

# Bylaws

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Adopted November 18, 2024



2600 Cordova Street, Suite 105, Anchorage, AK 99503

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An Alaska Nonprofit Corporation

# BYLAWS

## ARTICLE I

### Name

#### 1.01 Name

The name of this corporation shall be **Alaska Safety Alliance**. The business of the corporation may be conducted as Alaska Safety Alliance or ASA.

## ARTICLE II

### Purposes and Powers

#### 2.01 Purpose

Alaska Safety Alliance is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The mission of the Alaska Safety Alliance is to ensure the availability of a highly trained workforce, sufficient to staff Alaska's industries safely and competitively, now and in the future.

The purpose of this corporation is to conduct workforce development activities that help employers to create, sustain, and retain a viable and safe workforce. Activities of the organization may include, but are not limited to, developing education, training and apprenticeship programs, establishing industry accepted education standards, designing curricula and instruction materials, providing skills training, collaborating on statewide workforce initiatives, and other endeavors that lead to job opportunities within industries that may have vacancies or labor shortages.

#### 2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### **2.03 Nonprofit Status and Exempt Activities Limitation.**

(a) Nonprofit Legal Status. Alaska Safety Alliance is an Alaska nonprofit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Alaska Safety Alliance, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Alaska Safety Alliance hereunder shall be selected in the discretion of the board of directors.

## **ARTICLE III Membership**

### **3.01 Eligibility for Membership**

Application for voting membership shall be open to individuals, partnerships, firms, associations, businesses, corporations, government agencies, trade and labor organizations, and educational institutions that support the purpose statement in Article 2.01.

Applications for membership shall be reviewed by the board of directors or a designated committee or agent appointed by the board or directors. Membership shall be granted upon completion, submission, and review of a membership application and receipt of annual dues.

### **3.02 Membership Classes**

Membership in the organization shall be divided into two classes: Voting Members and Non-Voting Members. Voting Members have the right to vote on matters as set forth by these Bylaws, including elections to the Board of Directors. Non-Voting Members may participate in the organization's activities but do not hold voting rights.

**(a) Membership Levels** The Board of Directors shall have the authority to establish and define specific Membership Levels within the Voting and Non-Voting Member classes as deemed appropriate to further the organization's mission and accommodate diverse organizational types. The Board may adjust, reclassify, or discontinue Membership Levels by a majority vote, provided such changes align with these Bylaws and applicable legal requirements. Membership Level definitions and privileges shall be set forth in organizational policies or other governing documents as approved by the Board of Directors.

### **3.03 Rights of Members**

Each member in good standing shall be eligible to appoint one voting representative to cast the member's vote in all matters requiring a vote of the membership, including the election of the board of directors.

### **3.02 Good Standing**

A member in good standing is one whose current dues are paid and has no outstanding arrears to the corporation. Any member whose payments for dues, or other fees properly invoiced, are not received by the corporation within two (2) months of the invoice date shall be considered delinquent and all membership services and privileges may be suspended. Membership may be reinstated upon payment in full. Any member whose payments are not received within four (4) months of the invoice date shall be terminated by a vote of the board of directors. Any organization terminated from membership for non-payment of fees shall be required to apply as a new member.

### **3.04 Annual Member Dues**

Annual membership dues shall be determined by the board of directors. Changes to the annual dues structure shall be communicated to all members as soon as practical and at least sixty (60) days in advance of the effective date.

Membership dues must be current to remain in good standing and entitled to the rights and benefits of membership. Membership dues shall be billed annually. Members shall remit payment for the invoiced amount upon receipt of the invoice.

### **3.05 Annual Meeting of the Members**

An Annual Meeting of the Members shall be held each year at a time and physical place, or virtually through an online meeting platform, to be determined by the board of directors. Notice of the Annual Meeting shall be mailed or electronically communicated to each member no later than thirty (30) days prior to the date of the meeting. In correspondence with the annual meeting, the membership shall elect directors for those positions the terms of which expire at the conclusion of the annual meeting.

