

# Kodiak Reentry, Inc. Bylaws

## ARTICLE I: NAME & PURPOSE

### Section 1. Name:

The name of this corporation is Kodiak Reentry, Inc. located in Kodiak, Alaska.

### Section 2. Purpose:

Kodiak Reentry, Inc. is committed to improving the lives of previously incarcerated individuals (*further to be referred to as "participants"*). Kodiak Reentry, Inc. supports participants by providing reentry assistance through organizational programs, services, community resources, advocacy, as well as community outreach and education.

#### A. The purposes of this corporation are:

1. To promote the welfare of participants in the home, businesses and workplaces, places of worship, and throughout all aspects of the community;
2. To provide reentry programs, services, and referrals to participants in an effort to reduce recidivism and relapse rates in the community;
3. To advocate for laws that further support participants with the issues and obstacles they face in relation to recidivism and relapse;
4. To promote collaboration and engagement with the community and community partner agencies and organizations in creating wrap around programs and services for participants.

## ARTICLE II: BASIC POLICIES & PRINCIPLES

### Section 1. The following are the basic policies & principles of Kodiak Reentry, Inc.:

- A. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- B. The organization shall work collaboratively with the community at large to provide quality programs and services to participants.
- C. The organization shall maintain a commitment to inclusiveness, equity, and professional expertise. These shall be the guiding principles for service in the organization.
- D. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in **Article I** hereof.
- E. The organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
- F. The organization of members in their official capacities shall not, directly or indirectly, participate or intervene (*in any way, including the publishing or distributing of statements*) in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

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## ARTICLE III: MEMBERSHIP

### Section 1. Membership Eligibility:

Kodiak Reentry, Inc. shall have members. Any natural person may become a member of the corporation by paying the specified annual membership fee and subscribing to the purpose and mission of the corporation. The initial members of Kodiak Reentry, Inc. shall be the initial board of directors.

### Section 2. Membership Year:

The membership year shall commence each year on the first (1<sup>st</sup>) day of January and memberships shall expire each year the thirty-first (31<sup>st</sup>) day of December with the exception of lifetime members whose memberships do not expire.

### Section 3. Participation:

Only current members of Kodiak Reentry, Inc. for the current membership year are eligible to participate in the business and governance of the corporation .

### Section 4. Membership Classes & Dues:

The annual membership dues and membership structure for various levels of support for Kodiak Reentry, Inc. shall be determined by the Kodiak Reentry, Inc. board of directors and reevaluated at least every five (5) years to encourage community membership and support. Each member shall have one vote.

### Section 5. Authority of Membership:

The membership of the corporation shall have authority to elect directors and to vote on any proposal of merger, consolidation or dissolution of the corporation .

## ARTICLE IV: MEETINGS OF THE MEMBERSHIP

### Section 1. Annual Meeting:

An annual meeting of the membership shall be held in the fourth (4th) quarter of each year for the purpose of electing directors (*if the directors were not elected by other means*) and for the transaction of any other authorized business of the membership.

### Section 2. Special Meetings:

Special meetings of the membership may be called by the president of the board of directors, a fifty-one (51%) majority of the board of directors, or by not less than ten percent (10%) of the current membership.

### Section 3. Place of Meeting:

The board of directors may designate any place, either within or outside of the State of Alaska, as the place of meeting for any annual or special meeting. If the board of directors does not designate a location, then the place of meeting shall be the registered office of the Kodiak Reentry, Inc. corporation in the State of Alaska.

### Section 4. Notice of Meetings:

Written notice stating the place, day and hour of any meeting of the membership shall be delivered either personally or by mail, to each member entitled to vote at the meeting, not less than ten (10) and no more than fifty (50) days before the date of the meeting by or at the direction of the president, or the secretary, or the officers. In case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall

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be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at their address as it appears in the records of the corporation .

## **Section 7. Quorum:**

Ten percent (10%) of the authorized voting members shall constitute a quorum. If a quorum is not present at any meetings of members, a majority of the members present may recess the meeting from time to time without further notice. Once a quorum has been established, no departure of a member or members shall defeat the quorum, and the membership may conduct business.

## **Section 8. Proxy Voting:**

Proxy voting is not permitted.

