



Board of Delegates Meeting

Wednesday, October 15th, 6pm-8pm

In Person: FCC Conference Room

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

Part I – The Coalition Meeting

ACTION	ESTIMATED TIME
1. Meeting Opening – Chair Edgington Roll Call	10 minutes
2. Consent Agenda 2.1 Approve Agenda 2.2 Approve Minutes	5 minutes
3. Education Topic 3.1 Council Updates – Girdwood thru Portage Valley <i>Council Updates: Girdwood, Glen Alps, Government Hill, Hillside, Huffman / O'Malley, Midtown, Mountain View, North Star, Northeast, Old Seward / Oceanview, Portage Valley</i>	15 minutes <i>(1 minute per council, then time for other councils with urgent business)</i>
4. Education Topic – Representative Reports 4.1. Mayor – Marie Husa 4.2. Assembly – Anna Brawley, Vice Chair 4.3. School Board – Carl Jacobs, President 4.4. Planning Department – Elizabeth Appleby	20 minutes
5. Education Topic 5.1. 2026 Leadership & Officer Summit	10 minutes
6. Education Topic 6.1. Better Public Meetings Update	5 minutes
7. Comment Period	<i>If Applicable</i>
8. Adjourn	--



Part II – The Board Meeting

ACTION	ESTIMATED TIME
1. Meeting Opening – Chair Edgington	5 minutes
2. Discussion Topic 2.1. Procedure for 2025 Mailers	10 minutes
3. Discussion Topic 3.1. Bylaw Committee – Introduction of Draft Bylaws <i>The intent of the bylaw committee is to discuss the draft bylaw (introduced in September) at this meeting and to send the draft back to the bylaw committee for changes recommended by delegates. The bylaw committee would intend to re-introduce bylaws with edits in November, for a potential final vote in December.</i>	40 minutes
4. Comment Period	<i>If Applicable</i>
5. Move to second agenda	--

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

Wednesday, September 17, 2025 | Hybrid
Draft Minutes

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

FCC Delegates in attendance (26)

Abbott Loop - Lizzie Newell	Mountain View – Charlie Welch
Airport Heights – Not Present	North Star – Emily Bokar
Basher – Don Crafts	Northeast – Pamela Raygor
Bayshore/Klatt – Bob Laule	Old Seward/Oceanview – Gary Meaders
Bear Valley – Not Present	Portage Valley – Not Present
Birchwood – Not Present	Rabbit Creek – John Riley
Campbell Park – Kevin Fimon	Rogers Park – Marilyn Pillifant
Chugiak – Not Present	Russian Jack – Kathleen Plunkett
Downtown – Silvia Villamedes	Sand Lake – Evan Leaf
Eagle River – Cliff Cook	Scenic Foothills – Roger Shaw
Eagle River Valley – Glen Justis	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 – Bob French	Turnagain – Cathy Gleason
Hillside – Not Present	Turnagain Arm – Michael Packard
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
Kari Reese, Sand Lake CC Alternate
Karen Pletnikoff, Turnagain CC Alternate
Gloria Lyons, Old Seward / Oceanview Alternate
James Thorton, Fairview CC President
Paul Hatcher, Planning Department
Anna Brawley, Vice Chair of the Anchorage Assembly
Amanda, Member of the public

PART I – THE BOARD MEETING

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

The meeting was called to order at 6:04 p.m.

- I. Consent Agenda**
 - a. Approval of Agenda**
 - i. Motion to approve by Charlie Welch, seconded by Kelly Ittenbach
 - b. Approval of Minutes**
 - i. Motion to approve by Charlie Welch, seconded by Kelly Ittenbach
- II. Discussion Topic: Bylaw Committee – Introduction of Draft Bylaws**
 - a.** Mike started this discussion by focusing on proposed bylaws changes, which would transition the organization from a board of delegates model to a membership model with an elected board of directors serving 7-11 members.
 - b.** Arianna explains the proposed changes aim to address structural issues identified through strategic planning, including moving nonprofit business meetings to separate from community council coalition work and allowing for staggered two-year terms for directors.
 - c.** There were questions that were raised about committee formation, ad hoc committees, and how the coalition's agenda would be set, with the answer being that similar communication processes would remain in place.
- III. Motion to add Treasurer Nomination and Election to the Agenda**
 - a.** Motion made by Cathy Gleason, seconded by Charlie Welch.
 - b.** Kelly Ittenbach volunteers to be the Treasurer until the next Elections.
Nominations close and are put to a vote by consent.
 - c.** Motion passes unanimously; Kelly Ittenbach is elected as the new FCC Treasurer.
- IV. Decision Topic: Core Purpose and Core Values**
 - a.** A motion was made to entertain the Core Purpose and Core Values by Marilyn Pillifant, seconded by Cathy Gleason.
 - b.** The motion passes via consent unanimously.
- V. Comment Period:** Kathleen Plunket from Russian Jack mentioned that Ed Leach's Memorial Service will happen September 23, starting at 3pm at First American Baptist Church.
- VI. Move to second agenda**