### **3.06 Special Meetings**

A special meeting of the members may be called by a majority of the board of directors, or by members having five percent (5%) of the total votes entitled to be cast at a meeting of the members. Any such special meeting shall be preceded by a written notice mailed or electronically communicated to all members no later than twenty (20) days prior to the meeting specifying the

date, time, place, and specific purpose for the special meeting.

### **3.07 Quorum**

Ten percent (10%) of the members then in good standing shall constitute a quorum at a meeting of members or for the purposes of an electronic vote. If a quorum is present, or if an electronic vote is submitted by a quorum of the members, the affirmative vote of a majority of the votes represented and entitled to vote on the subject matter is the act of the members, unless the vote of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

### **3.08 Attendance at Board Meetings**

Any member may attend, without prior notice, a meeting of the board of directors, reserving to the board the authority to exclude any non-board members from the discussion of discrete topics.

## **ARTICLE IV Board of Directors**

### **4.01 Number of Directors**

The corporation shall have a board of directors consisting of at least eleven (11) and no more than nineteen (19) active directors and an indefinite number of emeritus directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors. No more than four (4) board seats may be held by members representing nonprofit organizations, government entities, education and training institutions (for-profit or not-for-profit), labor and trade organizations, or other affiliates as defined by the current membership levels.

### **4.02 Powers**

All corporate powers shall be exercised by or under the authority of the board and the affairs of the of the corporations shall be managed under the direction of the board, except as otherwise provided by law.

### **4.03 Terms**

(a) All directors shall be elected or appointed to serve a three-year term; however, the term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that approximately one-third the number of directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin at the conclusion of the annual membership meeting at which the director was elected, and end at the conclusion of the annual membership meeting in the third year of service, unless the term is extended until such time as a successor has been elected.

#### **4.04 Qualifications and Election of Directors**

In order to be eligible to serve as a director on the board of directors, the individual:

- (i) must be 18 years of age,
- (ii) be a member in good standing, employed by a member organization in good standing, or a retiree who previously served on the board and has an established history of service to the corporation, and
- (iii) must have demonstrated a dedication to the purposes and goals of the corporation and the ability to carry out and achieve those purposes and goals.

#### **4.05 Emeriti Directors**

An indefinite number of emeriti directors may serve on the board of directors. An emeritus director is a member in good standing, an employee of a member organization in good standing, or a retiree, who:

- (i) previously served as chair of the board of directors, or
- (ii) previously served as a director on the board of directors and was selected and approved by the board of directors to serve as an emeritus director.

Emeritus directors shall be considered members of the board of directors with the same rights, duties, powers, privileges, and immunities, including the right to vote, as active board members, provided that they:

1. Are dues paying members in good standing, employed by a member organization in good standing, or a retiree of a member organization, and
2. Attend at least half of all regular board of directors meeting held in one year.

#### **4.06 Nomination**

No later than seventy-five (75) days before the annual meeting of the members, notice shall be mailed, or communicated electronically to all members soliciting nominations for candidates for the office of director. Nominations shall close no sooner than thirty (30) days thereafter and no later than thirty (30) days before the annual meeting of the members.

During the nomination period, the board of directors shall accept candidate nominations for the offices of directors whose terms expire at the annual meeting of that year. Members in good standing may nominate a member in good standing (including self-nominations) in writing along with a written statement by the nominee of a willingness to serve.

#### **4.07 Endorsement**

No later than twenty-one (21) days prior to the annual meeting of the members, the board of directors shall complete their review of the slate of candidates verifying that all candidates meet qualifications for the office of director and the established criteria for eligibility to serve for a seat affiliated with a member class per Article 3.02.

#### **4.08 Election**

Board of directors elections shall be held in correspondence with the annual membership meeting, in accordance with election procedures. The board of directors shall be responsible for the development of election procedures.

#### **4.09 Vacancies**

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director, or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal may be filled by the board for the balance of the term of the director being replaced. In the event a director resigns, the resigning director may endorse and recommend to the board of directors a qualified member in good standing to fulfill the remainder of their term, subject to a majority vote of the board.