## **Section 9. Manner of Acting:**

At a meeting at which a quorum is present the majority of the votes represented at the meeting is the act of the membership. If voting is by mail or electronic ballot, a vote of a majority of a quorum of the membership is the act of the membership.

## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 1. General Powers:**

The affairs of Kodiak Reentry, Inc. shall be managed by its board of directors.

### **Section 2. Number, Tenure, and Qualifications:**

The number of directors shall be a minimum of three (3) and no more than eleven (11) to be determined by a majority vote of the board of directors. Each director shall hold office for a two (2) year term and until their successor shall have been elected and qualified. No amendment of these bylaws reducing the number of directors shall reduce the terms of any incumbent director. Each director shall be a current member of Kodiak Reentry, Inc.

### **Section 3. Term Limits:**

No individual may serve more than four (4) consecutive terms as director.

### **Section 4. Annual Meetings:**

The annual meeting of the board of directors shall be held without notice other than this bylaw, immediately after, and at the same place as, the annual meeting of the membership.

### **Section 5. Regular Meetings:**

The board of directors may provide by resolution the time and place, either within or outside of the State of Alaska, for the holding of additional regular meetings of the board. Notice of those meetings shall be given in a manner reasonably calculated to reach directors on a timely basis.

### **Section 6. Special Meetings:**

Special meetings of the board of directors may be called by or at the request of the president, the presiding officer or any three (3) of the directors. The officer or directors to call a special meeting shall specify a place, either within or outside of the State of Alaska, as the place for holding the special meeting.

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## **Section 7. Notice of Special Meetings:**

Notice of any special meeting of the board of directors shall be provided to each director at their address as shown by the records of the corporation at least two (2) days in advance by written notice, delivered personally or by electronic means or at least seven (7) days in advance if sent by mail. If mailed, notice shall be deemed to be delivered when deposited in the United States Mail.

## **Section 8. Waiver of Notice:**

Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the board needs to be specified in the notice.

## **Section 9. Quorum:**

A fifty-one percent (51%) majority of the authorized seats on the board of directors shall constitute a quorum for the transaction of business at any meetings of the board. If a quorum is not initially present, a majority of the directors present may postpone the convening of the meeting later on the same day at the same location without further notice.

Once a quorum is established, the board may continue to conduct business despite the withdrawal of one or more directors.

## **Section 10. Manner of Acting:**

The act of a fifty-one percent (51%) majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

## **Section 11. Vacancies:**

Any vacancy occurring in the board of directors and any directorship to be filled because of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. No vacancy shall continue for longer than six (6) months or until the next annual meeting of the membership, whichever occurs first.

## **Section 12. Compensation:**

Directors shall not receive salaries or any other form of compensation for their services.

## **Section 13. Informal Action by Directors.**

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors.

## **Section 14. Standards of Conduct for Directors:**

- A. A director shall perform their duties, including the duties as a member of a committee:
  - 1. in good faith;
  - 2. with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and
  - 3. in a manner the director reasonably believes to be in the best interests of the corporation .
- B. In performing their duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

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1. one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
  2. legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
  3. a committee of the board of which the director is not a member, as to matters within its purview, if the director reasonably believes the committee merits confidence.
- C. A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection B. unwarranted.

### Section 15. Conflicts of Interest:

A director shall disclose all conflicts of interest and may not act in matters in which they have a substantial and material conflict of interest.

#### A. *Conflict of Interest Defined*

A director shall be considered to have a conflict of interest if they or a member of their immediate family:

1. has an economic interest in a transaction which is the subject of proposed action by the corporation and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the corporation ;
  2. is a member or holds a significant interest in another entity that is the subject of the proposed action by the corporation ;
  3. 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 corporation ; or,
  4. is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is averse to that of the corporation .
- B. However, a director does not have a conflict of interest where the interest of the director or their immediate family is no different than that of members of the corporation generally or of other directors.
- C. *Determination of Substantial and Material Conflict of Interest*

When a director has a potential conflict of interest, the director shall notify the board of directors 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 of directors.

The board shall determine if a particular director has a substantial and material conflict of interest under this section. The issue shall be voted on by the directors who do not have a conflict of interest on the matter to be considered. The director 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 meeting while the disinterested directors discuss and vote on the conflict. However, the director 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.