PART II – THE COALITION MEETING

Meeting Opener: Chair Edgington

I. Education Topic:

a. Council Updates: Abbott Loop thru Fairview

- i. **Abbott Loop:** Elections are happening at the next meeting; current topics of concern are fire safety and flooding in the Abbott Loop area.
- ii. **Basher:** Nothing new to report, still facing the same road struggles regarding fire protection.
- iii. **Campbell Park:** Recently they have received updates from Legislature and lots of discussion about the tiny homes project that's going in nearby.
- iv. **Downtown:** They've been working on Good Neighbor Policies and MOU's, DTCC has also been working closely with Transit regarding TSDO, Silvia hopes to hold a District 1 Presidents meeting soon, DTCC has also been dealing with lots of license renewals such as Marijuana and Alcohol license renewals.
- v. **Eagle River Valley:** There's been an issue with people hitting the cement roadblock at the end of the road by the Eagle River Nature Center.
- vi. **Fairview:** Lots happening recently, Stephen Stone from People Mover presented on Route changes, Free weekend shuttle created by Mayor LaFrance ends October 27, Fairview Fall Cleanup planning is starting up, the Fairview Grant has finally been signed allowing for another community garden to be built and volunteers are welcomed. FVCC passed a resolution regarding the closure of the Econo Lodge and Good Behavioral Housing Unit, expressing support for the behavioral unit while addressing displacement concerns. Parks and Rec were praised for coming out to clear problem greenery after FVCC complained that sidewalks have been impassable.
- vii. **Turnagain:** TCC is holding their Land Use Committee Meeting on September 22 at the FCC Conference room to talk about the concerns of TSDO.
- viii. **Sand Lake:** Recently passed a resolution regarding homelessness and voted for a press release to reach other Community Councils.
- ix. **University Area:** 42nd Ave construction will continue into next year.

II. Education Topic:

a. Mayor's Office Report – Not Present

b. Assembly Report – Anna Brawley

- i. Assembly Member Brawley provided an update on the municipal budget process, emphasizing the need for long-term financial planning and discussing potential revenue options like a sales tax or bed tax increase.

c. School Board Report – Not Present

d. Planning Department Report – Paul Hatcher

- i. Paul gave updates on upcoming meetings, noting that the Planning and Zoning Commission next meeting regarding TSDO is on October 6th. He also mentioned Community Councils can request PZC to come present at their meetings.
- ii. Paul also covered changes to planning fees and ongoing discussions about R6 and CER6 zoning adjustments. They will be attending a few specific Community Councils meetings regarding this. Mike also takes a

moment to bring up the Planning News to keep people updated & informed.

III. Discussion Topic: Common Topics Among Community Councils

- a. Arianna opened a discussion on common issues raised by community councils, particularly homelessness and relationships with the Department of Transportation (DOT).
- b. Delegates discussed challenges with reporting homeless encampments and the slow response times for abatement, expressing frustration with the lack of clear processes and communication between municipal and state agencies.
 - i. Cathy Gleason makes a motion to extend the meeting by 5 minutes, seconded by Kevin Fimon.
- c. The group also addressed concerns about DOT's project planning and community engagement, highlighting issues with road projects and the CIP process. There was agreement on the need for more collaborative discussions to address these issues effectively, with a suggestion to host a focused conversation on the topics that go beyond just reporting problems to finding solutions.

IV. Discussion Topic: 2026 Leadership and Officer Summit

- a. This topic was postponed until the next meeting.

V. Comment Period:

VI. Adjourn: Meeting was adjourned at 8:05 pm.



SAVE THE DATE

FEDERATION OF COMMUNITY COUNCILS
ANCHORAGE | EAGLE RIVER | GIRDWOOD

CHARTING THE COURSE

Leadership & Officer Summit 2026

Navigating a 50 year legacy toward tomorrow's horizon

Saturday, Jan. 31, 2026
The Nave – Spenard

Save the date! Coming back for 2026, the Federation of Community Councils is hosting the 2nd annual **Leadership & Officer Summit**. This year's theme: Charting the Course, is inspired by Community Councils which have been navigating their 50 year legacy toward tomorrow's horizon.

