



## Board of Delegates Meeting

Wednesday, September 17<sup>th</sup>, 6pm-8pm

**In Person:** FCC Conference Room

**Zoom Meeting:** <https://us06web.zoom.us/j/89600528663> | Meeting ID: 896 0052 8663

### Part I – The Board Meeting

| ACTION  | ESTIMATED TIME       |
|---|----------------------|
| <b>1. Meeting Opening</b> – Chair Edgington<br>1.1. Roll Call                     | 5 minutes            |
| <b>2. Consent Agenda</b><br>2.1. Approval of Agenda<br>2.2. Approval of Minutes   | 5 minutes            |
| <b>3. Discussion Topic</b><br>3.1. Bylaw Committee – Introduction of Draft Bylaws | 20 minutes           |
| <b>4. Decision Topic</b><br>4.1. Core Purpose & Core Values                       | 20 minutes           |
| <b>5. Comment Period</b>  | <i>If Applicable</i> |
| <b>6. Move to second agenda</b>   | --                   |

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**Community Councils Center** 1057 West Fireweed Lane, Suite 100, Anchorage, AK 99503

Abbott Loop | Airport Heights | Basher | Bayshore – Klatt | Bear Valley | Birchwood | Campbell Park | Chugiak | Downtown | Eagle River  
Eagle River Valley | Fairview | Girdwood | Glen Alps | Government Hill | Hillside Huffman – O'Malley | Midtown | Mountain View  
North Star | Northeast | Old Seward – Oceanview | Portage Valley | Rabbit Creek | Rogers Park | Russian Jack Park | Sand Lake  
Scenic Foothills | South Addition | South Fork | Spenard | Taku – Campbell | Tudor Area | Turnagain | Turnagain Arm | University Area



## Part II – The Coalition Meeting

| ACTION  | ESTIMATED TIME  |
|---|---|
| <b>1. Meeting Opening</b> – Chair Edgington   | --  |
| <b>2. Education Topic</b><br>2.1 Council Updates – Abbott Loop thru Fairview<br><i>Council Updates: Abbott Loop, Airport Heights, Basher, Bayshore/Klatt, Bear Valley, Birchwood, Campbell Park, Chugiak, Downtown, Eagle River, Eagle River Valley, Eklutna Valley, Fairview</i> | <b>15 minutes</b><br><i>(1 minute per council, then time for other councils with urgent business)</i> |
| <b>3. Education Topic</b> – Representative Reports<br>3.1. Mayor – Marie Husa<br>3.2. Assembly – Anna Brawley, Vice Chair<br>3.3. School Board – Carl Jacobs, President<br>3.4. Planning Department – Elizabeth Appleby   | 20 minutes  |
| <b>4. Discussion Topic</b><br>4.1. Common Topics Among Community Councils   | 10 minutes  |
| <b>5. Discussion Topic</b><br>5.1. 2026 Leadership & Officer Summit   | 10 minutes  |
| <b>6. Comment Period</b>  | <i>If Applicable</i>  |
| <b>7. Adjourn</b>   | --  |

\* Representative Reports are being provided in written format for this month's meeting.

**Federation of Community Councils  
Board of Delegates Meeting**

Wednesday, August 20, 2025 | Hybrid  
Draft Minutes

*Zoom meeting being recorded, including the “Chat”. There is no expectation of privacy.*

