BYLAWS
OF
ALZHEIMER'S DISEASE RESOURCE AGENCY OF ALASKA, INC.

ARTICLE I

Names and Offices of the Agency

SECTION 1. **Name.** The name of the Agency is Alzheimer's Disease Resource Agency of Alaska, Inc. (the "Agency"), dba Alzheimer's Resource of Alaska, and dba Care Coordination Resource of Alaska.

SECTION 2. **Offices.** The principal office of the Agency shall be located in the Municipality of Anchorage in the State of Alaska. The Agency may have such other offices as the Board of Directors may determine.

ARTICLE II

Purpose

SECTION 1. **Purpose.** The purpose of the Agency is to further the goals of the Alzheimer's Disease Resource Agency of Alaska, Inc. in the State of Alaska through:

A. Educating and informing lay and professional people and interested agencies and groups.

B. Providing guidance and support for the people with Alzheimer's Disease and related Dementias (ADRD), their families and caregivers.

C. Encouraging and supporting research into causes, improved diagnosis, therapy, cures for and prevention of ADRD.

D. Advocating for the medical, social, psychological and financial needs of people with ADRD, their families and caregivers.

E. Coordinating referrals to home and community based services.

ARTICLE III

Directors

SECTION 1. **Powers.** Subject to the provision of the Articles of Incorporation and these Bylaws, the business and the property of the Agency shall be managed by its Board of Directors, which shall be legally and fiscally responsible for the Agency. The Board shall establish policies for the agency and hire a Chief Executive Officer to administer its policies.

SECTION 2. **Number.** The number of Directors of the Agency shall be determined from time to time by resolution of the Agency Board of Directors, but should be no less than seven, and no more than fifteen.

SECTION 3. **Election, Tenure and Term Limit.** Directors of the Agency shall be elected by the existing Board of Directors. Each Director shall serve for a term of three years to coincide with the fiscal years of the Agency. Terms should be staggered so that not all Directors' terms expire at the same time. No person, except for the president finishing a term, may serve as a Director of the Board for more than six consecutive years or two consecutive terms, whichever is less.

SECTION 4. **Qualifications.** Directors must have their principal residence or their principal place of business in the State of Alaska.

SECTION 5. **Resignation.** Any Director may resign at any time by filing a written resignation with the President.

SECTION 6. **Removal.** The Board of Directors may remove a Director from the Board by a vote of two-thirds of the remaining Directors, if in its judgment, the best interest of the Agency will be served. Absence from two consecutive meetings without notification to the Board President or failure to complete the annual board documents *(currently the Conflict of Interest & Board Financial Pledge and Commitment Forms)* would result in immediate removal.

SECTION 7. **Vacancies.** New Directors may also be elected by the Board of Directors during the fiscal year to increase the number of Directors serving on

the Board. The first term of a Director elected to fill a vacancy during the fiscal year shall be for the balance of his/her predecessor's term or in the case of no predecessor, shall be for the remainder of the current fiscal year plus two more fiscal years.

SECTION 8. **Meetings.**

A. **Regular Meetings.** Regular meetings of the Board of Directors shall be held quarterly during September, December, March & June at such a time and place as shall be determined by the Board. One meeting shall be designated as the annual meeting and scheduled to occur during the month of September.

At the June meeting the board shall:

1.) Elect Agency Directors from a slate set forth by the Governance Committee or by nomination from the floor.
2.) Elect Officers and a Board Member-at-Large to serve on the Executive Committee from a slate set forth by the Governance Committee or by nomination from the floor.
3.) Approve the budget for the following fiscal year.

The September meeting shall be designated as the annual meeting and the Board shall:

1.) Receive a corporate financial report of the Agency.
2.) Receive a corporate program report of the Agency.
3.) Approve budget revisions for the fiscal year.

B. **Special Meetings.** Special meetings of the Board of Directors shall be called by the President or upon written request to the Secretary, signed by at least one-fourth of the currently serving Directors. No business other than that stated in the notice of a special meeting shall be transacted at that special meeting.

