



## **ALASKA DIVISION ACC SPECIAL MEETING November 12th, 2024 at 6pm AKT**

*In attendance: Tasha Foster (ACC), Amy Guse (ACC), Julie-Pierre Leclerc (ACC), Jheren Svoboda (ACC), Mary Thomas (ACC), Conor McDonald (ASC), Reini Neuhauser (FSC), Kevin Stell (JSC), Conor Lynch (HART), Luke Clement (Arctic Valley)*

The purpose of this special meeting is to address the Alaska Division ACC bylaws in the pursuit to gain 501 ©3 title and restructure the BOD

Agenda approval.

motion - Luke Clement

second - Julie LeClerc

Approved with no discussion.

Bylaw Review & Discussion

- Welcome and Introduction
  - Opening remarks and meeting purpose
- Brief review of objectives for bylaw revision
  - Discussion on why having formalized bylaws is crucial for our organization's structure, governance, and compliance
    - *Bylaws for a nonprofit organization establish the rules and procedures for how the organization operates. Bylaws help guide and protect the board, prevent conflicts and disagreements, and enhance governance and responsible management.*
    - *Nonprofit bylaws are legally required in Alaska and bylaws are required to file for 501(c)(3) status with the IRS in Alaska. It is not a federal requirement but a state requirement. However, we are not required to file our bylaws with the State.*
    - *Bylaws in the State of AK are required to have the following:*
      - *Board meeting schedule*
      - *Voting and quorum procedures*
      - *Electing and removing board members or officers*

- *Compensating members*
  - *Serving or receiving legal notices*
  - *Dealing with conflicts of interest*
  - *Keeping accounting and meeting records*
  - *Amending bylaws*
  - *Dissolving the nonprofit*
- *Introduction of Lara Hildreth, contracted to draft the bylaws*
  - *Hired by the AK Division on May 10 to prepare the following documents:*
    - *AK Division Revisions Charter Task Outline*
    - *AK Division Manager Job Description, Classifieds Posting and Interview Questions*
    - *AK Division Affiliation Agreement*
    - *AK Division Bylaws*
  - *Completed all documents and items contained within the Task Outline by the deadline of September 1.*
- *Lara's insights on the process and key considerations for drafting bylaws*
  - *First revision to the bylaws went under legal review on June 27.*
  - *Draft of the bylaws, affiliation agreement and organization structure were presented to the ACC in early July.*
  - *Second round of revisions were incorporated and sent back to the ACC in mid August after Boda joined the Board.*
  - *In late September Boda sent another round of revisions to the bylaws but those revisions were not done in track changes because of technical difficulties with the platforms he was working from. I took the new bylaws and compared them line for line with the document I sent in August and put all of Boda's edits in track changes (under my name which is embedded on my computer). That document was sent back out to the Board for edits and comments. This is the document we are now working from, both with and without the edits in track changes. Comments have been preserved in both documents.*
  - *This has been a long and wonky process, but I think we are nearing the end.*
  - *Keep in mind as we review the bylaws, there is a fine balance between too vague and too hyper specific. Any google search will tell you that bylaws should not be vague. But any legal counsel will tell you that bylaws need to be more vague than less for a reason. Failing to follow your own bylaws can lead to liability issues and adverse legal consequences for the nonprofit and its directors. However, there are certain sections that need more detail for the protection of the organization and its members. Knowing the difference is key and that's why we have legal review. Each of the sections we review tonight, look at them with the question of intent, oversight and follow through and the resources necessary to*

*perform those actions. What is the end goal? Is it written to protect the organization and its members and do we intend to follow it?*

- Bylaws are required by the State of Alaska.
  - Gives guidance to go by as an organization.
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- Presentation of initial bylaw draft (led by Lara)
    - Review proposed changes
      - Pros and cons of each
    - Discussion of proposed suggestions and add to rough draft of bylaws if necessary
      - Lara started a task line of things that needed to be addressed by the Board. First up was the hiring of the Divisional Manager and the interview process and questions. Which included the job description to post.
      - Made minor edits to the affiliation agreement. This template was pretty rock solid and didn't need many adjustments as the intent of the document was clear. The last thing to add to this agreement is only to add the new PO Box.
      - Organizational Structure Document was next. It has been pretty well accepted by the board with no changes. This outlines the roles of committees and chairs. This one is meant to be a living document and can change as the Board changes or evolves.
      - Bylaws was the last large piece that needed to be redone. Lara believes we are closer than we all feel. You want a good balance between vague and hyper specific. An attorney would guide that you need them specific enough that they are a guiding principle, but not very specific that there is no room for interpretation.
      - Everything was completed by Sept. 1.
  - Open floor for feedback, questions - REVIEW OF BYLAWS
    - The Alaska Division and the ACC (Alpine Competition Committee - any disciplines under Alpine) have been used interchangeably for years. All skiing divisions in Alaska include Nordic, Alpine, SkiCross & Freeride. All fall under USOPC, but had different governing bodies.
    - ACC has been replaced with Alaska Division since the ACC was a committee. Committees belong in the organizational document. These do not belong in the Bylaws to be governed under the Bylaws as committees are formed to meet the need at the time that you need them. Not be locked in under Bylaws.
    - VOTE NEEDED: Using "Alaska Division" as the name instead of "Alpine Competition Committee"
    - Everyone on the "Board" is considered a Director.
    - Jumping to Section 6.02 of Bylaws
      - Proxy Votes - these are set at the beginning of the season. A proxy vote can change throughout the season at any meeting, if a proxy leaves. This will live in the Organizational Structure Document.
      - The ineligibility under 6.02 is discussed.

- Suggested to remove the “or a period of probation” - Noting to remove and go back to mirror what US Ski and Snowboard says.
- 6.03 - Selection Process.

Make sure everyone is OK with the minor edits. No discussion.

- 6.04 - Terms of Office
  - Biggest discussion is around term limits for Directors. Adding a sentence about designation or election of new members and officers under the annual meeting section (7.02) Election Language.
  - Rewriting this to be a bit more concise and ensuring that the organizational structure document is updated with members and officers.
- 6.06 - Voting
  - The only thing added was “member at large”
  - No disagreement.
- 6.08 Removal
  - Should we be more specific or keep generic like US Ski and Snowboard.
  - Mary: 30 days is too long. If they for some reason had access to bank accounts for example, you want to be able to remove the quickly if needed.
  - Goal of this section is fair process. Requires due notice and the ability to respond.
  - Add in due process and case by case basis language. Get rid of the 10 days and 30 days notations.
- 8.02 Removal (of the Divisional Manager)
  - Need to add back in language about the Divisional Manager employee contract. Employee removal.
  - Members can be removed from being an officer, but not removed from the board.
- 9.01 Divison Manager
  - Change to say “two officers”
- Clarification on Voting Members
  - Review of who constitutes voting members within the organization
  - Open floor for comments or questions to ensure clarity and understanding among attendees
- Final Discussion
- Next steps for finalizing and approving the bylaws
  - deadlines for feedback and subsequent reviews
    - Lara would like to send to legal by Friday, Nov. 15.
    - Will send back to Boda as soon as legal has released.
  - Send rough draft to legal for review
  - Implement changes and review by ACC members

- Set follow up special meeting or line item at next ACC meeting

Discuss at next meeting, Dec. 9 at 6pm.