**FCC Delegates in attendance (21)**

|                                  |                                     |
|----------------------------------|-------------------------------------|
| Abbott Loop - Lizzie Newell      | Mountain View – Charlie Welch       |
| Airport Heights – Not Present    | North Star – Jacob Powell           |
| Basher – Don Crafts              | Northeast – Pamela Raygor           |
| Bayshore/Klatt – Not Present     | Old Seward/Oceanview – Gary Meaders |
| Bear Valley – Kaitlyn Jackson    | Portage Valley – Not Present        |
| Birchwood – Not Present          | Rabbit Creek – John Riley           |
| Campbell Park – Kevin Fimon      | Rogers Park – Not Present           |
| Chugiak – Not Present            | Russian Jack – Kathleen Plunkett    |
| Downtown – Barbara Roberts       | Sand Lake – Not Present             |
| Eagle River – Not Present        | Scenic Foothills – Roger Shaw       |
| Eagle River Valley – Not Present | South Addition – John Thurber       |
| Eklutna Valley – Not Present     | South Fork – Not Present            |
| Fairview – Kelly Ittenbach       | Spenard – Sarah Preskitt            |
| Girdwood (GBOS) – Mike Edgington | Taku-Campbell – Not Present         |
| Glen Alps – Not Present          | Tudor – Not Present                 |
| Government Hill – Not Present    | Turnagain – Cathy Gleason           |
| Hillside – Bruce Vergason        | Turnagain Arm – Not Present         |
| Huffman/O’Malley – Jason Norris  | University Area – Steven Callaghan  |
| Midtown – Kris Stoechner         |                                     |

**Others in attendance:**

Arianna Bellizzi, FCC Executive Director  
Ali Rambo, FCC Office Administrator  
Brandon Telford, Engineering Manager – Project Management & Engineering  
Graham Downey, Deputy Chief of Staff to the Mayor  
Jon Isaacs, Turnagain Community Council

## **PART I – THE BOARD MEETING**

Call to Order and Establish Quorum: Mike Edgington, Board Chair

The meeting was called to order at 6:00 p.m.

### **I. Consent Agenda**

#### **a. Approval of Agenda**

- i. Motion to approve by Charlie Welch, seconded by Steve Callaghan

#### **b. Approval of Minutes**

- i. Motion to approve by Charlie Welch, seconded by Steve Callaghan

#### **c. Financial Committee:**

- i. With the Treasurer seat vacant, FCC’s accountant Bo Grauvogel on behalf of the Finance Committee pre-recorded a mid-year financial review (Jan–June 2025).

#### **d. Bylaw Committee:**

- i. Mike, the Chair of the Bylaws Committee, introduced draft revised bylaws to explain the changes that are being made in hopes of streamlining FCC governance.
- ii. The proposed structure is delegates elect a smaller Board of Directors responsible for FCC management, supported by officers.
- iii. The discussion about the bylaws will take place at the September meeting, with possible adoption in October or November if additional review is needed.
- iv. There was a question regarding when the bylaw changes would take effect, and the Bylaws Committee is aiming for the changes to take effect in 2026.

### **II. Discussion Topic:**

#### **a. Open Treasurer Position**

- i. The previous Treasurer stepped down in June; Interim volunteers through February 2026 are being requested.
- ii. The position remains unfilled.

### **III. Comment Period:**

- a. Arianna mentioned that Chelsea Ward-Waller reached out to all Community Council Chairs with a survey looking for input on the Capital Improvement Program process.
- b. Cathy Gleason thanked the FCC for a successful FCC Picnic last month.

### **IV. Move to second agenda**

## **PART II – THE COALITION MEETING**

Meeting Opener: Chair Edgington

### **I. Education Topic:**

#### **a. Council Updates: Rabbit Creek thru University Area**

- i. Rabbit Creek** – hasn't met since June, however they are advocating for a road that's been classified as a Major Collector to be changed to a Minor Collector to allow for more projects. They also recently testified in support of Transit Supportive Corridors.
- ii. Russian Jack** – Thanked state delegation & Mayors office for the work put in to get the dog park cleaned up after Davis Park abatement displacement, next meeting in September.
- iii. Scenic Foothills** – Elections scheduled for the September meeting.
- iv. South Addition** – Special meeting on the Transit Supportive Development Overlay revealed mixed community reactions but there is interest in relation to People Mover, there have also been concerns about campers in Valley of the Moon.
- v. Spenard** – Recently passed a joint resolution with MTCC / NSCC in support of funding a Master Plan for Cuddy Park. They recently voted on their CIP priorities; the number one choice was pedestrian calming and traffic calming on Minnesota Dr from International to Northern Lights. They also recently passed resolutions in support of safe parks & trails, as well as Transit Supportive Corridors.
- vi. Turnagain** – Lyn Ary Park was recently had lots of overgrowth cleaned up with the help of 26 teenage volunteers and there is still continued work to get the garden cleaned up, Cathy took the time to acknowledge the efforts of Jon Isaacs regarding land use this summer; submitted wetland permit comments; raised concerns about aviation hangar expansion and TCCC has concerns about the Transit Supportive Development Overlay.
- vii. University Area** – Getting ready to start up again after summer break, outreach for new members continue. 42<sup>nd</sup> Ave construction is still going in the area.