#### **4.10 Removal of Directors**

A director may be removed by two-thirds ( $\frac{2}{3}$ ) vote of the board of directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The board chair is empowered to excuse directors from attendance for a reason deemed adequate by the board chair. The chair shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board chair elect shall excuse the chair. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

#### **4.11 Board of Directors Meetings.**

(a) Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Directors may attend board meetings in-person, by telephone, or through an online meeting platform. Board meetings shall be held upon four (4) days' notice, which shall be communicated electronically. The meeting notice shall include the date, time, and place, or virtual meeting platform and login information for the meeting, and reasonably describe the agenda of all matters to be considered.

(b) Special Meetings. Special meetings of the board may be called by the chair, chair elect, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days' notice to each director. The meeting notice shall include the date, time, and place, or virtual meeting platform and login information for the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Alaska law.



#### **4.12 Manner of Acting.**

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. Emeriti directors shall not be counted for purposes of determining a quorum. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, through a virtual meeting platform, or by telephonic conference call.

(d) Informal Action by the Board. Unless prohibited by law, the Articles of Incorporation, or these Bylaws, action required or permitted to be taken by the board or a committee designated by the board may be taken without a meeting on written consents, identical in content, setting out the action taken and signed by all the members of the board or the committee. The written consents shall be filed with the minutes. The consents have the same effect as a unanimous vote.

#### **4.13 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities.

#### **4.14 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

## **ARTICLE V OFFICERS**

### **5.01 Board Officers**

The officers of the corporation shall be board chair, chair elect, secretary, treasurer, and immediate past chair (or officer at large), all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine.

### **5.02 Nomination and Election**

At the last meeting of each fiscal year, the board of directors will accept nominations for each office whose term is expiring. Nominees must be active members of the board. Directors may self-nominate and may choose to accept or decline their nomination by another director.

The directors shall, at such meeting, vote upon the nominations that have been made. The director receiving the greatest number of votes cast for that office shall be declared elected to that office.

### **5.03 Term of Office**

The chair and chair elect shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. The secretary, treasurer, and immediate past chair or officer at large shall serve a one-year term of office with no limit to the number of consecutive terms of office. Each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

### **5.04 Removal and Resignation**

The board of directors may remove an officer at any time, with or without cause, at a regular or special meeting of the board of directors upon a two-thirds ( $\frac{2}{3}$ ) majority vote of all members of the board (not just those present at the meeting).

Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

### **5.05 Board Chair**

The board chair shall be the chief volunteer officer of the corporation. The board chair shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

### **5.06 Chair Elect**

In the absence or disability of the board chair, the chair elect shall perform the duties of the board chair. When so acting, the chair elect shall have all the powers of and be subject to all the restrictions upon the board chair. The chair elect shall have such other powers and perform such other duties prescribed by the board of directors or the board chair. The chair elect shall normally accede to the office of board chair upon the completion of the board chair's term of office.

### **5.07 Secretary**

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held, and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the bylaws.

The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board chair. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

### **5.08 Treasurer**

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall review and keep the board informed of the financial condition of the corporation and of audit or financial review results. The treasurer shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board chair. The treasurer may appoint, with approval of the board, a director, qualified fiscal agent, or member of the staff to assist in performance of all or part of the duties of the treasurer.

### **5.09 Immediate Past Chair, Officer at Large**

The immediate past chair shall be responsible for providing advice, and the benefit of his or her experience with the corporation, to the chair, the board of directors, and committees. The immediate past chair shall perform such other duties, and shall have such other powers, as prescribed by the board of directors. Should the immediate past chair be unable to fulfill the office until the end of the chair's current or re-elected term, the board shall elect an officer at large. To be eligible for nomination and election to the position of officer at large, a director must have served on the board for one year prior to the nomination.

### **5.10 Other Officers, Managers, and Employees**

(a) The board of directors may retain, on such terms as are appropriate, an executive director to administer the day-to-day operations of the corporation. The executive director shall be responsible for the implementation and execution of board policies, projects, programs, and financial management. The executive director shall perform such other duties and shall have such other powers as prescribed by the board of directors. The executive director shall be responsible for hiring, training, evaluating, disciplining, and terminating all other staff of the corporation, subject to budgets and other policies adopted by the board of directors. The executive director shall be an ex-officio member of all committees. The executive director shall report directly to and shall serve at the pleasure of the board of directors.