In partnership with the Municipality of Anchorage, the Anchorage Assembly, and the Municipal Ombudsman, this year's summit will feature some new and returning guest speakers. Topics will include Robert's Rules, ethics, the history of councils, and more. A key part of the summit is the opportunity for council officers to meet and share with each other.

This summit will be open to all council officers and leaders.

For returning attendees and those who missed last year's, there will be something for everyone. Keep an eye out for more details including ticket information – coming soon!

Questions? Interested in volunteering? Email info@communitycouncils.org

FCC Draft Bylaws

Frequently Asked Questions

Created by the FCC Bylaw Committee

What is the FCC?

- The Federation of Community Councils is a non-profit organization separate from individual community councils, that provides administrative services to the councils. The FCC mission is to *support & fosters neighborhood public engagement* across the Municipality of Anchorage. The FCC is managed by the FCC Board of Delegates.

What isn't the FCC?

- While the FCC provides services, technology and other support for councils, either meeting/acting individually or as a group, councils never meet as “the FCC”.
- When the Board of Delegates meet to discuss council business, e.g. sharing major issues, receiving reports from the Assembly, School Board, Mayor's office etc. or discussing pending Municipal Ordinances, they are operating as a Coalition of Councils, not as “the FCC”.

What is the relationship between FCC & Community Councils?

- The FCC is a non-profit created by CCs in 1976. Originally, the work was done by the Clerk's office. After some miscommunications and doubling up of jobs in the early years of the Muni, the CCs and the Assembly decided a separate non-profit should be the support for the CCs.
- The CCs are outline in Charter and Anchorage Municipal.
- The FCC is nonpartisan and not regulatory (meaning it is not ‘in charge’ of the CCs). The FCC is not outlined in Charter or Code. The Federation of Community Councils is a **501(c)(3)** non-profit organization.

How did the Board of Delegates decide to start the bylaw amendment process?

- The original bylaws were passed in 1976. Those were then reviewed and amended (with nominal changes) in 2005. The FCC bylaws have not been reviewed in 20 years.
- As part of the training plan for 2024, there were two scheduled opportunities for Delegates to learn about their [roles & responsibilities](#) with the non-profit - **September 17th & November 12th**. The intention from these meetings was to move into strategic planning.
- In 2025, the first annual [Leadership & Officer Summit](#) was held on **March 15th & 16th**. Saturday session was dedicated to strategic planning with Delegates.
 - During this planning session, new core purpose & core values were workshopped (with further review after the session).
 - Some short- and long-term goals for the organization were identified by the attendees including:
 - Creating a difference between the governing board and representative feedback from all the councils.
 - Determine concrete and effective role of current delegation structure including responsibilities, how to effectively engage, and accountability mechanisms
 - Evaluate board limits

- Develop committees
- Update bylaws to reflect board structure change and adapt the meeting schedule accordingly.
- At the [March Board Meeting on 3/19](#), attendees of the strategic planning reflected on their experience. FCC Chair Mike Edgington called for a bylaw committee be established, with a scope of review the full bylaws and bring a draft proposal of changes to the full body. An estimated timeline meeting from April to August, introducing in early fall, and approving by the end of 2025.
 - Six Delegates stepped forward to be part of the committee. Later the Chair invited Darrel Hess, the Ombudsman, to be a member of the committee.
 - Additionally, there was a mentioned goal of setting up a long-term governance committee to review the bylaws and ensure compliance on a regular basis.
- The bylaw committee met once per month from April to October. Updates were posted on the FCC bylaw webpage and the Chair provided updates at the monthly delegates meetings. Below are comments taken from the FCC's minutes:
 - [April 2025](#): Chair Mike Edgington gives the updates, the approximate timeline for a draft version for the updated FCC Bylaws is fall of 2025. The Committee did a brief review of the purposes of bylaws, and how they differ from policies & procedures. The committee started reviewing the FCC's existing bylaws, finding some smaller and bigger issues within them. This began the first pass of potential problems within the pre-existing bylaws, Mike outlined an example of a potential change could look like specifying delegates selection for Community Councils. The committee also looked at best practices for the bylaws, within the context of the FCC as an organization.
 - [May 2025](#): Mike gave an update on the Bylaws Committee, the most recent meeting they started going through the first few sections of the FCC Bylaws for potential changes. They aren't close to having a final product but, will share when they have something resembling a draft. There are two models they are looking at - one is similar to the structure the FCC currently follows where all delegates are a part of the active board and the other is a membership structure where all Community Councils are members that elect a smaller board. The committee will compare the two models as they build the bylaws structure to see which fits best.
 - [June 2025](#): Mike gave an update on the Bylaws Committee, explaining the shift towards a membership model with a smaller board and emphasizing the need for two more meetings to finalize a complete draft by August or September. Sarah adds that it would be a board of 13-17 people, and they're still determining how that smaller board would be selected.
 - [July 2025](#): No FCC Delegates meeting – everyone joined our annual picnic!
 - [August 2025](#): 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. The proposed structure is delegates elect a smaller Board of Directors responsible for FCC management, supported by officers. The discussion about the bylaws will take place at the September meeting, with possible adoption in October or November if additional review is needed. 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.

