

**INTERIOR AIDS ASSOCIATION**  
**BY-LAWS**  
Revised 10-3-18

**SECTION 1: CORE PURPOSE**

The core purpose of this corporation is to improve the quality of life of Interior Alaskans through harm reduction.

**SECTION 2: MEMBERS**

The members of the Interior AIDS Association shall be made up of any individuals who care deeply about the success of the IAA in meeting its mission. The members of the corporation have no responsibility for governance of the corporation.

**SECTION 3: BOARD OF DIRECTORS**

- (a) GENERAL POWERS: The business and affairs of the corporation shall be managed by its Board of Directors (directors).
- (b) NUMBER AND QUALIFICATIONS: There shall be at least seven (7) directors and no more than fifteen (15).
- (c) NOMINATION: The Board of Directors shall recruit and nominate individuals who wish to serve on the Board of Directors when vacancies occur, or at the Annual Meeting for those directors whose terms are expiring. The Board Development Committee shall be responsible for insuring that:
  - 1. Nominees submit a resume, letter of interest, and declaration of conflicts of interest at a meeting of the Board of Directors.
  - 2. The Board of Directors may choose to vote on the nomination at that meeting, or to delay voting for further consideration until the next meeting.
- (d) TENURE: Each director shall hold office for a three-year term. Directors shall hold office until their successors are elected or they are removed from the Board under other provisions of these bylaws.
- (e) MEETINGS: The Board shall have three types of meetings. All meetings of the Board are to be open to the public unless it is a special meeting for discussion of personnel or other confidential matters.
  - 1. Annual Meeting. The Annual meeting of the Board of Directors shall be held

without notice other than these bylaws, during the month of October, for the purpose of electing directors whose terms have expired, and for the purpose of conducting such other business as may be required.

2. **Regular Meetings.** A regular meeting of the Board of Directors shall be held immediately after the annual membership meeting. Thereafter, the Board of Directors must have at least ten (10) meetings within the fiscal year. The Board shall set the time, location and agenda for these meetings, but at no time will more than 10 weeks pass between meetings.
  3. **Special Meetings.** Special meetings of the Board of Directors may be called by the Chair of the Board or any two Board members. Special meetings are closed to the public.
- (f) **NOTICE OF BOARD MEETINGS:** No written notice will be necessary to notify any director present during any meeting at which another meeting is scheduled. Attendance of a director at a meeting shall constitute a waiver of notice of future meetings scheduled during the meeting.
1. Any Director absent from a meeting at which another meeting is scheduled shall be notified in writing of the time and place of the meeting at least five (5) days prior to the meeting.
  2. Written notice of Special Board meetings showing time, location and an agenda for the planned meeting shall be sent to all directors at least five (5) days, or as is practical, before the meeting.
- (g) **QUORUM:** A majority of seated board members shall constitute a quorum for the transaction of business at any meeting of the board. Once a quorum is established, the Board may continue to conduct business despite the withdrawal of a director or directors.
1. If less than a quorum is present, a majority of those present may re-schedule the meeting. When such a re-scheduling occurs, the Chair, acting Chair, or Executive Director will notify those directors not in attendance of the change.
- (h) **REMOVAL FROM THE BOARD:** A director may be removed by action of the Board, if such removal is found to be in the best interests of the corporation, by a two-thirds (2/3) majority vote of directors. Missing three consecutive meetings of the Board of Directors without prior notification to the Chair shall be cause for removal from the Board by a simple majority vote of the Board of Directors.
1. Before a Board Member is removed for any reason, the member shall be notified in writing before the meeting at which the removal vote is taken or the automatic resignation becomes effective.
- (i) **VACANCIES:** The Board of Directors may fill any vacant office by a majority vote of the Directors.