(b) the board of directors, along with the executive director, shall develop a succession plan for the position of executive director to facilitate a smooth transition at such time that the executive director retires or otherwise separates from the organization. If at the time of separation, a successor has not been specifically identified or is not prepared to assume the role of executive director, the executive committee will follow the procedure outlined in section 5.10(c) below.

(c) in the event of a vacancy in the position of executive director, whether due to death, resignation, removal, disqualification, or any other cause, the executive committee shall appoint an acting director to fill the position until such time that a new executive director is hired. The executive committee shall choose a qualified member of the staff or a member of the board of

directors to serve as acting director. The chair shall appoint a hiring committee to undertake the search for qualified candidates. Upon conclusion of the interview process, the hiring committee shall present a recommendation of one or more candidates to the executive committee. The executive committee may then vote to approve or reject the committee's recommended candidate(s). A candidate for the position of executive director may be selected by a majority vote of the executive committee.

## **ARTICLE VI** **COMMITTEES**

### **6.01 Committees**

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board.

### **6.02 Standing Committees**

Standing committees of the organization shall be the executive committee, finance committee, and elections committee.

### **6.03 Executive Committee**

**(a) Composition.** The executive committee shall be composed of the chair, chair elect, secretary, treasurer, and immediate past chair. In the absence of an immediate past chair, a director who has served at least one full year on the board shall be elected to serve on the executive committee as officer at large.

**(b) Duties.** The executive committee shall:

- Provide leadership and guidance to the executive director to ensure operations, compliance, and goal attainment.
- Nominate candidates for the position of director when a vacancy occurs between annual meetings.
- Coordinate strategic planning and the development of yearly goals; and assure a cohesive approach to goal attainment by working committees and the board.
- Exercise the full authority of the board of directors in the management of the corporation when the board of directors is not in session, except that it may not:
  1. Amend the Articles of Incorporation or the Bylaws;
  2. Adopt a plan of merger or consolidation;
  3. Recommend a sale, lease, or exchange, or other disposition of all or substantially all of the property of the corporation;
  4. Recommend a voluntary dissolution;
  5. Obligate grant or donation of funds;

6. Approve expenditures not in the ordinary course of business; or

7. Take any other action that would be contrary to the policies of the corporation as established by the board of directors.

- In conjunction with the executive director, periodically review personnel policies to ensure compliance with current employment law.
- Oversee event planning. Oversight includes, but is not limited to, the selection of speakers, fundraising activities, and development of educational, public relations and communications materials.
- Oversee the implementation of those activities endorsed by the board.
- Develop, coordinate, and implement member recruitment and retention programs and policies to ensure the continued growth of the organization.

(c) Quorum. Attendance of three (3) members of the executive committee shall constitute a quorum for the transaction of business of the committee. The act of a majority of those present at any meeting at which a quorum exists shall be the act of the executive committee.

#### **6.04 Finance Committee**

(a) Composition. The treasurer shall serve as the chair of the finance committee. The board chair shall appoint at least one other director, and may appoint additional directors and members, to serve on the finance committee subject to the approval of the board of directors.

(b) Duties. The finance committee shall:

- Review the efficiency of the internal office operations in consultation with the executive director and make recommendations to the board of directors where appropriate.
- Work with the executive director to ensure the board regularly reviews quarterly financial statements, annual budgets, financial forecasts, cash flow requirements, and other financial planning and control tools.
- Monitor adherence to all financial policies, procedures, and internal controls.

#### **6.05 Election Committee**

(a) Composition. The secretary shall serve as chair of the elections committee. The secretary and two other directors or members shall serve on the elections committee.

(b) Duties. The elections committee shall:

- Prepare a slate of candidates for the offices of directors whose terms will expire at the conclusion of the members' annual meeting of each year.
- Submit the slate to the board of directors no later than twenty-one (21) days prior to the members' Annual Meeting of each year.
- Recommend persons to be elected to fill any unexpected vacant positions on the board.
- Interview nominees to determine their suitability, commitment, and ability to implement the purposes and goals of the corporation. The committee may waive interviews of incumbent directors seeking re-election.