### **II. Education Topic: Project Management & Engineering Design Criteria Manual Update**

– Brandon Telford

- a.** Brandon took the time to explain what the Design Criteria Manual & how it sets standards for public works, along with the chapters being updated. Three chapters are receiving the update this year; Landscaping, Public Transportation, and Plans & Specifications, with more updates to come in the coming years.
- b.** The purpose for these updates is to improve consistency, safety, and climate resilience. Brandon explained the DCM update process, noting that currently the DCM update is in the Public Comment Draft phase.
- c.** Public draft for comment will be open until October 10th; Community Councils are encouraged to submit written feedback.

### **III. Education Topic: Transit Supportive Development Overlay: Project Update & Process**

– Graham Downey, Mayor's Office

- a.** Graham gave an explanation on the process of the proposed Transit Supportive Development Overlay, aimed at encouraging denser housing and mixed-use development along transit corridors.
- b.** Graham went on to outline some goals such as reducing car dependency,

expanding housing supply, and creating walkable neighborhoods.

- c. Graham outlined the civic engagement process that has occurred up to this point and shared the opportunities for public input that are upcoming.
- d. There were concerns raised about neighborhood character being at risk, and infrastructure, Graham encouraged Community Councils to reach out for the chance to have a dedicated meeting on TSDO at their next upcoming meeting to have more in depth discussions for each council.
- e. Questions were asked by delegates of the current process for public input and Arianna elaborated that this was an opportunity for the Municipality to learn innovative ways to increase public input.

**IV. Education Topic: Better Public Meetings – Arianna Bellizzi**

- a. Arianna introduced the Better Public Meetings Project, in partnership with the National Civic League, Democracy Innovations, American Arbitration Association Foundation, and other organizations. The Better Public Meetings Project is a national initiative piloted in Anchorage to improve how public meetings are experienced by community members, elected officials, and municipal staff.
- b. Arianna speaks on public testimony struggles, and how people can feel intimidated or unheard. Better Public Meetings offers an opportunity for change to occur, giving potential to more opportunities for input in public processes. This is done by collecting data (via scorecard) from as many people as possible, via Community Council meetings, Assembly meetings, etc. Based on community feedback, the National Civic League will recommend specific improvements to test out.
- c. Arianna goes on to explain why Anchorage is a perfect candidate for this project, and that the resolution in support of this project should be coming up in the next Assembly meeting.
- d. Delegates asked made comments about the way dialogue between elected officials and community councils have decreased. Questions were also asked about the content of the civic scorecard and the sharing of data.

**V. Comment Period:**

- a. ASD & the Assembly provided written reports in lieu of presenting for this meeting to allow for time. The written reports can be found on the Federation's website.

**VI. Adjourn:** Meeting was adjourned at 8:11 pm.



# FEDERATION OF COMMUNITY COUNCILS

ANCHORAGE | EAGLE RIVER | GIRDWOOD

The Board of Delegates has collaborated to develop a Strategic Plan aimed at enhancing our organization's support. The first part of this process involved establishing our Core Purpose and Core Values, which define the mission and spirit of the Federation of Community Councils.

## PURPOSE

**Foster & Support  
Neighborhood Engagement**

## VALUES

### **Service**

*Support & Resources*

### **Empowerment**

*Uplifting & Educating*

### **Responsibility**

*Transparency & Integrity*

### **Stewardship**

*Continuity & Archival*

MEMBERSHIP ORGANIZATION  
BYLAWS  
OF  
***Federation of Community Councils***

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**Article I – Name and Purpose**

Section 1. Name

The name of this organization shall be Federation of Community Councils, Inc.