What are the highlights of the proposed changes to the bylaws?

- **Becoming a Membership Model Non-Profit:** The FCC would now have 37 members of the organization (one vote per Council). These members would elect a Board of Directors that would be legally, financially, and strategically responsible for the organization. The Directors would be made up of 7 – 11 of the membership.
- **Officers:** The Directors would organize their officers. Officers would serve 2-year terms and up to three consecutive terms. Job descriptions were also added for the officer, as well as how to remove officers and handle vacancies.

- **Meetings:** Monthly meetings would be focused on information, collaboration, and training between the CCs and the membership. The Directors would meet quarterly to discuss non-profit business.
- **Setting Standards of Conduct for Directors:** Providing a clear job description and expectations for the Board of Directors, including adding standards of conducts and conflict of interest expectations.
- **Formalizing Notice:** Adding clear requirements for notice above and beyond current bylaws.
- **Clarifying Committees:** Updating and describing the expectation of committees, including membership, scope, and quorum expectations.
- **Fiscal Year:** Updating the fiscal year to align with the organization's main source of funding (the Muni) – January to December.
- **Insurance Requirements:** Adding that the organization is required to carry insurance.
- **Legalize:** Adding language to prohibit or clarify certain roles of the organization when it comes to contracts, checks, deposits, gifts, books & records, stocks, and loans.
- **Future bylaw amendments:** Outlining a clearer process for bylaw amendments and adding the ability of emergency bylaws (with clear details of circumstances).

What is the relationship between the FCC & CCs?

- The FCC is a non-profit created by CCs in 1976. Originally, the work was done by the Clerk's office. After some miscommunications and doubling up of jobs in the early years of the Muni, the CCs and the Assembly decided a separate non-profit should be the support for the CCs.
- The CCs are outline in Charter and Anchorage Municipal.
- The FCC is nonpartisan and not regulatory (meaning it is not 'in charge' of the CCs). The FCC is not outlined in Charter or Code. The FCC is a 501(c)3.

How is the FCC funded?

- The FCC is funded annually by a grant from the Municipality, through the Assembly and overseen by the Clerk's office. In recent years, a training grant has been added to the FCC's budget and that funding is approved and overseen by the Ombudsman.

Can the FCC take political action?

- No, the FCC is a nonpartisan and sectarian, according to the organization's Article of Incorporation. Additionally, the Municipal Grant, there is language explicitly preventing the FCC Board and staff from advocating for or against local, state, or municipal measure; furthering the election or defeat of any candidate; and focusing on, targeting, or attacking a person or group for personal beliefs or political positions.

Do the bylaws limit the number of times the FCC can meet?

- The **current bylaws** say there shall be meetings at least once every two months.
- The **draft bylaws** propose that meetings of the membership (also known as the coalition) shall take place annually for the purposes of voting for the Board of Directors. The Board of Directors would meet at least quarterly.

- The bylaw committee is considering changes to this language based on feedback. The intention is to hold coalition meetings monthly and a future update would include language to clarify that purpose.
- Neither of these versions *limit* the number of times meetings can occur. They set a minimum threshold of what must happen.

What is the FCC's notice requirements and were these changes properly noticed?

