



***Special
Olympics***
Alaska

BYLAWS OF SPECIAL OLYMPICS ALASKA, INC.

**A NONPROFIT CORPORATION
ORGANIZED PURSUANT TO THE LAWS OF
THE STATE OF ALASKA**

Approved January 20, 2021

ARTICLE I

PURPOSE

The mission of Special Olympics Alaska is to provide year-round sports training and athletic competition in a variety of Olympic-type sports for children and adults in Alaska with intellectual disabilities, giving them continuing opportunities to develop physical fitness, demonstrate courage, experience joy and participate in a sharing of gifts, skills and friendship with their families, other Special Olympics athletes and the community.

The Corporation shall be structured and operated exclusively for this charitable purpose. The Corporation is not organized and shall not be operated for pecuniary gain or profit and it shall have no capital stock.

ARTICLE II

ADMINISTRATION

Section 1: The business of Special Olympics Alaska, Inc. (SOAK) shall be administered by the Board of Directors (“Board of Directors” or the “Board”), responsible for overseeing the effective management and direction of the corporation. The essential functions of the Board shall be policy making, assuring sound management, increasing public awareness of persons with intellectual disabilities, and active participation in the provision of necessary funds. The Board has ultimate responsibility to determine policies deemed to be necessary for the administration and development of Special Olympics Alaska, Inc., in accordance with its stated mission and purposes and consistent with the General Rules of Special Olympics, Inc. (“SOI”), its accrediting organization.

Section 2. Office. The principal office of this Corporation is located at 3200 Mountain View Drive, Anchorage 99501. The mailing address is the same. The Corporation may establish offices at such other places within the State of Alaska as the Board of Directors may from time to time determine as the Corporation may require.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January in each calendar year and shall end on the last day of December.

Section 4: Corporate Seal. The Corporate Seal of the Corporation shall be of a design as may from time to time be determined by the Board of Directors of the Corporation.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall be responsible for overseeing the effective management, direction and mission of the Corporation. It shall exercise corporate powers prescribed by the laws of Alaska. The Board has ultimate responsibility to determine policies deemed to be necessary for the administration and development of Special Olympics Alaska, Inc. in accordance with its stated mission and purposes and consistent with the General Rules of Special Olympics, Inc.

The Board shall provide for sound governance, fiduciary oversight and direction in achieving the mission of SOAK and shall ensure that SOAK maintains a sound strategic planning process, which enables goals and objectives to be reviewed annually.

Section 2: Number of Directors. The Board of Directors shall consist of a minimum of eighteen (18) and not more than twenty-one (21) members.

Section 3. Composition. The Board of Directors shall consist of at least one of each of the following: an expert in intellectual disabilities; a sports expert; a finance expert; a close family relation of a Special Olympics athlete, and; a Special Olympics athlete. All members of the Board of Directors should have a sincere desire to work for the purpose and mission of Special Olympics and be able to commit required time for Board service.

Section 4. Election Date. Election of new Directors or election of current Directors to an additional term shall occur at the Annual Meeting of the Corporation. Directors shall be elected by a majority vote of the Directors present at the meeting. If a vacancy occurs, or if the number of directors is increased by amendment to the bylaws, a director can be elected at any time to fill the vacancy or the new seat. Any person appointed or elected to fill a vacancy in the Board will hold office for the unexpired term of his or her predecessor in office.

Section 5. Term of Office. The term of each Director shall be two (2) years. The Board shall be divided as evenly as possible into two classes, with the terms of each class staggered. The directors in each class shall be elected in alternating years. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office. A directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors for a term of office which continues only until the next election of directors. In no case may a vacancy continue for longer than six months or until the next annual meeting of the members, whichever occurs first.. No Director shall serve more than three consecutive terms on the Board of Directors. After serving three consecutive terms, an individual is not eligible to serve on the Board of Directors for a period of one (1) year.

