

## **Resolution G2021-1**

### **Appointment of Initial Directors, Executive Director and Adoption of Bylaws of Anchorage Community Sport Facilities Association, an Alaska Nonprofit corporation**

**The undersigned, being the incorporators of the Alaska Community Sport Facilities Association (hereinafter “Corporation” or “ACSFA”), adopt the following resolutions on behalf of the Corporation**

**WHEREAS**, ACSFA was formed by a diverse group of nonprofit legal entities with stake in the quality and usage of Municipality of Anchorage (“MOA”) public sporting facilities; and specifically MOA ice arenas. ACSFA seeks to assume responsibility for specific facilities and manage the same in the best interest of MOA residents and businesses; and

**WHEREAS**, ACSFA was incorporated as a nonprofit corporation by the State of Alaska on August 29, 2020. Alaska entity # 10141519; and

**WHEREAS**, it is deemed to be in the best interest of the Corporation that bylaws be adopted at the earliest time possible in order to commence business by ACSFA; and

**WHEREAS**, the bylaws of the Corporation provide that the initial authorized number of directors of the Corporation shall be no less than five (5) and no more than nine (9); and

**WHEREAS**, the bylaws of the Corporation provide that the Executive Director of the Corporation shall be the senior officer of the Corporation; and

**WHEREAS**, the undersigned have met, discussed, and hereby unanimously agree to the resolutions below.

**IT IS RESOLVED THAT** the bylaws of ACSFA attached hereto are adopted as the Corporation’s bylaws;

**IT IS FURTHER RESOLVED THAT** the secretary of the Corporation be authorized and directed to execute a certificate of adoption of the attached bylaws;

**IT IS FURTHER RESOLVED THAT** the Executive Director of ACSFA be the senior officer of the Corporation and that Jeffrey P. San Juan shall initially hold the position of Executive Director to serve until he resigns, removed, or his successor is duly elected and qualified;

**IT IS FURTHER RESOLVED THAT** the number of authorized directors of the Corporation shall be six; and

**IT IS FURTHER RESOLVED THAT** the legal entities and associated officers of the same listed below are hereby elected as the initial directors of the Corporation to serve until he or she resigns, removed or until his or her successor is duly elected and qualified.

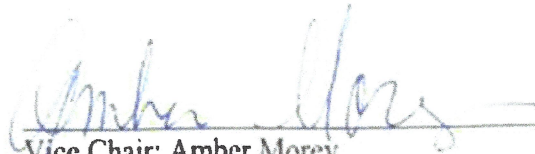
<u>Name</u>	<u>Organization</u>	<u>Year Term Expires</u>
Carlos Gomez	Scotty Gomez Foundation	2022
Amber Morey	Alaska Association of Figure Skaters	2022
Justin Marcum	Alaska All Stars Hockey Association	2023
Laura Davis	Anchorage Women's Hockey League	2023
Theresa Austin	Anchorage Hockey Association	2024
R. Scott Sivulich	Alaska Hockey Officials	2024

Date: 3/15/2021



Chair: Carlos Gomez

Date: 3/25/2021



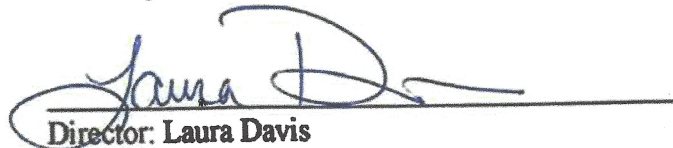
Vice Chair: Amber Morey

Date: 3/30/2021



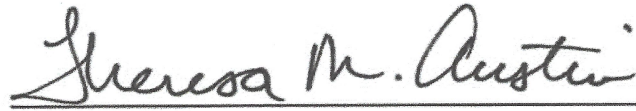
Secretary/Treasurer: Justin Marcum

Date: 3/23/21



Director: Laura Davis

Date: 3/25/21



Director: Theresa Austin

Date: 3/29/2021



Director: R. Scott Sivulich

**BYLAWS  
OF  
ANCHORAGE COMMUNITY SPORT FACILITIES ASSOCIATION**

FORWARD

Anchorage Community Sport Facilities Association (“ACSFA”) was formed by a diverse group of nonprofit organizations with stake in the quality and usage of Municipality of Anchorage (“MOA”) public sporting facilities; and specifically MOA ice arenas. ACSFA seeks to assume responsibility for specific facilities and manage the same in the best interest of MOA residents and businesses.