C. **Open Meetings and Executive Sessions.**

1.) All regular and special meetings of the Board shall be open to the public with the understanding that the Board will close the meetings in executive session when items to be discussed are considered to be of a confidential nature. When meeting in Executive Session, the Board may include others as deemed

appropriate to the situation.

2.) The Board may proceed into Executive Session after the question of holding the executive session is determined by majority vote in open session. The subject to be discussed in executive session must be identified prior to voting on the question.

3.) No action may be taken by the Board in executive session.

D. **Quorum and Vote.** A majority of the Directors currently elected and serving shall be a quorum for each meeting. The act of the majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors. For purposes of a quorum, Directors shall be considered "present" either by physical presence or by remote participation.

E. **Rules.** The Board of Directors may adopt rules for its own governance not inconsistent with these Bylaws.

SECTION 9. **Notice of Meetings.**

A. **Annual Meeting and Regular Meetings.** Each Director shall receive written, telephonic, or electronic notice of each annual and regular meeting of the Board of Directors stating the time and place of the meeting. Agenda and materials for the board meeting should be provided to the board members seven days prior to the meeting date.

B. Special Meetings. Each Director shall receive at least 24 hours prior written, telephonic, or electronic notice of a special meeting of the Board. Notices of special meetings shall state the time, place and agenda of the meeting.

C. **Waiver of Notice.** Whenever any notice is required to be given to any Director under these Bylaws or by law, a written waiver thereof, signed by such Director, shall be deemed equivalent to the giving of such notice.

ARTICLE IV

Officers

SECTION 1. **Officers.** The Officers of the Agency shall be President, Vice President, Secretary, and Treasurer. Unless precluded by law, any two offices may be held by the same person.

A. **President.** The President shall be the principal Officer of the Agency and shall supervise all ~~of~~ the business and affairs of the Agency. He or she shall preside at all meetings of the Board of Directors. He or she shall be responsible for directing committees to accomplish various tasks. He or she may execute with the Secretary or any other proper Officer of the Agency authorized by the Board of Directors any contracts, or other instruments which the Board of Directors may have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Agency. The President, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

B. **Vice President.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform all of the duties of the President, and when so acting, shall have all the powers of and shall be subject to all of the restrictions upon the President. The Vice President shall be the Chairperson of the Governance Committee and perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

C. **Secretary.** The Secretary shall ensure that minutes of the meetings of the Board of Directors are kept in one or more books provided for the purpose. The Secretary shall see to it that all notices of meetings are given in accordance with the provisions of these Bylaws or as required by law and shall in general perform all of the duties incident to the office of secretary and such other duties as may from time to time be assigned by the President or the Board of Directors.

D. **Treasurer.** The Treasurer shall have co-signatory responsibility on corporate accounts. He or she shall ensure that an annual audit is performed and see that all audit reports and management reports are submitted to the full Board. The Treasurer will chair the Finance Committee. At each regular and annual meeting of the Board of Directors, and at such other times as may be requested by the Board, the Treasurer shall present a full report and statement of the financial affairs of the Agency and shall report on Finance Committee activities.

SECTION 2. **Election and Term of Office.** The Officers of the Agency shall be members of the Board of Directors and shall be elected by the Board at the June meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office concurrent with the fiscal year. The term of president shall be two years, and the term of all other officers shall be one year. Officers may be elected to consecutive terms for as long as they are eligible to serve on the board.

SECTION 3. **Removal.** Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Agency would be served thereby. Such removal shall be by vote of two-thirds of the Directors.

SECTION 4. **Vacancies.** Any vacancy in any office because of death, resignation, removal, disqualification or other inability or unwillingness to act, may be filled by the Board of Directors for the unexpired portion of the Officer term at any meeting of the Board.

ARTICLE V

Committees

SECTION 1. **Board Committees.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each consisting of two or more Directors, to assist the Board of Directors in the management of the Agency to the extent provided in said resolution. The designation of such committees and the delegation thereto of authority shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law. Members of such

committees shall be appointed by the President. By delegation and/or acceptance of the President, Agency staff and/or volunteers may serve on Board Committees.