Section 6. Length of Service. Each Director shall serve until the expiration of his/her term, death, resignation or removal. If a Director resigns, the individual is not eligible to serve on the Board of Directors for a period of at least one (1) year from the next Annual Meeting. Employees

and Area Directors are not eligible to be elected to the Board of Directors for a period of one (1) year from the date of their resignation or termination.

Section 7. Annual Director Evaluation. The Board of Directors shall establish participation criteria for Directors. The Executive Committee will annually review the effectiveness and performance of Board Members and Board Committees and identify Director training needed, if any. Director's participation deemed to be ineffective shall be notified by the Chair.

Section 8. Removal From the Board. Any Director may be removed from the Board, with or without cause, by the affirmative vote of two-thirds of all Board Members provided that written notice of the proposed action has been provided to all Board members at least fourteen (14) days in advance. An action to remove a Director should be first brought before the Executive Committee by a Director, provided that the affected Director has been notified in writing at least seven (7) days before the Executive Committee meeting.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chair of the Board, Vice Chair, Immediate Past Chair, Secretary, Treasurer, and President, all of whom, except the Chair and President, shall be chosen by and from the Board of Directors at the Annual meeting after the election of Directors, to serve a term of one (1) year or until their respective successors are chosen and have qualified. Directors shall be elected by a majority vote of the Board Members present at the meeting, provided a quorum is established. Any officer may at any time be removed by a majority vote of the Board of Directors. In no case shall a person serve more than four (4) consecutive years in the same elected office.

Section 2. Chair: The Chair shall preside at all meetings of the Board of Directors and have general supervision of the affairs of the Corporation.

Section 3. Vice Chair: The Vice Chair will become the Chair at the next annual meeting after being elected to this position and serving a term as Vice Chair. In the case of the absence of the Chair or his/her inability to act, the Chair's duties shall be performed by the Vice Chair, who in this event, shall have and exercise all the powers of the Chair. The Vice Chair will be a member of the Executive Committee.

Section 4. Immediate Past-Chair: The Chair will become the Immediate Past-Chair after the completion of his/her term as Chair. The Immediate Past-Chair will be a member of the Executive Committee and will serve as the parliamentarian at meetings of the Board.

Section 5. Secretary: The Secretary shall be responsible for overseeing the Corporate records. He/she shall insure all notices of meetings of the Board of Directors and all others required by law are given. The Secretary shall be the custodian of all books, correspondence and paper

relating to the business of the Corporation, except those of the Treasurer. All books and records may be inspected by the Board of Directors.

Section 6. Treasurer: The Treasurer shall have oversight and responsibility of the finances of the Corporation. He/She shall insure full and accurate accounting of all receipts and disbursements of the Corporation. The financial records of the Corporation shall be open to inspection of the Board of Directors. He/she shall present to the Board of Directors at its Annual Meeting his/her report as Treasurer of the Corporation, and shall from time to time make such other reports to the Board of Directors as it may require.

Section 7. President/Chief Executive Officer: The President shall be the Chief Executive Officer of the Corporation. He/she shall be charged with administering all affairs of the Corporation and with implementing the policies and decisions of the Board of Directors and shall be accountable to the Board through the Chair. He/she shall appoint Vice Presidents subject to approval by the Executive Committee. He/she shall attend and may participate in all meetings or committees of the Board of Directors except when expressly excluded by the Board or committees.

Section 8. Additional Powers: Any officer of the Corporation, in addition to the powers conferred upon him/her by these Bylaws, shall have such additional powers and perform such additional duties as may be prescribed from time to time by said Board.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Time and Place. The Board of Directors shall determine the time and place of holding meetings of the Board and shall promulgate such rules as will provide for their proper conduct.

Section 2. Notice. Notice of regular, special and Annual Meetings shall be communicated in writing at least seven (7) days prior to the day such meeting is to be held.

Section 3. Date of Annual Meeting. The Annual Meeting of the Board of Directors shall be held no later than December 1 of each year for the purpose of electing Officers and Directors.