**ARTICLE I**  
**NAME, OFFICES, AND MISSION OF ASSOCIATION**

**Section 1. Name.**

The name of the Association is ANCHORAGE COMMUNITY SPORT FACILITIES ASSOCIATION (hereafter the "Association" or “ACSFA”).

**Section 2. Registered Agent and Address.**

The name and address of the Association’s registered agent are stated and kept current in the State of Alaska corporation records.

**Section 3. Principal Office.**

The principal offices of the Association are located at 2700 West 80th, Anchorage, Alaska.

**Section 4. Purpose, Mission Statement, and Lawful Activities.**

- a. **Purpose.** ACSFA’s purpose is to provide to the MOA a community managed nonprofit organization to promote and operate certain MOA athletic facilities.
- b. **Mission.** ACSFA’s mission is to maximize public access to safe, clean, and modern athletic and ice skating facilities, at the least cost, without discriminating against any individual or user group (i.e. gender, economic status, skill level, age, ethnicity, etc.).
- c. The Association may conduct any lawful purpose as the Board of Directors (“Board”) shall direct in conformity with the stated purposes of these Bylaws and as declared in the Association's Articles of Incorporation. The Association may receive grants, gifts, volunteer professional services, bequests, and devices of real and personal property, or the proceeds thereof, for the support of its purpose and mission.

**Section 5. Limitation on Distributions and Activities.**

- a. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons or entities, except that the Association 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 Article III hereof. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- b. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax

code, or (b) by a Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 6. Use of Corporate Funds Upon Dissolution.**

a. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

b. Any such assets not so disposed of shall be distributed by a court of competent jurisdiction in the judicial district in which the principal offices of the Association is then located, pursuant to the restrictions of the Internal Revenue Code.

**ARTICLE II**  
**BOARD OF DIRECTORS MEMBERSHIP**

**Section 1. Board Qualifications.**

The Board shall initially consist of representatives from a minimum of at least five (5) nonprofit organizations. The representative Board members shall be an officer of the board of each organization. Upon appointment, the representative shall become a voting director of the Association and remain a voting director of the Association for the duration of his/her term as it may be renewed under these Bylaws. There are no other voting members of the Association’s Board.

**Section 2. Rights of Voting Directors.**

Each voting director shall have one vote, including the election of the officers of the Association Board referenced below. To vote, directors must attend, in person or electronically or otherwise participate at a meeting consistent with these Bylaws. No director may vote themselves, individually or to any other person or entity it has personal financial interest in, to have any right, title or interest, legal or otherwise, to Association property, including logo, name, or other assets of the Association, or to any gifts or contributions to the Association. In any such case, directors must recuse themselves from such vote.

**ARTICLE III**  
**BOARD POWERS, LIMITATIONS, AND REMOVAL**

**Section 1. General Powers.**

The policies of the Association shall be established by its Board and the day-to-day business managed by the Association’s Executive Director (“ED”). The ED shall be the senior officer of ACSFA subordinate and accountable solely to the authority of the Board acting in concert.