(j) CONFLICTS OF INTEREST:

1. Purpose: The purpose of the conflict of interest provision is to protect this Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This provision is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. Interested Party: Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest or receives any remuneration from the Corporation, is an interested person.
  - i. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
  - ii. Compensation. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation (they are not prohibited from providing information to any committee regarding compensation).
3. Procedures: The Board and its members will abide by the following procedures:
  - i. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.
  - ii. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
4. Conflicts in Decision Making: After determining that a conflict does or may exist, the Board or committee shall:
  - i. allow an interested person to make a presentation at the meeting, but after

the presentation he/she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest;

- ii. the chairperson of the governing board or committee shall, if appropriate, appoint an independent and disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;
- iii. after exercising due diligence, they shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest;
- iv. if a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, they shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest; and
- v. in conformity with the above determination, it shall make and record in the minutes its decision as to whether to enter into the transaction or arrangement, including the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

5. Violations: If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest it shall take appropriate disciplinary and corrective action.

6. Annual Representation Letter: Each director, principal officer, and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person has received, read, understood, and agrees to comply with these conflicts of interest provisions.

(k) MANNER OF ACTING: The affirmative votes of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

1. No director may act by proxy on any matter.
2. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing or by electronic mail setting forth the action so taken shall be affirmatively acknowledged by all of the directors entitled to vote with respect to the subject matter thereof. Any consent may be signed in counterparts (collected email affirmations) with

the same force and effect as if all directors had signed the same copy. All signed copies of any such written consent and/or copies of emails shall be delivered to the Secretary of the Corporation to be filed in the corporate records. Any such consent signed and/or copies of emails collected from all of the directors shall have the same effect as a unanimous vote.

#### **SECTION 4: OFFICERS**

- (a) OFFICERS: The Board of Directors shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer, plus any such officers as it sees fit to benefit the corporation. All officers of the corporation must be duly elected or appointed members of the Board.
- (b) ELECTION AND TERM OF OFFICE: Officers shall be elected at the regular Board meeting after the annual membership meeting, by the Board elected at Annual Meeting. Each officer shall hold office until a successor is elected.
- (c) REMOVAL: Any officer of the corporation may be removed by the Board of Directors with the concurrence of two thirds (2/3) of the directors. Any officer who loses status as a Board member under the provisions of these by-laws is also removed from the position of officer.
- (d) VACANCIES: The Board of Directors may fill any vacant office by a majority vote of the directors.
- (e) DUTIES: The officers shall have the following duties and responsibilities:
  - 1. Chair. The Chair (also known as President) shall be the principal executive officer, shall preside at all meetings of the membership and the directors, shall prepare the agenda for all meetings of the Board, shall sign all documents as authorized by the Board of Directors, and shall perform all duties incident to the office.
  - 2. Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence of the Chair and shall perform all other duties assigned by the Board.
  - 3. Secretary. The Secretary shall keep the minutes of meetings, send all required notices, keep copies of corporate correspondence, sign as authorized by the Board, and perform all incidental duties assigned by the Board.
  - 4. Treasurer. The Treasurer shall have charge of and be responsible for all funds and assets of the Corporation, and shall report at all meetings of the Board of Directors on fiscal and financial matters affecting the Corporation.
- (f) PUBLIC STATEMENTS: Only the Executive Director, Chair, or Vice-Chair in the absence of the Chair, may speak publicly for the corporation, except as expressly

authorized by the Board of Directors. All corporate publications, newsletters or written statements must be approved by the Board or the Executive Director.

## **SECTION 5: COMMITTEES**

- (a) **STANDING COMMITTEES:** Two standing committees are established – a Finance Committee and a Board Development Committee.
1. Committee chairs shall be appointed by the Chair.
  2. Other committees, including Ad-Hoc Committees, will be constituted by the Chair.
  3. Membership on standing committees and other committees can include non-board members.