Section 2. Purpose

The purpose of this organization shall be to support and foster neighborhood engagement. The organization shall maintain nonprofit status to fulfill its purpose and operate exclusively in furtherance of charitable and educational purposes within the meaning of the Internal Revenue Code 501(c)(3) and Alaska Statute 10.20.005.

**Article II – Offices**

Section 1. Registered Office and Registered Agent.

The registered office shall be located at 1057 West Fireweed Lane, Suite 100, Anchorage, AK 99503 and may be changed by a resolution of the Board of Directors and filed with the State of Alaska.

Section 2. Principal Office.

The principal office of the Corporation in the State of Alaska shall be located in 1057 West Fireweed Lane, Suite 100, Anchorage, AK 99503. The Corporation may have other offices, either within or outside the State of Alaska, as determines by the Board of Director.

**Article III – Membership**

Section 1. Membership Eligibility.

The Corporation shall have members. Membership is open to all Community Councils recognized under Anchorage Municipal Code section 2.40. Each member Community Council, hereafter known as Member Council, shall have one vote which shall be exercised by the designated representative of each such council, hereafter known as Member. The Member shall be the Member Council chair, unless otherwise outlined in each such Member Council's bylaws. Members cannot be elected officials.

Upon Assembly Ordinance marking the removal of recognition, Member Council's right to membership is immediately revoked. Upon Assembly Ordinance marking the recognition of a Community Council, they receive immediate membership and rights to voting.

**Section 2. Seated Membership.**

Members are considered seated if the Member Council has had one publicly noticed meeting within the past 12 months and has a chair elected or Member appointed. Member Councils will be notified one month prior to the annual meeting if their Member is considered unseated.

**Section 3. Authority of Membership.**

The Membership of the Corporation shall have authority to elect and remove 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 February or no later than March 30<sup>th</sup> of each year for the purpose of electing Directors 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 presiding officer of the Board of Directors, the Board of Directors, or by no less than one-fifth of the Membership.

**Section 3. Manner of Meeting.**

Meetings may held in person, electronically, or both, in accordance with local and state laws.

**Section 4. Notice of Meetings.**

Written notice stating the place, day and hour of any meeting of the Membership shall be delivered either by mail or electronically, to each Member and Member Council entitled to vote at the meeting, not less than ten nor more than fifty days before the date of the meeting by or at the direction of the Chair, 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 be stated in the notice.

Section 5. Quorum.

More than 50 percent of the seated voting Members shall constitute a quorum. If a quorum is not initially present, a majority of the Members present may postpone the convening of the meeting later on the same day at the same location 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 6. Alternates.

Members may appoint an alternate (also known as a proxy or designee). The alternate shall be submitted by written notice, delivered personally or by electronic means to organization staff at least 24 hours in advance of the meeting. Alternate must align with Member Council bylaws or be an elected officer of the Member Council.

Section 7. 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.

## **Article V – Board of Directors**

Section 1. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors, hereafter known as Directors.

Section 2. Number, Tenure, and Qualifications.

The number of Directors shall be at least seven and no more than eleven members. Directors shall hold office for a two-year term and until his or her 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.

The number of Directors who are Non-Members, at the time of their election, shall not exceed one-third of the total number of Directors. Non-Member Directors must have attended a general meeting of the Member Council in which they hold membership within the past six months. If a Director is a Member at the time of their election, they can remain Member Director for the duration of their term, even if they no longer hold an elected or appointed seat on their Member Council.

As far as practical, the Board of Directors shall aim to be as geographically diverse as possible. The number of Directors from a particular Member Council may not exceed two.

Section 3. Term Limits. No individual may serve more than three consecutive terms as Director. Directors can serve again after sitting out for one term length. The Directors shall serve staggered terms. Commencing in \_\_\_\_\_, the Directors shall draw lots for a one-year term and a two-year term. Each director will serve the term drawn. All subsequently elected directors shall be elected to a two-year term and shall serve until their successor has been elected and qualified.

Section 4. Regular Meetings.

The Board of Directors must hold regular meetings at least quarterly. Notice of those meetings shall be given at least two weeks in advance by mail or electronic notice.

Section 5. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the Chair, the presiding officer, or one-third of the total number of Directors. The persons to call a special meeting shall specify a place for holding the special meeting.

