same location."

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Deleted: "Remote communications" means "communication by means of electronic communication, conference telephone, videoconference, the Internet, electronic transmission by facsimile or email, or other means by which persons not physically present in the same location may communicate with and hear each other on a substantially simultaneous basis."

Section 2. Authorization and Quorum.

The Corporation is authorized to hold all meetings, including meetings of the Members, the Board, and Committees, at a designated place, in a manner that is either in-person, or is both in-person and by remote communications, or is solely by remote communications.

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Section 3. Notice.

If written notice of a meeting of the members or the Board is required by these bylaws, the notice shall include the designated place, the date and hour of the meeting, and the manner of the meeting. If the manner of the meeting includes or is to be held solely by remote communications, the notice shall include the information on the method(s) of participation by remote communications. In the case of a special meeting, the notice shall include the purpose or purposes for which the meeting is called.

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Written notice shall be delivered at least ~~ten~~ (10) business days before the meeting to the persons entitled to notice unless a longer time period is required by the articles of incorporation or elsewhere in these bylaws. Delivery may be in person, by mail, by facsimile, or by email. If mailed, the notice shall be considered to be delivered when deposited in the United States mail addressed to the member or director at the member's or director's address as it appears on the records of the Corporation, with postage prepaid. If transmitted by fax or by email, the notice shall be considered to be delivered when faxed or emailed to the member's or director's fax number or email address as it appears on the records of the Corporation.

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Section 4. Quorum and Voting.

If a meeting is held by manner including remote communications, persons attending the meeting by use of remote communications shall be counted for the purpose of determining a quorum for the meeting.

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Members holding one-tenth of the votes entitled to be cast, represented in person, by remote communication, or by proxy, constitute a quorum at a meeting of members. However, in no event may a quorum of members consist of less than one-tenth of the votes entitled to vote at a meeting. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting and entitled to vote on the subject matter is the act of the members, unless the vote of a greater number is required by the articles of incorporation or elsewhere in these bylaws.

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A member or director entitled to vote at any election or meeting may vote in person or may vote by remote communication, by proxy executed in writing by the member or director, or by the attorney-in-fact for the member or director, or by proxy executed by facsimile or email transmission by the member or director or by the authorized attorney-in-fact of the member or director.

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ARTICLE XVII

INDEMNIFICATION CLAUSE

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this Corporation to the full extent permitted under the Alaska Nonprofit Corporation Act, except for intentional torts or other willful acts. Any determination required by said Act to be made as to the propriety of any indemnification shall, whenever appropriate and permitted by the Act, be made by a vote of a Quorum consisting of disinterested directors or by any other person which such directors may by law appoint. Any indemnification under this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested directors, provisions of law or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Corporation shall have power to the extent permitted by the Alaska Nonprofit Corporation Act to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the

request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in the power to indemnify him against such liability under the provisions of this Article.

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Simply put:

If someone is, or could be, involved in any legal action (civil, criminal, administrative, or investigative) because of their role as a director, officer, employee, or agent of our organization (or if they were acting in this capacity for another organization at our request), our organization will protect them to the fullest extent allowed by Alaska law. This protection does not cover intentional harmful acts or willful misconduct.

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Decisions about whether indemnification is appropriate will be made by a group of unbiased directors, or by someone they appoint, as allowed by law. This indemnification is in addition to any other rights or protections the person may have.

The organization can also purchase insurance to cover any current or former director, officer, employee, or agent against liabilities related to their role, as permitted by Alaska law. This protection extends to their heirs, executors, and administrators.

#### CERTIFICATION

Approved at the Annual Meeting by majority consent of those present on this 21st day of May in 1998.

Approved at the Annual Meeting by majority consent of those present on this 16<sup>th</sup> day of May 2003. Article IX – Board of Directors- Past President – added

Approved at the Annual Meeting by majority consent of those present on this 18<sup>th</sup> day of May 2006. Article IV Members – Associate Membership added.

Approved at the Annual Meeting by majority consent of those present on this 17<sup>th</sup> day of May 2012.

Approved at the Annual Meeting by majority consent of those present on this 15<sup>th</sup> day of May 2014

Approved at the Annual Meeting by majority consent of those present on this 21<sup>st</sup> day of May 2015

Approved at the Annual Meeting by majority consent of those present on this 17<sup>th</sup> day of May 2018

Approved at the Annual Meeting 19<sup>th</sup> day of May 2023 – Article XVI - Remote Communications added.

Approved at the Special Meeting October 18, 2023 Article X – One member of the board may be an Associate Member. Board will not meet in December. The President may cancel a regular meeting.