Section 4. Regular Meetings. In addition to its Annual Meeting, the Board of Directors shall hold regular meetings at least three (3) times each calendar year at such place as may be designated in the notice of the Meeting.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair of the Corporation, or in his/her absence by the Vice Chair, or upon receipt of the request therefor signed by three (3) or more Directors or by a majority of the full-time permanent paid staff of the Corporation.

Section 6. One vote. At all meetings of the Board of Directors each Director shall be entitled to cast one (1) vote on any question coming before the meeting.

Section 7. Proxy. There shall be no voting by proxy.

Section 8. Meetings Held by Telephone or Similar Telecommunications Equipment. Members the Board of Directors or its committees may participate in a meeting of the Board of Directors or such committees by means of a conference telephone or similar telecommunications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. Participation at a meeting of the Board by such authorized communications equipment constitutes presence at such meeting.

Section 9. Action By Members Or Directors Without A Meeting. Action required by this chapter to be taken at a meeting of the members or directors of a corporation, or action that may be taken at a meeting of the members or directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter or all of the directors. The consent has the same effect as a unanimous vote, and may be stated as such in articles or documents filed with the commissioner.

Section 10. Recorded vote. On any action taken by the Board of Directors with respect to any public issue, there shall be a recorded vote on demand of any two (2) Board Members present and voting. Any member shall have the right to have his/her vote recorded.

Section 11. Proceedings. “Robert's Rules of Order, Revised” shall govern the proceedings at all meetings of the Board of Directors unless the bylaws provide otherwise.

Section 12. Quorum. A majority of the number of directors fixed by these Bylaws constitutes a quorum for the transaction of business. .

ARTICLE VI

WAIVER OF NOTICE

Any Director of the Corporation is entitled to receive a written waiver of notice of each meeting of the Board of Directors. Any Director may waive this notice before, at, or after a meeting by filing such waiver with the Board Secretary who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

ARTICLE VII

COMMITTEES

Section 1. Structure. There shall be the standing committees specified in this Article, and special committees as the majority of the Board of Directors may from time to time establish for the

discharge of particular duties. They shall be given specific responsibilities and a deadline for completion, when appropriate, of their assigned duties. Except as provided in these Bylaws, the Board Chair and CEO shall be ex-officio members of all standing committees.

The Board of Directors at any time may combine or discontinue any standing or special committee for such time as may be determined, and the duties of any committee so discontinued shall be performed during such discontinuance by the Executive Committee. This may be done without the requirement of a change in the Bylaws. The Chair of each standing committee and a majority of its members shall be directors on the Board.

Section 2. Committee Meetings. Except as otherwise provided in this Article, all standing committees shall meet at least once annually, or more often as determined by the committee chair. Unless otherwise provided by the Board of Directors, a majority of the committee members serving on any committee shall constitute a quorum, and the acts of a majority of the members present at a meeting of any committee at which a quorum is present shall be the act of such committee. Committee chairs shall report to the Board with respect to the matters discussed and accomplished by their respective committees at the regular meeting of the Board following each committee meeting, and shall, whenever practicable, evidence such matters with written minutes of such meetings for review by the Board.

Section 3. Member Appointment to Committees

- (a) Unless otherwise directed by the Board or provided herein, the Chair and members of standing or special committees shall be appointed annually by the Chair of the Board of Directors. Unless otherwise specified in these Bylaws, the Chair, after consulting the CEO, will appoint the committee chairs and their committee members for ratification by a majority of the Board of Directors. The chair of each committee shall be a person from the Board of Directors, and each standing committee or special committee shall include at least two additional current directors on the committee, except where otherwise provided in this Article, and “Additional Persons”, not currently on the Board, may be appointed to such committees by the Committee Chair, subject to approval of the Board Chair and CEO or a majority of the Board of Directors.
- (b) The Members of the Board of Directors and Appointed Persons shall be the voting members of such committees; provided, however, that any voting rights granted to an Appointed Person under this Section will be limited to voting only at those committee meetings held in accordance with this Section. In no event will any limited voting right granted to any Appointed Person under this Section grant or give rise to any other rights, responsibilities or benefits afforded to a member of the Board of Directors.
- (c) The Committee Chair may with consent of the Board Chair, request that the CEO appoint a member of the administrative staff to serve as a liaison to assist the committee in the performance of its duties.