Section 6. Notice of Special Meetings.

Notice of any special meeting of the Board of Directors shall be noticed at least 48 hours in advance by mail or electronic notice.

Section 7. Quorum.

A majority of the Directors 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 a Director or Directors.

Section 8. Manner of Acting.

The act of a 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 9. Vacated Directors

Directors who fail to attend two consecutive meetings or four meetings within the term the position is considered vacated.

Upon consideration of a position as vacant and there being less than the minimum number of Directors, the Board of Directors can appoint someone to fulfill the length of the term.

#### Section 10. Resignation

Directors may resign by notice to any Officer, the Board of Directors, and/or organization staff by mail or electronic notice.

#### Section 16. Removal.

A vote of two-thirds by the Board of Directors can temporarily suspend a director for cause. The suspended director can appeal the decision within 30 days, in writing. A special meeting of the members would be called to ratify the removal. The Board of Directors can rescind the suspension within 30 days. The suspension would become permanent after 30 days without appeal or recension.

Any or all directors may be removed at any time by action of the majority of the total members at special or annual meetings of the membership.

#### Section 10. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be from the membership and elected for the unexpired term of his or her predecessor in office. In a case where there is less than the minimum number of Directors, the vacancy shall be filled at the next meeting or at the next annual meeting of the Membership, whichever occurs first. In a case where there are more than the minimum number of Directors, the Board of Directors may appoint to fill the vacancy.

The Board of Directors may only appoint Directors to fill vacancies, not to add additional Director seats beyond the elections from the Membership.

#### Section 11. Public Office.

Directors must resign immediately from the Board of Directors when that director formally declares candidacy or is elected or appointed to municipal, state, or federal office. Formal declaration means submitting a press release, or filing a notice of intent to run for office, or forming a campaign committee, or soliciting funds.

Elected officials at the municipal level are defined as the Mayor, Assembly members, and School Board members and are not eligible to serve on the Board of Directors.

#### Section 12. Compensation.

Directors shall not receive salaries or compensation for their services.

#### Section 13. Standards of Conduct for Directors.

- I. Directors shall support the mission and purpose of the organization.
- II. A director shall perform his or her 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.

- III. In performing his or her 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:
- A. one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
  - B. legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
  - C. 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.

A director is not acting in good faith under subsection (III) if the director has pertinent knowledge concerning the matter being discussed or voted on that is important for the board to know, but they fail to disclose it.

#### Section 14. Conflicts of Interest.

A director shall disclose all conflicts of interest and may not act in matters in which he or she has a substantial and material conflict of interest.

- I. Conflicts of Interest are defined as when a director or a member of his or her immediate family:
- A. 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;
  - B. is a member or holds a significant interest in another entity that is the subject of the proposed action by the Corporation; 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,
  - C. 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 corporation.

However, a Director does not have a Conflict of Interest where the interest of the Director or his or her immediate family is no different than that of Members of the Corporation generally or of other Directors.

II. Determination of Substantial and Material Conflict of Interest.

- A. 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.
- B. The Board shall determine if a particular Director has a substantial and material Conflict of Interest under this Section. The Chair can make a motion of recommendation, which can be confirmed by assent of the Board. The Director with a Conflict of Interest shall not participate in the discussion of the conflict, other than to answer clarifying questions regarding the conflict, and shall abstain from voting on the issue of the conflict 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.
- C. 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 (i) 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 (ii) the action taken was unfair to the Corporation.

III. Disqualification of Director.

- A. 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 he or she has a substantial and material Conflict of Interest.

Section 15. Rules of Procedure.

The Board of Directors shall use Robert's Rules of Order, revised current edition, to conduct meetings except where they conflict with provisions of these bylaws.

## **Article VI – Officers**

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

The Officers of the Corporation shall be elected from and by the Board of Directors, and shall be a Chair (President), a Vice Chair, a Secretary, and a Treasurer. The Board of Directors may elect or appoint, at any meeting, other necessary officers and assistant officers and agents and designate their duties. The officers have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary. 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 every year by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at the Annual Meeting, the election shall be held as soon thereafter as conveniently possible. Each Officer shall hold office until his or her successor has been duly elected and qualified.