SECTION 2. **Standing Committees.** To assist the Board of Directors in carrying out their functions and responsibilities, the following standing committees shall be established: Executive, Finance, and Governance.

A. The **Executive Committee** shall consist of the Board President, Vice President, Secretary, Treasurer, and a Board Director Member-at-Large elected to serve in this capacity. They shall serve until the next election of Officers.

1.) This committee shall have the exercise and the authority of the Board of Directors in the management of the Agency and shall review the performance and prepare an annual review of the Chief Executive Officer and present a report thereof to the Board of Directors. All actions taken by the Executive Committee on behalf of the board shall be reported back to the board at the next regular meeting. The Executive Committee shall not have the authority of the Board of Directors in the following matters:

a.) Amending, altering or repealing the Bylaws.

b.) Electing, appointing or removing any member of the committee or any Director or Officer of the Agency.

c.) Adopting a plan of consolidation with another Agency.

d.) Authorizing the sale, lease, exchange or mortgage of any property and assets of the Agency.

e.) Authorizing the voluntary dissolution of the Agency or revoking proceedings therefore.

f.) Adopting a plan for the distribution of the assets of the Agency.

g.) Amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

2.) Meetings of the Executive Committee shall be held at the call of the Chairperson or upon request of two members. Appropriate notice of such meeting shall be given to each member.

3.) All vacancies on the Executive Committee shall be filled by the Board of Directors without undue delay at its next regular meeting,

or a meeting specifically called for that purpose.

4.) A quorum of the Executive Committee shall consist of three members, and the affirmative vote of the majority of all members present shall be required for the approval of any action.

5.) All Executive Committee members shall be subject to removal at any time by a vote of two-thirds of the remaining Directors.

B. The **Finance Committee** shall be chaired by the Treasurer and shall have specific responsibility to monitor the finances of the agency including, but not limited to, budget, revenue & expenditures, audit, and investment activities.

C. The **Governance Committee** shall be chaired by the Vice President and be responsible for Board development and governance, including recruitment, screening, nomination, and development of new Board members; nomination of Board Officers; and review of Corporate Bylaws and Board adherence to Bylaws. The Governance Committee shall also monitor the legal compliance of the agency and bring to the board recommendations for board and organization policies.

SECTION 3. **Ad Hoc Committees.** Special Ad Hoc Committees of the Board may be appointed by the President. These committees shall be time limited and issue oriented. Termination of committee action shall be at the discretion of the Board President.

SECTION 4. **Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Directors and until his or her successor shall be appointed, unless the committee shall no longer be required or such member shall cease to qualify or be unable to serve as a member thereof.

SECTION 5. **Chairperson.** Unless provided for otherwise by the Board or these Bylaws one member of each committee shall be appointed Chairperson by the President.

SECTION 6. **Resignation.** Any member of any committee may resign at any time by filing a written resignation with the President.

SECTION 7. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as the original

appointments.

SECTION 8. **Committee Meeting Notes.** Each committee shall keep regular notes of its actions. Each committee must provide to the Chief Executive Officer a copy of the committee meeting notes that shall be retained at the central office.

ARTICLE VI

Members

SECTION 1. **Classes of Members.** The Agency shall have the following classes of members.

A. Class A members shall be the currently elected Board of Directors.

B. Class B members shall be the Chief Executive Officer and the Agency Managers reporting to the Chief Executive Officer.

C. Class C members will be:

1) Former members of the board in good standing,
2) Community members that served on current and prior board committees,
3) Any community member who has supported the organization financially in the current fiscal year,

SECTION 2. **Voting Rights.** Class A members shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 3. **Termination.** The Board of Directors may suspend or expel a member from the Corporation for good cause. Employee members shall be automatically terminated upon leaving the employment of the agency.