**Section 2. Number, Qualifications, and Tenure.**

a. There shall be up to nine (9) voting directors each representing a separate non-profit organization. Each Director shall hold office for three one-year terms, except as stated in “d” below, after his or her appointment and/or until his or her successor is selected and qualified. From its members, the Board shall, every three years, elect a Chairperson, Vice Chairperson, and Secretary/Treasurer. Board officers shall be elected by informal secret ballot after the first elections, not to be conducted until 2022. The MOA may hold a nonvoting eighth (8th) seat on the Board, at its option, but will not have authority to vote on Association matters.

b. Of the five (5) initial Board seats, one shall be filled by the user group with most female skaters willing to participate in ACSFA; one seat by the recreational only user group with most skaters willing to participate; one seat by the largest figure skating user group willing to participate; one seat by a

nationally recognized skating officials organization willing to participate; and the remaining seat, as well as any additional vacant seats, up to nine (9) seats, held by the top paying non-profit customer organization(s). These groups, through their representative Board designees, shall set Association policy for the benefit of all user groups and individuals consistent with the Association's mission statement.

c. Board seats, initially, shall be held by the senior Board of Directors officer of each of the seven association members holding seats on the Board; the Alaska All Star Hockey Association, Alaska Hockey Officials, Inc., Anchorage Women's Hockey League, Inc., Anchorage Hockey Association, Alaska Association of Figure Skaters, Inc., and Scotty Gomez Foundation Hockey Association, Inc. Thereafter, seats shall be evaluated and assigned pursuant to "a" and "b" above. Any association not recognized and qualified as a nonprofit under federal, state or local laws or regulations shall not qualify for a seat on the Board. Similarly, any association manipulating legal entities in attempting to gain advantage over any other user group shall be disqualified from participating on the Board, its committees, or any other status within the Association's management or usage of facilities. The Board shall have sole discretion to determine whether an association is or is not qualified to participate on its Board, committees, or other Association business.

d. For seamless transitions, Board terms shall be staggered. Initially, three seats, randomly selected, shall have terms of two (2) years, and thereafter, three (3) year terms.

### **Section 3. Duties.**

The duties of the Board shall be to establish the general policies, procedures and standing rules of the Association. The Board shall hire and appoint an ED who shall manage the day-to-day affairs of the Association and implement the policies established by the Board; in compliance with the mission statement and Bylaws.

### **Section 4. Removal.**

- a. Any Board member representative missing three (3) consecutive meetings, without an excuse deemed valid by a quorum of the Board, shall be declared ineligible for continued service. An individual director may be removed from office by a majority vote of the remaining directors of the Board at a regular or special meeting called with at least ten days advance written notice. Such notice shall specify the proposed action to be taken and the reason for dismissal. Removal of an individual Board member does not remove the association member, or its representative.
- b. Failure of a Board member association to fill a Board seat for two consecutive Board meetings, or a Board member association's loss of its nonprofit status or other qualifications listed herein, may be removed by a majority vote of the remaining members.

### **Section 5. Vacancies.**

Any Board member association representative removed or otherwise has vacated a Board association member seat shall be replaced with an alternative officer from that member association. Board member association member seat vacancies shall be filled by majority vote of the Board after an appropriate search and vetting process of a candidate organization qualified under these Bylaws and best representative of the skaters represented by the member association seat vacated. A substituted association member shall hold the vacated seat for the remainder of its predecessor's term, or otherwise according to these Bylaws.

### **Section 6. Compensation.**

Member association representatives shall not receive a salary, per diem, or any other compensation or value for service as directors from Association. However, nothing in this section shall prevent any

director from serving the Association in another capacity and compensated for that service; so long as such services are fully vetted for ethics and conflict of interest concerns as described herein. The Association's ED position shall be compensated a nominal salary, if any, and considered a part-time position, less than 20 hours a week, for the first year of operations. Thereafter the ED's compensation shall be dependent on, and tied to, the success of the organization.

**Section 7. Non-Voting Directors and Committee Participation.**

The Board may elect or appoint up to two nonvoting directors to attend and participate in meetings or other activities. Nonvoting members may be an individual rather than representing a user group or association. Only a super majority of the full Board may elect or appoint a nonvoting director. A "supermajority" shall be considered four (4) of five (5) active Board seats, five (5) of seven (7) active Board seats, or six (6) of nine (9) active Board seats. A non-voting director's term shall be two years and be subject to the same vacancy and removal criteria as a voting member individual or association.