Section 4. Executive Committee

- (a) The Executive Committee (“Executive Committee”) shall be comprised of no more than five (5) voting members, all of whom shall be directors on the Board. The Chair shall

serve as the chair of the Executive Committee, and the Chair, Vice-Chair, Secretary, Treasurer, and Immediate Past Chair shall serve as members. Following the annual election of officers, a resolution shall be adopted designating the persons elected to the aforementioned offices as the members of the Executive Committee. The resolution must be adopted by a majority of the number of directors fixed in these Bylaws.

- (b) A majority of the members of the Executive Committee shall constitute a quorum. Special meetings of the Executive Committee may be called by the Chair or the CEO. The Executive Committee shall serve as the Personnel Committee of the Board. They shall review and recommend salary increases presented by CEO as part of the budgeting process, to the Board for adoption. They shall conduct a periodic evaluation of the CEO with input from the Board members.
- (c) Between meetings of the Board, the Executive Committee shall have general supervision of the administration and property of the Corporation, except that it may not act inconsistent with any previous resolution of the Board. The Executive Committee shall have and exercise such authority of the Board of Directors in the governance of SOAK as may be specified by the Board of Directors unless otherwise prohibited by the bylaws. The Executive Committee shall also have responsibility for oversight of the planning of the Corporation, including, but not limited to, the following areas: annual program goals and objectives, annual games and periodic review of these bylaws. Notwithstanding the foregoing, however, although the Executive Committee has been delegated broad powers by the Board and these bylaws, the primary purpose of the Executive Committee is to monitor the activities of the Corporation on behalf of the Board, and provide support and counsel to the director or CEO.
- (d) The Executive Committee shall also have responsibility for overseeing the planning process for SOAK, including policies affecting progress on annual program goals and objectives, personnel policies, salary and benefits, and annual bylaws review. Although the Executive Committee shall have broad powers delegated to it by the Board of Directors, except those reserved in these Bylaws for the Board of Directors itself, the Executive Committee should exercise such powers only rarely.
- (e) The Executive Committee shall provide reports to the Board of Directors at Annual and Regular Meetings.
- (f) The designation and appointment of any Executive Committee and the delegation of authority to it shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it, him or her by applicable law.

Section 5. Governance / Nominating Committee. The Governance / Nominating Committee (“Governance / Nominating Committee”) shall have a minimum of three (3) current directors comprised of one member of the Executive Committee and at least two Board members At-large, all of whom shall be Directors and shall be responsible for submitting nominations to the Board.

- (a) The Governance / Nominating Committee shall be accountable to conduct the regular review of the bylaws and bring recommended updates or changes to the Board of Directors for consideration.

- (b) The Governance / Nominating Committee shall present to the Board of Directors nominations for the Board of Directors for Officer and At-Large positions. The Committee shall furnish information relating to the background and qualifications of all such nominees at least ten (10) days prior to the Annual Meeting of the Board of Directors, or any meeting at which the election is to take place.
- (c) It is desirable that nominations to the Board demonstrate the cultural, ethnic, professional, gender and geographic diversity to represent the athletes who participate in the activities of the Corporation. Directors should be individuals who have demonstrated concern, through personal and professional activities, for the individuals who participate in Special Olympics.
- (d) The Governance / Nominating Committee shall also maintain a profile of the backgrounds of current Board of Directors members and annually review the effectiveness and performance of directors and particularly of those directors who are eligible for reelection.
- (e) The Governance / Nominating Committee shall be responsible for recording the attendance of directors and shall notify the Chair and the affected director when such director has failed to attend a majority of the Board meetings in any twelve (12) month period.
- (f) The Governance / Nominating Committee shall maintain a listing of potential Board candidates to include name, address, professional titles, if any, and basic qualifications.
- (g) The Governance / Nominating Committee shall develop and recommend policies for Board approval concerning the program of orientation for newly elected directors and on-going director training.
- (h) The Governance / Nominating Committee shall report to the Board of Directors at the Annual Meeting and otherwise as circumstances require.