SECTION 4. **Resignation.** A Class C member may resign from the Agency by submitting a written resignation to the Secretary. The resignation need not be accepted by the Agency to be effective.

SECTION 5. **Rights and Privileges of Membership.** Members have the following rights and privileges:

1) Invitation to the annual meeting, special membership meetings and special events,
2) Appointment to committees of the Board,
3) And subscription to the newsletter, special announcements, and the annual report.

ARTICLE VII

Fiscal Affairs and Contracts

SECTION 1. **Fiscal Year.** The fiscal year of the Agency shall be July 1 to June 30.

SECTION 2. **Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the Agency, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Agency and such authority may be general or confined to specific instances.

SECTION 3. **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Agency, shall be signed by such Officer or Officers, agent or agents of the Agency and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President.

SECTION 4. **Deposits and Investments.** All funds of the Agency shall be deposited or invested to the credit of the Agency with such appropriate institutions as the Board of Directors may resolve.

SECTION 5. **Gifts and Grants.** The Agency Board of Directors may accept on behalf of the Agency any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Agency in accordance with the fiscal Policies and Procedures of the Agency.

SECTION 6. **Gaming Proceeds.** Upon the dissolution of the organization, the disposition of net proceeds from charitable gaming conducted under AS 05.15,

will go to a charitable organization as defined at AS 05.15.690(5) or another qualified organization that is authorized to conduct an activity under AS 05.15.

ARTICLE VIII

Seal

If required by law, the Board of Directors shall provide a corporate seal in the form of a circle with the name of the Agency and the words "Corporate Seal" inscribed thereon.

ARTICLE IX

Conflicts of Interest

SECTION 1. **Duties of Directors and Officers.** Each Officer and Director of the Agency shall, in the course of his or her duties on behalf of the Agency, act with strict loyalty and fidelity to the best interests of the Agency, exercise the utmost good faith in all matters and transactions involving the Agency, and adhere to the highest ethical standards of fiduciary duty as an Officer or Director of the Agency.

SECTION 2. **Conflicts of Interest.** Each Officer and Director of the Agency shall endeavor to avoid to the best of his or her ability any situation that may result in a compromise of his or her duty to the Agency. Each Director and Officer should avoid an opportunity to influence the Agency's business or other decisions that may lead to personal gain or advantage of any kind. Each Director and Officer shall endeavor to avoid even the appearance of a conflict of interest that may have an adverse effect on the Agency.

SECTION 3. **Disclosure of Conflicts and Potential Conflicts.** All material facts concerning any situation that might be viewed as a conflict shall be disclosed to the Board of Directors by the Officer or Director. Where doubt exists regarding whether a conflict exists or appears to exist, the matter shall be resolved by a vote of the Board of Directors, without counting the vote of any interested Director.

Each year every Officer and Director shall file a Disclosure Statement with the

Board of Directors that lists (1) any outside employment or consulting work that could constitute a conflict and (2) any Board membership or affiliation with other organizations that could constitute a conflict. Each Director and Officer shall provide additional written disclosures to the Board if additional material financial or other beneficial interests develop and if any potential conflict of interest develops. The Disclosure Statement will contain Agency conflict of interest policy.

SECTION 4. **Approval of Transactions Involving a Conflict of Interest.** No Officer or Director may take part in any decision or action by the Agency which would directly or indirectly benefit such Officer or Director or any relative, business partner, or organization with which any of the foregoing has a formal relationship. Such Officer or Director may **not** be present during or participate in the discussion **and** may not influence or take part in the decision regarding the matter under consideration.

ARTICLEX

Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted with the prior written approval of the Alzheimer's Disease Resource Agency of Alaska, Inc. by a two-thirds majority of the members of the Board of Directors. Proposed amendments to the Bylaws shall be sent in writing to all Directors not less than thirty days prior to the meeting at which such amendments are to be considered.

We have executed these Bylaws on this 28th day of May, 2025.

Board President: Darrell W Brown Sr.
Print Name

Board President:  Date: 5/28/25
Signature