**Section 8. Informal Action by Directors.**

Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors under these Bylaws, may be taken without a meeting if consent is by a quorum and in writing.

**Section 9. Management Structure.**

No Board member shall take any action or participate in any activity that affects or interferes with the day-to-day management, authority or operations of the Association without the ED's direction and/or consent. For management purposes, individual Directors and association members shall strictly follow a chain of command management construct. The ED is accountable to the Board and not its individual members.

**Section 10. Standards of Conduct for Directors.**

- a. An association member director, including non-voting directors, shall perform his or her duties, including the duties as a member of a committee: (1) in good faith; (2) with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner to be in the best interests of the Association according to these Bylaws.
- b. In performing his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
  - (i) one or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented;
  - (ii) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
  - (iii) a committee of the Board of which the director is not a member, as to matters within its purview, if the director reasonably believes the committee merits confidence.

**Section 11. Conflicts of Interest.**

- a. A member association director shall disclose all conflicts of interest and may not act in matters in which he or she has a substantial and material conflict of interest. The Board, by majority vote, in its sole discretion, shall determine whether a substantial and material conflict of interest exists. An individual director or member association director shall at all times act in the best interest of the Association.
- b. Conflict of Interest shall be defined as a Board member, individual or association, or a relation of his, her, or its immediate family or subsidiary, or a business or association he, she, or it is

affiliated or has a financial investment in:

- (i) has an economic interest in a transaction which is the subject of proposed action by the Association and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the Association;
- (ii) is a member or holds a significant interest in another for-profit entity that is the subject of the proposed action by the Association;
- (iii) is a member of the Board (or other governing body), not the association he or she individually represents on the Association Board here, or an officer or manager of another entity that is the subject of the proposed action by the Association; or
- (iv) is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the Association.

c. A director does not have a Conflict of Interest where the interest of the Director or his or her immediate family is no different than that of other Directors. For example, if all voting directors have the same conflict of interest, there shall be no conflict of interest for purposes of this Section.

d. In the event of a conflict, the director shall notify the Board in writing of the potential conflict and all the material facts surrounding the potential conflict. The Board will then consider whether a substantial and material conflict of interest exists. If the Board votes a material conflict exists, the Board member may participate in discussions or debate, but reclude himself or herself from any vote on the matter. Conflict of Interests shall be recorded in the Board meeting minutes.

## **ARTICLE IV** **MEETINGS OF THE BOARD**

### **Section 1. Annual and Regular Meetings.**

The Annual Meeting of the Board shall be held during the month of May or on such other date and time as may be designated and scheduled by the ED.

### **Section 2. Place of Meeting.**

The annual meeting, and other regular Board meetings, shall be held in Anchorage, Alaska or such other place, or electronically, as approved in advance by a majority of the Board.

### **Section 3. Special Meetings.**

Special meetings of the Board may be called at any time by the ED or Chairperson or by a majority of the Board.

### **Section 4. Notice of Meetings.**

Written notice of the time and place of the Annual and Quarterly Meetings, if any, of the Board shall be given to each director at least ten (10) working days before such meetings. Notice of special meetings shall be delivered physically, in writing or by electronic transmission at least forty eight (48) hours in advance. Such notice shall include notification of all matters to be considered during the meeting.

### **Section 5. Teleconference Meetings; Actions Taken without a Meeting.**

Any duly called meeting may be held by teleconference if so indicated in advance. In cases where the weather is inclement, any director may attend via teleconference and such attendance shall be counted for quorum purposes. Ministerial actions may be approved by email or text message vote if approved in writing at the next regular or special meeting of the Board.

### **Section 6. Quorum and Proxies.**

A quorum shall consist of a majority of the Board present in person or by telephone, or by a Board of

Director who has delegated his/her power to vote by proxy in writing to another Board of Director. However, a Quorum may be no less than four (4) Board members. A majority vote of those participating in such manner shall be the acts of the Board.

