

region, and one at-large member who is named the Chairperson. The structure of the Executive Board brings representatives together from all over the region, from Kotlik to Eek, from Mekoryuk to Kalskag, to manage AVCP through consensus. The By-Laws were written to make sure that the Executive Board would always represent the entire region. Each Unit is responsible for selecting its own representative, and only that Unit can remove their representative. Therefore, the By-Laws ensure that the Executive Board can never be taken over by a small group of tribes, instead everyone must work together in order to properly manage AVCP.

In every official record AVCP has filed with the State of Alaska, the Federal Government, our funders, and our insurers, the Executive Board is named as the group legally responsible for managing AVCP.

More importantly, the Executive Board has always made important management decisions for AVCP over the four decades since AVCP was created as an incorporated non-profit. The Executive Board is the group that has received financial and program reports, hired the external audit company for as long as AVCP has been required to undergo a yearly audit, and approved all major transactions: purchase of property, placement of investments, and large grant expenditures as well as new large grant applications. From a regulatory and contract perspective, the Executive Board is now and has for decades been AVCP's legal governing body. And it is the people who were on those past Executive Boards who were then, and remain to this day, legally responsible for the business decisions they as a group made over the years.

To summarize, AVCP is a nonprofit corporation. Nonprofit corporations are required to operate under a Board of Directors who is legally responsible to control and manage the organization's affairs. AVCP has always named the Executive Board as the group legally responsible, and the Executive Board has always behaved as the legal board making all the serious management decisions for AVCP.

State law also requires the legal governing body to hire, evaluate, and be able to fire the Chief Executive Officer, or President, or top employee whatever that person's title. The reason for this is so that the board, who is legally responsible for the organization, is able to hold its number one employee accountable, in order to make sure the business is well run. If the people legally responsible for managing the organization cannot control its top employee, then they are not really in control of the organization. That is a serious problem because they are still legally responsible for the organization, which is why that is not a legal structure under state law.

AVCP's By-Laws designate the President as the top employee of AVCP who then hires all other staff. The President is elected by the 56 tribes through their delegates at the annual convention, not by the Executive Board. Further, the By-Laws do not give the Executive Board any authority over the President. This is not a permitted legal structure as the chief "required" Officers of nonprofit corporations, which includes the President, MUST be elected(hired)⁴ evaluated, and subject to removal⁵ by the group who is

⁴ Alaska Statutes § 10.20.121, subd. (a) states that the "officers of a corporation consist of a president, one or more vice presidents as prescribed by the bylaws, a secretary, and a treasurer" (the "required officers") and further states with respect to those officers:

"Each of the officers shall be elected by the board of directors at the time and in the manner prescribed by the bylaws. Other necessary officers and assistant officers and agents may be elected or appointed by the board of directors or chosen in the manner prescribed by the bylaws."