- Nominate one or more candidates for the offices of chair elect, secretary, and treasurer.
- The elections committee shall convene meetings sufficiently early and often to permit adequate screening, interviewing, and deliberation over the prospective nominees in order to meet the deadline specified by these Bylaws.

## **ARTICLE VII**

### **Contracts, Checks, Loans, Indemnification and Other Matters**

#### **7.01 Contracts and other Writings**

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the executive director or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

#### **7.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by authorized signers, which may include the chair, chair elect, executive director, secretary, treasurer, immediate past chair, or director of operations. Checks in an amount more than \$5,000 shall require two (2) signatures of authorized signers unless the expense is included in the annual budget approved by the board of directors. Checks in amounts up to \$5,000 shall require one (1) signature. The board of directors may designate other officers, directors, agents, or staff of the corporation as authorized signers by resolution of the board.

#### **7.03 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

#### **7.04 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

#### **7.05 Indemnification**

- (a) To the full extent permitted by law and in the manner provided by law, the corporation shall indemnify any person who was or is a party to or is threatened to be a party to or is otherwise involved in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation. The foregoing right of indemnification shall not be deemed to be exclusive of any other rights to which such person may be entitled under applicable law, the Articles of Incorporation, any

insurance purchased by the corporation or any agreement, vote of disinterested directors, 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 estate, executors, administrators, heirs, legatees, or devisees of such a person.

- (b) The corporation may pay expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in this section in advance of the final disposition of such action, suit or proceeding as authorized by the board in the specific case and as permitted by law.
- (c) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation against any liability asserted against such person and incurred in any such capacity or arising out of such person's status as such, regardless of whether the corporation would be required or would have the power to indemnify such person against such liability under this Section or otherwise.

### **7.06 Annual Budget**

No later than the last regular meeting of the board of directors in the fiscal year, the board shall adopt a budget for the following fiscal year. The adoption of the budget shall constitute authority from the board of directors to the executive director and other executive staff to implement the budget and to make such expenditures and disbursements as reflected therein, up to the amount of any line item. The corporation shall not disburse any funds or incur any obligations in excess of the amounts identified for each line item without prior board approval.

### **7.07 Inspection Of Bylaws And Other Corporate Records**

The corporation shall keep in its principal office, for the transaction of business, the original and copies of the bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the directors and by all members at any reasonable times during office hours. All corporate financial records shall be kept in the corporation's principal office and shall be open to inspection by the directors or the members.

### **7.08 Public Communications**

No person other than the chair, executive director, or the chair's designee may publicly communicate a position of the corporation without specific prior authority granted by the board of directors or the executive committee. Copies of all written communications on behalf of the corporation shall be provided to and maintained by the corporation at its principal office. The board of directors shall adopt a detailed statement of policies and procedures relating to the development and public communication of positions taken by the corporation.

## **ARTICLE VIII Miscellaneous**

### **8.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep

minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### **8.02 Fiscal Year**

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

### **8.03 Conflict of Interest**

The board shall adopt and periodically review a conflict-of-interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

### **8.04 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Alaska Safety Alliance not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

### **8.05 Bylaw Amendment**

These bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the board, provided, however,

(a) that no amendment shall be made to these bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds ( $\frac{2}{3}$ ) vote of a quorum of directors at a board meeting, and

(c) that all amendments be consistent with the Articles of Incorporation.

## **ARTICLE IX**

### **Amendment of Articles of Incorporation**

#### **9.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds ( $\frac{2}{3}$ ) of the members in attendance at the annual meeting of the members or at a special meeting of the members.

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## Certificate of Adoption of Bylaws

I do hereby certify that the above stated Bylaws of Alaska Safety Alliance were approved by the Alaska Safety Alliance board of directors on November 18, 2024, and constitute a complete copy of the Bylaws of the corporation.

Heather Spear-Morris

Heather Spear-Morris, Secretary

November 18, 2024

Date