**Section 7. Election of Officers.**

The Board shall elect officers of the Association whose terms have or will expire at scheduled annual meetings only; unless otherwise agreed to by a super-majority vote of the Board. The ED shall run the elections of officers.

**ARTICLE V**  
**OFFICERS, AGENTS AND EMPLOYEES**

**Section 1. Number and Titles.**

The officers of the Board shall be chosen by the Board and shall consist of a Chairperson, Vice-Chairperson, and Secretary/Treasurer, whose duties shall be those usually performed by such officers, and those specified in these Bylaws, as well as such duties as the Board may prescribe. Two or more offices may be held by one person with the exception of Chairperson and Vice-Chairperson; which offices may be held by only one person each.

**Section 2. Election and Term of Office.**

The Officers of the Association shall be elected every two years by the Board at the regular annual meeting of the Board. If the election of officers is not held at the annual meeting, the election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until his or her successor has been duly elected and qualified.

**Section 3. Salaries and Employee Compensation.**

The Board may fix the salary of the ED. Employees of the Association shall be hired, fired and managed by the ED. Employees shall be compensated with a base pay and thereafter incentive pay tied to the success of the Association. "Success" shall be defined as a combination of the increase and diversity of community usage, decrease usage price, and quality of facilities; consistent with the mission statement of the Association. The ED shall create and manage the employee compensation package, which shall necessarily include the incentive pay program.

**Section 4. Presiding Officers.**

At each meeting of the Board, the Chairperson, or in his/her absence, the ED, with the Chairperson's consent noted in the minutes, shall preside at the meeting. The Secretary/Treasurer, or Chairperson's appointee in the absence of the Secretary/Treasurer, shall keep minutes and record Board business at Board meetings. In the event both the Chairperson and ED are absent, the Board shall, by a majority vote, elect a presiding officer for that particular meeting.

**Section 5. Vacancies.**

A vacancy in any office of the Board because of death, resignation, removal, disqualification, or otherwise may be filled by the Board at any regular or special meeting for the unexpired portion of the term.

**Section 6. Removal of Officers and Agents.**

The Board may remove an officer or agent of the Association by majority vote whenever in its judgment, the best interests of the Association will be served, but removal shall be without prejudice to the contractual rights, if any, of the officer so removed.



**Section 7. Powers and Duties of the Chairperson.**

- a. The Chairperson, or in his or her absence the ED, with consent, shall preside at all meetings of the Board and shall perform the duties provided in these Bylaws and such other duties typically assigned to a presiding officer.
- b. The Chairperson shall, with Board and ED approval, appoint the members of any standing committees the Board may create or ED may request. The ED shall be the chairperson and run the business of each committee. The Chairperson shall, with the Secretary/Treasurer, sign all contracts and obligations authorized by the Board, unless such authority has been already delegated to, or within the authority of the ED. The Chairperson, with Board approval, shall appoint legal counsel for the Association.

**Section 8. Powers and duties of Vice-Chairperson.**

The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson. He or she also shall perform whatever other duties and have whatever other powers the Board and the Chairperson from time to time delegate and assign to him/her.

**Section 9. Powers and duties of Secretary/Treasurer.**

- a. The Secretary/Treasurer shall attend all meetings of the Board and be responsible for the true and complete record of the proceedings of those meetings. He or she shall be the custodian of all records and all Association meetings as required by the Articles of Incorporation and these Bylaws.
- b. The Secretary/Treasurer shall attest the signatures of the Chairperson, Vice-Chairperson, and other officers except him/herself where legally required. The Secretary/Treasurer shall perform whatever additional duties the Board and the Chairperson from time to time prescribe.
- c. The Secretary/Treasurer shall have oversight responsibilities of the funds and securities that come into Association accounts and subject to the control of the Board. Unless already within the authority of the ED, she or he, or through a third-party, shall be responsible for keeping full and accurate account of receipts and disbursements and shall assure, with the ED, deposit all Association monies and other valuable effects in the name and to the credit of depository or depositories designated by the Board.
- d. The Secretary/Treasurer and ED may be bonded in an amount determined by the Board and both shall have authority to open such bank accounts in the name of the organization and sign checks, drafts, and other papers requiring the payment of money and may sign all receipts and vouchers for payment made to the Association either alone or jointly or with such other officer as may be designated by the Board.
- e. All accounts, books, and receipts handled by the ED or Secretary/Treasurer shall be open for inspection by the Board and auditors at all times and shall give a report of his or her accounts at each meeting of the Board. The Secretary/Treasurer and ED shall cause the financial records to be audited annually by an independent certified public accountant.