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

A vacancy in any office, for any reason, 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, hereinafter known as the Chair, 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 Chair and other duties as may be prescribed by the Board of Directors.

The Chair should make every effort to attend meetings in person. If the Chair is unable to attend the meeting in person, then the Vice Chair shall preside in their stead. If the Vice Chair is unavailable to preside in person, the Chair can appoint a Director as temporary presiding officer.

### **Section 5. Vice Chair.**

In the absence of the Chair or in event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the

powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall perform such other duties as assigned by the Chair or by the Board of Directors.

#### Section 6. Secretary.

The Secretary is responsible for the oversight of 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 contact information of each Member; and in general perform all duties incident to the office of Secretary and other duties as assigned by the Chair or by the Board of Directors.

#### Section 7. Treasurer.

The Treasurer is responsible for all funds and securities of the Corporation: receive and give receipts for funds due and payable to the Corporation from any source whatsoever; deposit all such funds 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 Chair 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.

### **Article VII -- Committees**

#### Section 1. Committees.

There are two standing committees - Finance and Board Development.

The Board may create ad hoc 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 resolution creating the committee shall specify the purpose and scope of the committee; any additional rules, and the responsibility of the appointment of members, if appointment is not done by the Chair.

Committees can include members who are not Directors, so long as the Chair of the committee is a Director.

Any committee member may be removed, without cause stated, by the person or persons authorized to appoint the member whenever, in the judgment of the appointing authority, the best interests of the Corporation is served by the removal.

#### Section 2. Chairperson.

One member of each committee shall be appointed chairperson by the appointing authority.

#### Section 3. 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 4. Finance Committee.

The Finance Committee is responsible for monitoring the financial status of the Corporation, and reporting to the Board. The Finance Committee will do the following:

- I. At each regular meeting of the Board, report to the Board on the current financial condition of the Corporation.
- II. Insure the integrity of the Corporation's financial records, which it shall do by:
  - A. Examining the accounting records and financial statements of the organization;
  - B. Reviewing the results of any audits or reviews, 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.
- III. The Finance Committee shall consist of at least the treasurer. At least one committee member shall have accounting or other equivalent experience and expertise.

#### Section 5. Board Development Committee.

The Board Development Committee is responsible for the corporate health and effectiveness of the Board. Its responsibilities include:

- I. Identifying and recommending to the Board the optimum mix of Board members.

- II. Board development, which includes training new Board members as well as ongoing Board training and evaluation.
- III. Reviewing the Corporation's Bylaws and practices and recommending any changes it deems appropriate related to Board structure or operations.
- IV. Reviewing the ad hoc committees every two years and provide recommendations to the Board of Directors for renewal or dissolution.

## **Article VIII – Contracts, Checks, Deposits and Gifts**

### Section 1. Contracts.

The Board of Directors may authorize any officer or agent 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 agent 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 on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation so long as the contribution, bequest, or devise 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 devise 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 contact information of the Members entitled to vote.

All books and records of the Corporation may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time.

The Board of Directors shall set a records retention policy. In the absence of a records retention policy, the Board shall exercise due diligence in determining record retention in the best interest of the Corporation.

#### **Article X – Fiscal Year**

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

#### **Article XI – Indemnification**

Section 1. Insurance.

The Board of Directors shall purchase Directors and Officers insurance and General Liability Insurance.

Section 2. Former Officers, Directors, Etc.

The indemnification provisions of this Article shall be extended to a person who has ceased to be a director/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.

#### **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.

#### **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 two-thirds of the Directors present at any regular meeting or at any special meeting. Bylaw changes shall be not be introduced and voted on in the same meeting.

In emergency circumstances, emergency bylaws may be adopted for no more than 40 days and then must be adopted permanently through the regular process or removed. Emergency circumstances are defined in AS 26.23.900.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned Secretary of \_\_\_\_\_ does hereby certify that the above and foregoing Bylaws were duly adopted [amended] by the Board of Directors on the \_\_\_\_ day of \_\_\_\_\_, 2025.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary