

# **KIN SUPPORT PROGRAM – HAA YAITX’U SAIANI**

## **Bylaws**

### **ARTICLE I – NAME**

The name of the corporation shall be Kin Support Program - Haa Yatix’u Saiani, sometimes referred to in these bylaws as the Program.

### **Article II – GOALS & OBJECTIVES**

#### **Section 1. Purpose**

The Program is organized as a domestic non-profit corporation, operating exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. Specifically, the program provides social services designed to support healthy family development, improve the family’s ability to resolve problems, and prevent the need for unnecessary placement of children in settings outside the family. The program’s focus will be serving relatives caring for children outside the formal foster care system through an array of legal, financial, educational, and therapeutic supports.

#### **Section 2. Vision**

When a parent is struggling, children will be able to thrive under the care of extended family, given the right mix of supports designed by the family.

#### **Section 3. Activities and Objectives**

The Program will engage in the following activities to accomplish its objectives of child safety and extended family stability:

1. Outreach to extended families caring for children through educational, health, and social service providers;
2. Listening to families to understand their needs;
3. Connecting families with services and benefits to help stabilize the home and each child’s sense of security;
4. Encouraging healthy family contact and connection when that is safe, even when children and parents are in separate households ; and
5. Steering families away from formal government child welfare systems, which carry the risk of family and cultural separation.

## **ARTICLE III –BOARD OF DIRECTORS**

### **SECTION 1. Board Authority**

The authority of the Program shall be vested in the Board of Directors. The Board is responsible for the financial health, management, public image, and property of the Program. The Board will consist of at least three and no more than six members.

### **Section 2. Board Member Duties**

Duties of the Board members shall be:

- A. To interpret and enforce the provisions of the Articles of Incorporation and bylaws of the Program.
- B. To support changes and improvements in the child welfare system and programs designed to support family health and safety outside of the child welfare system.
- C. To cooperate with other organizations which have similar objectives in whole or in part of those of the Program.
- D. To nominate and ratify a Board member to fill any unexpired or vacant office.
- E. To review recommendations of Program staff to hire personnel to further the work of the Program and establish process to do so in policy and procedure.
- F. To formulate such rules and regulations that the Board deems essential to the interests and objective of the Program.
- G. To help maintain the financial health and public image of the Program.

### **Section 3. Officers**

The elected officers of the Board shall be the President, Vice-President, Treasurer and Secretary. Officers shall jointly be responsible for supervision and oversight of personnel matters, when applicable, and for the management, public image and property of the Program.

### **Section 4. Officer Qualifications**

Qualifications for nomination to be an officer include:

- 1. For President, proven leadership qualities and basic knowledge of Alaska's Nonprofit Corporation Act.
- 2. For President and Vice-President, knowledge of the State of Alaska child welfare system and the Indian Child Welfare Act.
- 3. For Vice-President, the ability to assume the President's duties in the President's absence.

4. For Treasurer, a working knowledge of contracts and grants, and experience working with program budgets over \$50,000.
5. For Secretary, experience producing minutes and basic computer knowledge.

## **Section 5. Officer Duties**

- A. The President's duties and responsibilities include:
  1. Preside at all regular, special or called meetings of the Board, executive committee and the general membership.
  2. Be responsible for the general management and supervision of the affairs and operation of the Program.
  3. With the elected Treasurer, sign all contracts on obligations authorized by the Board of Directors.
  4. Cast the deciding vote in the event of any tied issue at the Board of Directors or general membership meetings.
  5. Officially and publicly represent the Program.
  6. Perform such other duties as provided by these bylaws or as commonly appertain to the office of President.
- B. The Vice President shall:
  1. Perform the duties of the President when the President is absent or otherwise unable to serve.
  2. Perform other such duties as delegated by the President.
- C. The Treasurer shall:
  1. Be responsible for oversight of the Program's financial reports submitted by the Program's financial staff/independent contractors.
  2. Be responsible for all disbursement of funds as authorized by the Board of Directors.
- D. The Secretary shall:
  1. Keep all the records of the Board of Directors' meetings and general membership meetings.
  2. Submit to the President, members of the Board and those others the President might designate, a copy of minutes taken.
  3. Perform such other duties as provided by these bylaws or as commonly appertain to the office of Secretary.

## **Section 6. Nominations and Election**

### **A. Election Process**

The initial selection of the Board will be by the Co-directors of the Program. Thereafter, the Board members will hold elections for new and returning members, and for officers, at the first meeting of the calendar year. The candidate for each office receiving the plurality of Board votes cast shall be elected to that office.

### **B. Term of Office**

The term for Board members shall be for two years.

### **C. Vacancies**

Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors will be filled by the affirmative vote of the majority of the Board. A Board member elected to fill the vacancy shall be elected for the unexpired term of their predecessor in office.

### **D. Resignation**

A Board member may resign at any time by filing a written resignation with the President of the Board.