The membership may void an action of the board of directors when the action included participation of a director with a conflict of interest, upon a showing that

1. the vote of the disinterested directors present at the meeting and voting, would have been insufficient to take the challenged action without the inclusion of the vote of the director who had the conflict, and
2. the action taken was unfair to the corporation.

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## *D. Disqualification of Director*

If a majority of the voting directors votes that a substantial and material conflict of interest exists, then the director shall be disqualified from discussing or voting on the matter in which they have a substantial and material conflict of interest.

## **Section 16. Rules of Procedure:**

The board of directors may adopt rules of procedure for meetings of the membership, the board of directors, and committees of the corporation consistent with these bylaws.

## **ARTICLE VI: OFFICERS**

### **Section 1. Officers:**

- A. The officers of Kodiak Reentry, Inc. shall be elected from and by the board of directors, and shall be a
  - 1. President
  - 2. Vice President
  - 3. Secretary
  - 4. Treasurer
- B. The board of directors may elect or appoint other necessary officers, assistant officers, and agents and designate their duties.
- C. The officers have the authority and perform the duties prescribed by the board of directors.
- D. No director may hold more than one (1) office at the same time.
- E. Any officer who leaves the board will no longer be eligible to serve as an officer.

### **Section 2. Election and Term of Office:**

The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors following the annual meeting of the membership. If the election of officers is not held at the annual meeting, the election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until their successor has been duly elected and qualified.

### **Section 3. Vacancies:**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the board of directors at any regular or special meeting for the unexpired portion of the term.

### **Section 4. President:**

The president shall be the principal officer of the corporation and shall preside at all meetings of the membership and of the board of directors; may sign, with the secretary or any other proper officer of the corporation, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution is expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of president and other duties as may be prescribed by the board of directors.

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## Section 5. Vice President:

In the absence of the president or in event of their inability or refusal to act, a vice president (*or in the event there is more than one vice president, the vice president in the order of election*) 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. The vice president shall perform such other duties as assigned by the president or by the board of directors.

## Section 6. Secretary:

The secretary is responsible for the minutes of the meetings of the membership and of the board of directors and committees having any of the authority of the board of directors; 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 of the corporation; keep a register of the name and address of each member; and in general perform all duties incident to the office of secretary and other duties as assigned by the president or by the board of directors.

## Section 7. Treasurer:

The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation in the banks, trust companies or other depositories selected by the board of directors; and in general perform all the duties incident to the office of treasurer and other duties as assigned by the president or by the board of directors.

## Section 8. Removal:

Any officer elected or appointed by the board of directors may be removed by the vote of a majority of the members of the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but removal shall be without prejudice to the contractual rights, if any, of the officer so removed. Election or appointment of an officer or agent does not of itself create contract rights.

## ARTICLE VII: COMMITTEES

### Section 1. Committees:

The board may appoint any committees that it deems necessary. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be established by resolution of the board. The board shall appoint the committee members. Any member may be removed by the board, without cause stated, whenever, in the judgment of the board, the best interests of the corporation are served by the removal.

- A. All committees, (*standing, special or ad-hoc committees*) work under the authority and supervision of the board of directors.
- B. Each committee is required to have at least one (1) director among its membership. All directors are required to participate in at least one (1) standing committee.
- C. All committees shall meet at a minimum on a quarterly basis.
- D. The chairperson of each committee is required to present a report to the board of directors at the next schedule regular meeting of the board and written committee meeting minutes shall be provided to the board secretary and shall be filed in Kodiak Reentry, Inc. official records.

### Section 2. Standing Committees:

The following standing committees of Kodiak Reentry, Inc.: Finance Committee, Board Development Committee, Policy

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Committee, Fundraising & Grants Committee, and Membership & Nominating Committee.