**Section 10. Delegation of Duties.**

Whenever a Board officer is absent or whenever for any reason the Board may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer of the Board or any voting director or directors, or any standing committee of the Board.

**ARTICLE VI**  
**COMMITTEES**

**Section 1. Committees.**

At the request of the ED, or in its sole discretion, the Board may create any committee necessary to the

efficient functioning of the Board and association. Committees shall be established by resolution of the Board and managed and chaired by the ED. Except as otherwise provided, the Chair shall have authority to appoint committee members or delegate his or her authority. Any committee member may be removed, with or without cause, by the person or persons authorized to appoint the member, or the Board, whenever, in the judgment of the appointing authority or Board, the best interests of the Association is served.

**Section 2. Term of Office.**

Each member of a committee shall continue as a member of the committee until the next annual meeting of the Board and until his or her successor is appointed, unless the committee is terminated sooner or unless the committee member is removed from the committee or no longer qualifies as a member of the committee.

**Section 3. Quorum.**

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a committee meeting at which a quorum is present shall be the act of the committee.

**Section 4. Rules.**

Each committee may adopt rules for its own governance consistent with these Bylaws or with rules adopted by the Board.

**Section 5. Executive Committee**

There shall be no Executive Committee or any other Committee with authority to usurp the authority of the Association's Board or the ED.

**Section 6. Finance Committee.**

The Finance Committee, if any, shall consist of, at a minimum, the ED and Secretary/Treasurer. The ED may appoint any person he or she deems necessary to complete the charge of the committee. In the absence of a Finance Committee, the Board and ED shall constitute the entirety of the finance committee and the ED committee Chair. This committee shall be responsible for monitoring the financial status of the Association and reporting the financial status to the Board. The Finance Committee will do the following:

- a. At each annual meeting of the Board, report to the Board on the current financial condition of the Association.
- b. Insure the integrity of the Association's financial records by:
  - (i) Selecting bi-annually an independent accountant or firm to examine, upon ratification of the Board, the accounting records and financial statements of the organization;
  - (ii) Reviewing the results of the annual audit or review, as well as any recommendations pertaining to accounting practices, policies and procedures, and making appropriate recommendations to the Board;
  - (iii) Periodically reviewing the adequacy and effectiveness of the Association's internal systems of controls and financial reporting procedures and making reports about these reviews to the Board; and
  - (iv) Making any further investigations to inform itself as to the conduct of the Association's financial affairs.

**ARTICLE VII**  
**CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

**Section 1. Contracts.**

The Board may authorize the ED, or his or her agent, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 2. Checks. Drafts. Etc.**

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by the agent or agents of the Association as annually determined by resolution of the Board. Two signatures are required for all checks exceeding \$10,000.00. No check for more than \$10,000 is authorized unless approved in advance by an existing budget or other authorization of the Board.

**Section 3. Deposits.**

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

**Section 4. Gifts**

The Board or its designee may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association so long as the contribution, bequest or devise is consistent with the gift acceptance policy adopted by the Board. In the absence of a gift acceptance policy, the Board shall exercise due diligence in determining that acceptance of the contribution, gift, bequest or device is in the best interest of the Association and not in conflict with the mission statement of the Association.

**ARTICLE VIII**  
**BOOKS AND RECORDS**

The Association shall keep accurate and complete books and records of Association financial accounts as well as minutes of the proceedings of its Board and committees having any of the authority of the Board. All books and records of the Association may be inspected by any voting director, or his, her or its agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE IX**  
**FISCAL YEAR**

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December in each year.

