

Bylaws of Aquatic Foundation of Alaska, Inc. a Non-profit Corporation

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Preamble

These bylaws govern the operations of the Aquatic Foundation of Alaska, a nonprofit organization dedicated to promoting water safety, swimming education, and community health throughout Alaska, particularly for rural communities.

Article I: Name and Purpose

Section 1: Name

The name of the organization shall be Aquatic Foundation of Alaska, hereinafter referred to as "AFA."

Section 2: Purpose

AFA is organized exclusively for charitable, educational, and scientific purposes, including the promotion of water safety, swimming education, and community health, particularly for rural Alaskans. AFA shall operate as a nonprofit organization in accordance with section 501(c)(3) of the Internal Revenue Code.

Article II: Membership

Section 1: Membership Classes

AFA shall have the following classes of membership:

- Youth Members
- Adult Members
- Aquatic Ambassadors
- Competitive Team Members
- Support Members
- Staff Members

Section 2: Membership Eligibility and Dues

Membership eligibility and dues for each class shall be determined by the Board of Directors and may be updated periodically to reflect the needs and goals of AFA.

Section 3: Voting Rights and Methods

Only members of the Board of Directors in good standing shall be entitled to vote on each matter submitted to a vote of the members. Voting may be in person or through email.

Section 4: Membership Definitions and Powers

1. Youth Members

- Eligibility: Children and teenagers enrolled in swim school or the competitive team.
- Powers: Entitled to participate in youth-focused programs and activities. Youth members do not have voting rights.

2. Adult Member

- Eligibility: Adults enrolled in fitness and competitive swimming programs.
- Powers: Entitled to participate in adult-focused programs and activities. Adult members do not have voting rights.

3. Aquatic Ambassadors

- Eligibility: Rural Alaskans who have completed swim school and wish to teach others in their communities.
- Powers: Entitled to training and resources for community outreach. Aquatic Ambassadors do not have voting rights.

4. Competitive Team Members

- Eligibility: Youth and adults participating in the competitive swim team.
- Powers: Entitled to advanced training sessions and participation in competitions. Competitive Team Members do not have voting rights.

5. Support Members

- Eligibility: Individuals and organizations who support the AFA's mission but do not necessarily participate in programs directly.
- Powers: Entitled to receive regular updates on AFA activities, invitations to events, and recognition in publications. Support Members do not have voting rights.

6. Staff Members

- Eligibility: Individuals who are hired by AFA leadership team to support AFA's mission.
- Powers: Entitled to appropriate training and input to the CEO on matters of programming. Staff Members do not have voting rights.

Article III: Volunteers

Section 1: Role of Volunteers

Volunteers are individuals who contribute their time and effort to support AFA's activities and programs. Volunteers do not have voting rights unless they are also members of the Board of Directors.

Section 2: Volunteer Engagement

Volunteers may assist with events, programs, administrative tasks, and other activities as needed. They may receive training and recognition for their contributions.

Section 3: Volunteer Rights and Benefits

Volunteers shall be invited to volunteer appreciation events and may receive

other forms of recognition. They do not have voting rights unless they hold a membership that grants such rights.

Article IV: Board of Directors

Section 1: General Powers

The Board of Directors shall support and advise the CEO in managing the affairs of the AFA.

Section 2: Number, Tenure, and Qualifications

The number of directors shall be no less than seven. Directors shall be elected for two-year terms. There shall be no limit on the number of terms a director may serve.

Section 3: Election of Directors

Directors shall be elected by the affirmative vote of a majority of the Board of Directors members present at the annual meeting of the members. Ideally, 4-5 positions should terminate and require re-election every year i.e. the President, Secretary, and 1-2 directors being elected in even years and the Vice President, Treasurer, and 1-2 directors in odd years.

Section 4: Meetings

The Board of Directors shall hold regular meetings at least quarterly. Special meetings may be called by the President or any two Board of Directors.

Section 5: Quorum

A majority of the directors shall constitute a quorum for the transaction of business.

Section 6: Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall serve for the unexpired term of their predecessor.

Section 7: Compensation

Directors shall not receive any compensation for their services as directors. However, the Board may authorize reimbursement of expenses incurred in the performance of their duties.

Section 8: Conflict of Interest

The Board shall adopt a conflict-of-interest policy to ensure that all decisions made by the Board of Directors are free from any potential personal gain.

Article V: Officers

Section 1: Officers

The officers of AFA shall be a President, a Vice President, a Secretary, and a Treasurer. Three other directors will make up the rest of the Board of Directors. One officer or director will be designated as the President Pro-tempore. The Board of Directors may elect or appoint other members of the board as deemed necessary.

Section 2: Election and Term of Office

The officers and directors shall be elected annually by the Board of Directors at the first meeting following the annual meeting of members. Each position shall hold office until a successor has been duly elected and qualified. Financial participation is expected by all Board Officers and Directors.

Section 3: Removal

Any officer or director may be removed by the Board of Directors whenever in its judgment the best interests of AFA would be served thereby. Each officer or director must attend three out of the four quarterly meetings to be considered in good standing.

Section 4: Vacancies

A vacancy in any position because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: President

The President shall be the principal executive officer of AFA and shall supervise and control all of the business and affairs of AFA. The President shall preside at all meetings of the members and of the Board of Directors. One year prior to the end of the Presidents term of office, one member shall be designated as the President pro-tempore to aid in the transition of the office.

Section 6: Vice President

In the absence of the President or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 7: Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the addresses of each member; manage the formal fillings of all government licenses; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8: Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the AFA; receive and give receipts for moneys due and payable to AFA from any source whatsoever, and deposit all such moneys in the name of AFA in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Article VI: Committees

Section 1: Committees of Directors

The Board of Directors may create one or more committees, each consisting of two or more directors, to serve the Board. Committees may be designated as standing or ad hoc.

Section 2: Executive Committee

The Board of Directors may appoint an Executive Committee, which shall have the authority of the Board in the management of the business of AFA to the extent provided in the resolution creating the committee and except as limited by law.

Section 3: Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of AFA may be appointed by the President or by a majority of the directors.

Article VII: Contracts, Checks, Deposits, and Funds

Section 1: Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AFA, 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 evidences of indebtedness issued in the name of AFA shall be signed by such officer or officers, agent or agents of AFA and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3: Deposits

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

Section 4: Gifts

The Board of Directors may accept on behalf of AFA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of AFA and in such event must disclose to the Treasurer and CEO.

Article VIII: Books and Records

AFA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of AFA may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

Article IX: Fiscal Year

The fiscal year of AFA shall begin on the first day of August and end on the last day of July each year.

Article X: Indemnification

AFA shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law against expenses.

Article XI: Dissolution

The dissolution of AFA will require a vote of its Board of Directors. Upon the dissolution of the Boosters, and after paying or adequately providing for the debts and obligations of the Boosters, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which has established its tax-exempt status under section 501(c), or (e), (3) of the Internal Revenue Code.

Upon dissolution, any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5).