## A. Finance Committee

The finance committee is responsible for monitoring the financial status of the corporation , and reporting to the board. The finance committee shall do the following:

1. At each regular meeting of the board, report to the board on the current financial condition of the corporation .
2. Ensure the integrity of the corporation’s financial records, which it shall do by:
  - a. Selecting a firm of independent accountants to examine, upon ratification of the board, the accounting records and financial statements of the organization in compliance with state or federal laws and/or grant regulations;
  - b. Reviewing the results of the audit as well as any recommendations pertaining to accounting practices, policies and procedures, and making appropriate recommendations to the board;
  - c. Periodically reviewing the adequacy and effectiveness of the corporation’s internal systems of controls and financial reporting procedures and making reports about these reviews to the board; and
  - d. Making any further investigations to inform itself as to the conduct of the corporation’s financial affairs.
    - i. The finance committee may recommend to the board of directors to call for an audit at any time with or without cause.
    - ii. The board may call for an audit with or without cause at any time with or without a recommendation of the finance committee.
3. The finance committee shall consist of the treasurer and a minimum of two (2) additional current Kodiak Reentry, Inc. members.
4. At least one (1) finance committee member shall have accounting, bookkeeping, financial, or other equivalent experience.

## B. Board Development Committee

The board development committee is responsible for the corporate health and effectiveness of the board. Its responsibilities include:

The board development committee is also responsible for:

1. Identifying and recommending to the board ongoing training and development opportunities;
2. Providing a board orientation for new directors elected to the board;
3. Conducting a board of directors’ self-evaluation on an annual basis;
4. Seasonably reviewing the corporation’s bylaws and practices and recommending any changes it deems appropriate related to board structure or operations;
  - a. By way of example, the board development committee should periodically review the manner in which meetings are conducted, the size of the board, the responsibilities of the board officers, and the use of standing and special/ad hoc committees.
5. The board development committee shall consist of a minimum of three (3) current Kodiak Reentry, Inc.



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Members.

## C. Policy Committee

1. The policy committee responsibilities include, but are not limited to:
  - a. Assist in the development, review, modifications, and retirement of policies including but not limited to:
    1. Personnel
    2. Programs and Services
    3. Participants
    4. Safety
    5. Accounting
2. The policy committee shall consist of a minimum of five (5) current Kodiak Reentry, Inc. members.

## D. Fundraising & Grants Committee

1. The fundraising & grants committee responsibilities include, but are not limited to:
  - a. Research for grant opportunities for the corporation .
  - b. Work with the executive director and board of directors in applying for identified and approved grant opportunities.
  - c. Develop and conduct fundraisers and donation opportunities for the corporation .
2. The fundraising & grants committee shall consist of a minimum of three (3) current Kodiak Reentry, Inc. members.

## E. Membership & Nominating Committee

1. The membership & nominating committee responsibilities include, but are not limited to:
  - a. Create and periodically review the Kodiak Reentry, Inc. membership levels and pricing structure to include pathways for lifetime membership and membership for those experiencing financial hardship.
  - b. Identify and conduct membership recruitment opportunities including an annual recruitment drive as well as pathways for encouraging membership.
  - c. Assist with the recruitment of standing and special/ad-hoc committee members.
  - d. Recruit and vet eligibility for candidates for the board of director elections.
2. The membership & nominating committee shall consist of a minimum of three (3) current Kodiak Reentry, Inc. members.

## Section 2. Term of Office:

Each member of a committee shall continue as a member of the committee until the next annual meeting of the board of directors and until their successor is appointed, unless the committee is terminated sooner or unless the member is removed from the committee or no longer qualifies as a member of the committee.

## Section 3. Chairperson:

Each committee shall appoint their own chairperson with the exception of the finance committee. The chairperson of

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the finance committee shall be the board treasurer.

## **Section 4. Quorum:**

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **Section 5. Rules:**

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the board of directors.

## **ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

### **Section 1. Contracts:**

The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers expressly authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, 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 the corporation, shall be signed by the officer or officers, agent or agents of the corporation and in a manner determined by resolution of the board of directors.

### **Section 3. Deposits:**

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

### **Section 4. Gifts:**

The board of directors or its designee may accept or reject on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation so long as the contribution, bequest or device is consistent with the gift acceptance policy adopted by the board of directors. In the absence of a gift acceptance policy, the board shall exercise due diligence in determining that acceptance of the contribution, gift, bequest or device is in the best interest of the corporation .

## **ARTICLE IX: BOOKS AND RECORDS**

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

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## ARTICLE X: FISCAL YEAR

The fiscal year of Kodiak Reentry, Inc. shall begin on the first (1<sup>st</sup>) day of July and end on the thirtieth (30<sup>th</sup>) day of June in each year.