## **SECTION 6: GENERAL**

- (a) **FISCAL YEAR:** The fiscal year of the corporation shall be 1 July to 30 June, inclusive.
- (b) **DEPOSITORIES:** The Board of Directors shall designate the depositories to be used by the corporation and the names of those who may draw therefrom with limitations.
- (c) **WAIVER OF NOTICE:** A written waiver of notice, signed at any time, shall be deemed the equivalent of giving notice to the signer.
- (d) **SALARIES:** No director, officer, or agent of this corporation shall be entitled to a salary or other remuneration for services in such office. Such officer, director or agent may be appropriately recompensed for other expenses upon concurrence, in advance of such expenditures, by a majority of the Board.

## **SECTION 7: INDEMNIFICATION**

- (a) **Duty to Indemnify:** Subject to the sections below, the Corporation shall defend, indemnify and hold harmless 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 (other than an action by or in the right of the Corporation) by reason of or arising from the fact that the person is or was a director, officer, employee or agent of the Corporation against costs and expenses (including attorney's fees) of the suit, action or proceeding, judgments, fines, and settlements actually and reasonable incurred in connection with the action, suit or proceeding if:
1. the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, or the person's act or omission giving rise to the action, suit or proceeding is ratified, adopted or confirmed by the Corporation or the

benefit thereof received by the Corporation.

2. The termination of any action, suit or proceeding shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to a criminal action or proceeding, a presumption that the person did not know and had no reasonable cause to believe that the conduct was unlawful.
- (b) Denial of Right to Indemnification. Subject to the provisions of this section, , defense and indemnification under (a) of this article automatically shall be made by the Corporation unless the Board expressly determines that defense and indemnification of the person is not proper under the circumstances because the person has not met the standard of conduct set forth in Section (a) of this Article. In the case of any challenge to the propriety thereof, the person shall be afforded a fair opportunity to be heard as to that determination. Defense and indemnification payment may be made, subject to repayment upon ultimate determination that defense and indemnification is not proper.
- (c) Determination. The determination described in Section (b) shall be made:
1. By the Board of Directors by a majority vote, or
  2. By independent legal counsel, if directed by the Board of Directors by a majority
  3. Vote of disinterested directors or in the absence of a quorum.
- (d) Successful Defense. Notwithstanding any other provisions of Sections (a), (b), or (c) 1, 2 or 3 of this Article, but subject to the provisions of Section (e) below, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section (a) of this Article, or in defense of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (including attorney's fees) actually and reasonably incurred in connection therewith.
- (e) Condition Precedent to Indemnification. Any person who desires to receive defense and indemnification under this Article shall notify the Corporation reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in Section 1 and that the person intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the Chair of the Board of the Corporation at the principle office of the Corporation or, in the event the notice is from the Chair, to the Secretary of the Corporation. Notice need not be given when the Corporation is notified by being named a party to the action.
- (f) Insurance. The Board of Directors, in its discretion, may purchase insurance coverage for the risks described in this Article. To the extent that such an insurance policy (or policies) provides coverage where this Article does not, a director seeking indemnity shall have the benefit of that coverage, and the rules set out in this Article shall apply to any deductible

or coinsurance requirement, or to any claims in excess of policy limits.

- (g) Former Officers, Directors, Etc. The indemnification provisions of this Article shall be extended to a person who has ceased to be a director, officer, employee or agent as described above and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.
- (h) Purpose and Exclusivity. The defense and indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the members or Board of Directors, or otherwise. The purpose of this Article is to augment, pursuant to AS 10.06.490(f), the provisions of AS 10.20.011(14), and the other provisions of AS 10.06.490.
- (i) Limitation of Liability. If set forth in the Articles of Incorporation, no director/Director of this corporation shall have any personal liability to the Corporation for monetary damages for the breach of fiduciary duty as a director/Director except as provided in AS 10.20.151(d) and (e).

## **SECTION 8: AMENDMENT TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority of the Directors present at any regular meeting or at any special meeting, if at least one week's written notice, including email, is given of intention to alter, amend or repeal or to adopt new Bylaws at a meeting.