### **E. Removal**

The Board may remove any officer or member for cause by two-thirds (2/3) vote of all other members, at any regular or special meeting of the Board, provided that a statement of the reasons shall have been mailed by Registered Mail to the Board member proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Board member shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

## **ARTICLE IV – BOARD MEETINGS**

### **A. Timing**

The Board of Directors shall meet no less than quarterly. At least one meeting per year must be in person at such location and time as the Board shall

determine. The Board may, without meeting together, transact business by electronic methods or mail at the discretion of the President. The Board shall also meet at the call of any member having the written request of two (2) additional members. Officers shall decide the time, method and location of any additional called meeting within 30 days.

B. Notice of meetings

Notice of membership meeting shall be sent to the members, by mail or electronic mail, by the secretary or President's designee at least fourteen (14) days prior to the meeting.

In the event a political, national, or environmental crisis renders the Board of Directors unable to conform to a location or timeline requirement set forth in the Bylaws, then the Board of Directors shall meet at a regular or special meeting to change the requirements specified in the Bylaws. Such change will be for the specific date or location that is affected and will not create a change to the Bylaw requirements in the future. A two-thirds (2/3) majority vote of the members present at the meeting where a quorum is established will be needed to make the change necessary for the circumstances and to meet the intent of the Bylaws.

C. Non-Meeting Transactions

The Board may, without meeting together, transact business by mail or electronic mail by voting upon proposed Program resolution/position statements.

D. Quorum

The Board of Directors shall have a quorum when one-half (1/2) plus one of its members is present.

Except as otherwise specially provided by law, the Articles of Incorporation or these bylaws, a simple majority of those members present and entitled to vote shall carry the question at any Board meeting. Members shall not be permitted to vote by proxy.

E. Procedure

All meetings shall be conducted in accordance with the current edition of Robert's Rules of Order, Newly Revised.

## **ARTICLE V – AMENDMENT OF BYLAWS**

Proposed bylaw amendments from members must be submitted in writing to the President for consideration by the Board. The bylaws may be added to, amended or repealed, in whole or in part, by a two thirds (2/3) majority vote of members present at any regular or additional called meeting, where quorum has been established, provided notice of the intent to add to, amend or repeal the bylaws in whole or in part has been sent to each member, by electronic mail or mailed to the address on file with the Program office, at least thirty (30) days prior to the scheduled meeting.

## **ARTICLE VI – POLICY**

### **Section 1 - Nondiscrimination**

The Program shall be self-governing, nonprofit, nonpartisan and nonsectarian, and shall not discriminate against any person on account of sex, race, ethnicity, national origin, color, religion, sexual orientation, gender identity, or disability.

### **Section 2 - Funding**

The Program shall solicit and receive funds for the accomplishment and furtherance of these bylaws.

### **Section 3 – Avoidance of Conflict**

The Program shall not engage in any activities or exercise any powers that are contrary to law or to the primary purposes for which this Program was formed.

The Board and its members will abide by the following procedures to avoid an actual or perceived Conflict of Interest:

1. A Board member shall disclose all conflicts of interest and may not act in matters in which they have a substantial and material conflict of interest.
2. A Board member shall be considered to have a conflict of interest if they or a member of their immediate family:
  - a. has an economic interest in a transaction which is the subject of proposed action by the Program and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the Program;
  - b. is a member or holds a significant interest in another entity that is the

subject of the proposed action by the Program;

- c. is a member of the Board of Directors (or other governing body), or an officer or manager of another entity that is the subject of the proposed action by the Program; or,
  - d. 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 Program.
- 3. A Board member does not have a Conflict of Interest where the interest of the Director or their immediate family is no different than that of other members.
  - 4. When a Board member has a potential Conflict of Interest, the member shall notify the Board before the Board considers the matter with respect to which the actual or potential conflict exists, of all material facts concerning the nature of the Conflict of Interest. The existence of a Conflict of Interest shall be recorded in the minutes of the meeting of the Board.
  - 5. The Board shall determine if a particular member has a substantial and material Conflict of Interest under this Section. The issue shall be voted on by the members who do not have a Conflict of Interest on the matter to be considered. The member with a Conflict of Interest shall not participate in the discussion of the conflict and shall abstain from voting on the issue of the conflict and shall leave the member meeting while the disinterested members discuss and vote on the conflict. However, the member may be counted in determining the presence of a quorum at the meeting at which the Board of Directors considers the matter giving rise to the conflict.

#### **Section 4 – Fiscal Year**

The fiscal year shall be October 1 until September 30. The Board may review and revise the determination of a fiscal year to as needed to further the best interest of the Program.

#### **ARTICLE VII – COMPENSATION**

No Board member or their immediate family members shall profit from, enter into a contractual agreement for profit with or receive salary from the Program while serving as a Board member. Coverage of reasonable expenses for attending board meetings is not considered compensation under this Article.

#### **ARTICLE VIII – DISSOLUTION**

Upon the dissolution of the Program, all assets and property of the Program will be disbursed with payment being made to creditors and all remaining assets distributed for one or more

exempt purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), i.e. other nonprofit Foster, Kinship, or Permanent Parent Organizations.

However, if the named recipient is not in existence or is no longer a qualified recipient, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c) 3 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

The Program will abide by all record retention requirements as required by state and federal law.

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