**ARTICLE X**  
**INDEMNIFICATION**

**Section 1. Duty to Indemnify.**

a. The Association 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 Association) by reason of or arising from the fact that the person is or was a director, officer, employee or agent of the Association against costs and expenses (including attorney's fees) of the suit, action or proceeding, judgments, fines, and settlements actually and reasonably incurred in connection with the action, suit or proceeding if:

- (i) 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 Association and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, or
  - (ii) the person's act or omission giving rise to the action, suit or proceeding is ratified, adopted or confirmed by the Association or the benefit thereof received by the Association.
- b. 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 Association 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.

## **Section 2. Denial of Right to Indemnification.**

Subject to the provisions of Sections 5 and 6 below, defense and indemnification under Section 1 of this article automatically shall be made by the Association 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 1 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.

## **Section 3. Determination.**

The determination described in Section 2 shall be made:

- a. by the Board by a majority vote, or
- b. by independent legal counsel if a majority vote of disinterested directors elects to appoint independent counsel.

## **Section 4. Successful Defense.**

Notwithstanding any other provisions of Sections 1, 2 or 3 of this Article, but subject to the provisions of Section 5 below, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 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.

## **Section 5. Condition Precedent to Indemnification.**

Any person who desires to receive defense and indemnification under this Article shall promptly notify the Association 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 Chairperson of the Board of the Association at the principle office of the Association or, in the event the notice is from the Chairperson, to the Secretary/Treasurer of the Association. Notice need not be given when the Association is notified by being named a party to the action.

**Section 6. Insurance.**

The Board, in its discretion, may purchase errors and omissions 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 co-insurance requirement, or to any claims in excess of policy limits.

**Section 7. 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.

**Section 8. 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 Board, or otherwise. The purpose of this Article is adopt by reference application of Alaska Statutes AS 10.06.490, AS 10.20.011(14), and AS 10.06.490 or otherwise augment the same.

**ARTICLE XI**  
**SEAL; SHARES OF STOCK; LOANS**

**Section 1. Seal.**

The Association shall have no seal.

**Section 2. Shares of Stock.**

The Association may not issue shares of stock nor pay dividends or other distributions of value to any director, officer, or agent of the same.

**Section 3. Loans.**

No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. The Association may not make loans to its officers or directors.

**ARTICLE XII**  
**GENERAL POWERS**

The Association hereby incorporates as general powers of the Association all functions and powers conveyed to a non-profit Association pursuant to AS 10.20.011, as that section now exists or may hereafter be amended.

**ARTICLE XIII**  
**NON-DISCRIMINATION**

The officers, directors, association directors, committee members, employees and persons served by this Association shall be selected entirely on a nondiscriminatory basis without respect to age, sex, race, religion, national origin, or physical abilities.

**ARTICLE XIV**  
**STANDING RULES**

In order to comply with the specific provisions of these Bylaws, the Board may from time to time establish Standing Rules that will have the same force and effect as the Bylaws. Standing Rules may be amended or rescinded by the Board by majority vote.

**ARTICLE XV**  
**PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order, Newly Revised, shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order this Association may adopt.

**ARTICLE XVI**  
**WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Alaska Nonprofit Association Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

**ARTICLE XVII**  
**AMENDMENTS**

These Bylaws may be amended by a two-thirds majority vote of the Board present at any regular or special meeting properly held by the Board, provided notice of the proposed amendments has been given to all Member Directors in writing when notice of said meeting is given to each director.

*KNOW ALL PERSONS BY THESE PRESENTS:* That the undersigned Secretary/Treasurer of the Anchorage Community Sport Facilities Association does hereby certify that the above and foregoing Bylaws were duly adopted by the Board on the 30th day of March, 2021.

Secretary/Treasurer Board of Directors



Justin Marcum

Anchorage Community Sport Facilities Association