Section 6. Finance Committee. The Finance Committee (“Finance Committee”) shall have a minimum of three (3) members and shall be responsible for oversight of the internal controls and the financial and accounting functions of the Corporation. This shall include, reviewing quarterly financial statements, monitoring insurance coverage and risk management for the Corporation, reviewing the performance of investments and policies concerning such investments and investment strategies, developing and recommending to the Board of Directors such policies as needed to insure financial stability and integrity, and reviewing Corporation’s annual operating and capital budgets under the direction of the Treasurer and director or CEO for recommendation to the Board for adoption. The Treasurer shall serve as the Chair and other members shall be Board members At-large.

Section 7. Audit Committee. The Audit Committee is established by the Board to assist the Board in fulfilling its fiduciary responsibilities to Special Olympics Alaska.

The Audit Committee (“Audit Committee”) shall be selected by the Board Chair in consultation with the CEO and are approved by the Board. The Audit Committee will have a minimum of three (3) members and not more than five (5) members, a majority of whom must not be Board members. The committee chair and at least one other committee member shall have significant professional financial experience. Each member shall be free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment. The Audit

Committee selects one of its members as Chair. The Treasurer can serve as a member of the Audit Committee but shall not serve as the Chair of the committee.

The Audit Committee shall be responsible for insuring the integrity of the Special Olympics Alaska's financial records by:

- (a) Selecting, subject to ratification by the Board, a firm of independent accountants to examine annually the accounting records and the financial statements of the organization;
- (b) Reviewing the results of the annual audit, as well as any recommendations pertaining to the accounting practices, policies and procedures, and making appropriate recommendations to the Board;
- (c) Periodically reviewing the adequacy and effectiveness of Special Olympics Alaska's internal systems of controls and financial reporting procedures and making appropriate recommendations to the Board;
- (d) Making any further investigations to inform itself as to the conduct of Special Olympics Alaska's financial affairs.

ARTICLE VIII

RULES AND REGULATIONS

Section 1. The Corporation, Board of Directors, employees, and volunteers will abide by all Special Olympics, Inc. policies and procedures (as written in the Special Olympics, Inc. General Rules).

Section 2. The Board of Directors shall have the power to make and adopt rules and regulations for the government of the Corporation and for the management of its property, which rules and regulations shall not be in conflict with the provision of the Articles of Incorporation or these Bylaws, nor inconsistent with the laws of Alaska or of the United States.

ARTICLE IX

INDEMNIFICATION

A Director, of this Corporation, whether or not in office, or the estates of such Director, shall be indemnified by the Corporation for the defense of, or in connection with 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), or appeals therein. The Corporation shall purchase and maintain directors' and officers' insurance for this purpose.

ARTICLE X

DISSOLUTION

In the event Special Olympics Alaska, Inc., is dissolved as a corporation within the State of Alaska and ceases to exist for the stated purposes and goals, said Certificate of Dissolution shall be filed with the Secretary of State in accordance with the statutes of the State of Alaska pertaining to the dissolution of a nonprofit corporation. Any assets shall be distributed and conveyed to Special Olympics Incorporated, a nonprofit, exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XI

AMENDMENT

These Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds of the Board of Directors, provided written notice thereof, setting forth the date, time and purpose of the meeting is given to all then duly qualified and elected Directors at least seven (7) days prior to the meeting. Bylaws will be reviewed at least every three (3) years.

In witness whereof, we, the members of the Board of Directors of this Corporation, have and do hereby adopt these Bylaws this ____ day of _____ in the year _____.

Chair

Vice-Chair

Immediate Past Chair

Secretary

Treasurer

I, _____, Notary Public, hereby certify that on the

_____ day of _____, 20__ personally appeared before me (list names)

who being by me first duly sworn, severally declare they are the persons who signed the foregoing document and that the statements therein contained are true.

_____ Notary Public in and for Alaska

My commission expires: _____