## ARTICLE XI: INDEMNIFICATION

### Section 1. Duty to Indemnify:

Subject to the sections below, the corporation shall defend, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to 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*) by reason of or arising from the fact that the person is or was a director, officer, employee or agent of the corporation against costs and expenses (*including attorney's fees*) of the suit, action or proceeding, judgments, fines, and settlements actually and reasonably incurred in connection with the action, suit or proceeding if:

- A. The person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, or
- B. The termination of any action, suit or proceeding shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to a criminal action or proceeding, a presumption that the person did not know and had no reasonable cause to believe that the conduct was unlawful.

### Section 2. Denial of Right to Indemnification:

Subject to the provisions of sections 5 and 6 below, or unless otherwise ordered by a court, indemnification and defense under section 1 of this article may only be made by the corporation upon a determination by the board that defense and indemnification of the director, officer, employee, or agent, is proper under the circumstances because the person has met the standard of conduct set forth in section 1 of this article, provided however, no person may receive defense or indemnification in those matters in which that person was adjudged to be liable for negligence or misconduct in the performance of corporate duties. In the case of any challenge to the propriety thereof, the person shall be afforded a fair opportunity to be heard as to that determination. Defense and indemnification payment may be made, subject to repayment upon ultimate determination that defense and indemnification is not proper.

### Section 3. Determination:

The determination described in section 2 shall be made:

- A. By the board of directors by a majority vote, or
- B. By independent legal counsel, if directed by the board of directors by a majority vote of disinterested directors or in the absence of a quorum.

### Section 4. Successful Defense:

Notwithstanding any other provisions of sections 1, 2 or 3 of this article, but subject to the provisions of section 5 below, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 1 of this article, or in defense of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (*including attorney's fees*) actually and reasonably incurred in connection therewith.

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## **Section 5. Condition Precedent to Indemnification:**

Any person who desires to receive defense and indemnification under this article shall notify the corporation reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in section 1 and that the person intends to rely upon the right of indemnification described in this article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the president of the board of the corporation at the principal office of the corporation or, in the event the notice is from the president, to the secretary of the corporation. Notice need not be given when the corporation is notified by being named a party to the action.

## **Section 6. Insurance:**

The board of directors, in its discretion, may purchase insurance coverage for the risks described in this article. To the extent that such an insurance policy(ies) provides coverage where this article does not, a director seeking indemnity shall have the benefit of that coverage, and the rules set out in this article shall apply to any deductible or co-insurance requirement, or to any claims in excess of policy limits.

## **Section 7. Former Officers, Directors, Etc.:**

The indemnification provisions of this article shall be extended to a person who has ceased to be a director, officer, employee, or agent as described above and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.

## **Section 8. Purpose and Exclusivity:**

The defense and indemnification referred to in the various sections of this article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the members or board of directors, or otherwise. The purpose of this article is to augment, pursuant to AS 10.06.490(f), the provisions of AS 10.20.011(14), and the other provisions of AS 10.06.490.

## **Section 9. Limitation of Liability:**

If set forth in the articles of incorporation, no director/director of this corporation shall have any personal liability to the corporation for monetary damages for the breach of fiduciary duty as a director/director except as provided in AS 10.20.151(d) and (e).

## **ARTICLE XII: SEAL; SHARES OF STOCK; LOANS**

### **Section 1. Seal:**

The corporation shall have no seal.

### **Section 2. Shares of Stock:**

The corporation may not issue shares of stock nor pay dividends.

### **Section 3. Loans:**

The corporation may not make loans to its officers or directors.

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## ARTICLE XIII: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Alaska Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver, in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

## ARTICLE XIV: AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the membership present at any regular or special meeting of the membership, if at least thirty (30) days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at a meeting of the membership.

*KNOW ALL PERSONS BY THESE PRESENTS:*

That the undersigned secretary of Kodiak Reentry, Inc. does hereby certify that the above and foregoing bylaws were duly adopted by the board of directors on the \_\_\_\_\_ day of \_\_\_\_\_, 2023.

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*Rhea Hayes, Secretary to the Board of Directors*

*Source:  
The Foraker Group  
161 Klevin Street, Suite 101  
Anchorage AK 99508*