- The FCC is a non-profit and is a 501(c)3. The legal requirements for non-profits noticing meetings are outlined within that organization's bylaws.
 - AS.44.62.310-.312 has been quoted as being a legal requirement for the FCC. This Statute applied to public entities, which are defined as "means an entity of the state or of a political subdivision of the state including an agency, a board or commission, the University of Alaska, a public authority or corporation, a municipality, a school district, and other governmental units of the state or a political subdivision of the state."
- The **current bylaws** do not have a requirement to notice meetings.
- The **current bylaws** say to amend bylaws "thirty days' notice must be given to all Delegates and shall include the text of the proposed amendments." This would mean that, with 30 day's notice, the bylaws could be changed at any meeting of the Board of Delegates.
- The bylaw committee provided ample notice regarding the drafts, including multiple committee updates, a worksession, and an introduction. Copies were available and noticed to all Delegates and Presidents at:
 - A worksession prior to the FCC August Delegates Meeting on August 20th from 5:30pm-6:00pm. Notices for that meeting were sent via email on 8/8 and 8/19 and posted on social media on 8/20.
 - A [recap email](#) with details of the worksession and next steps for the bylaws was sent on 8/26. Delegates were invited to send written feedback to be reviewed by the bylaw committee before the September Delegates Meeting
 - The bylaws were introduced for *discussion only* at the September 17th meeting. Notices for that meeting were sent via email on 9/10, 9/15, and 9/17 and posted on social media on 9/11.
 - The bylaw committee made it clear that the earliest the proposal would be voted on is the October 15th Delegates meeting.
 - A [recap email](#) with details of the draft and next steps for comments was sent on 9/23. Delegates were invited to send written feedback or attend the 10/6 [bylaw committee](#) meeting.
- The proposed **draft bylaws** require more notice:
 - 10 days for meetings of the membership/coalition
 - 2 weeks for meetings of the Board of Directors
 - Bylaw amendments cannot be introduced and voted on in the same meeting

Concern	Response
The FCC hasn't followed legal notice requirements for the Bylaw changes	Neither Community Councils nor the FCC are government bodies, so they are not subject to the Alaska Open Meetings Act. The FCC has a policy of extensive public notice for meetings and has followed that policy.
The proposed FCC Bylaws will force changes to Community Councils	Community Councils are independent organizations, entirely separate from the FCC. Nothing in the proposed FCC bylaws will require any changes to Community Councils.
The FCC is trying to be a political voice	The FCC is prohibited from taking any partisan or political positions as a clause in the primary grant from the Municipality.
The FCC Bylaws will restrict the voice of Community Councils	Nothing in the proposed FCC bylaws changes Community Councils or requires them to change in any way.
Community Councils won't meet together every month but will only meet together once per year	Community Councils will continue to meet as a coalition each month. Delegates from CCs will also meet once per year (plus any special meetings) to elect the FCC Board of Directors, and vote on certain other major FCC issues.
The proposed FCC Board of Directors will speak for Community Councils	The Board of Directors only job is to oversee the FCC as a non-profit. The FCC and its board are prohibited from taking official positions on policy or legislation.

AMENDED BYLAWS OF FEDERATION OF COMMUNITY COUNCILS

ARTICLE I. NAME AND PLACE OF BUSINESS

Section 1. Name. Federation of Community Councils, Inc.

Section 2. Place of Business. The principal office and place of business of the corporation shall be the Municipality of Anchorage, Alaska.

ARTICLE II. PURPOSE

The purpose shall be to engage in any lawful activity for nonprofit corporations under Alaska Statutes 10.20.005 and Section 501(c)(3) of the Internal Revenue Code, which is literary, educational, scientific, charitable, and consistent with the Articles of Incorporation.

ARTICLE III. MEMBERSHIP

There shall be no members of the Corporation.

ARTICLE IV. BOARD OF DELEGATES

Section 1. Number. The powers of the Corporation, as set forth in the Articles of Incorporation, shall be vested in a Board of Delegates of not more than one delegate for each Community Council. No Community Council shall have more than one vote.

Section 2. Eligibility.

- (a) **Delegates.** Delegates and Alternates shall be appointed by Community Councils recognized under Anchorage Municipal Code Section 2.40.
- (b) **Recognition of a Delegate.** A person identified by a Community Council as a Delegate or Alternate shall be seated as a Delegate to the Federation, providing the Community Council has completed the Federation Delegate Appointment Form or other communication by the Community Council President, submitted before a Federation meeting is called to order, showing the Delegate or Alternates have been duly appointed.

Section 3. Meetings. The Board of Delegates shall meet at least once every two months, or more often at the call of the Chair or petition of 20 percent of the members of the Board. All meetings shall be held within the Municipality of Anchorage.

Section 4. Quorum. A quorum shall consist of 51 percent of the seated number of Delegates appointed by Community Councils.

Section 5. Vacancies. The Chair may declare vacant the seat of any Community Council whose Delegate or Alternate fails to attend three successive meetings of the Board of Delegates and notify the affected Community Council in writing of the vacancy with 10 days of the vacancy.

Section 6. Removal. Delegates may be removed for cause by a two-thirds vote of Delegates appointed by Community Councils where no less than 51 percent of the total of all Delegates of the Federation are present at a special meeting called for that purpose with 10 days notice to all Delegates and to the Community Council whose Delegate is subject to removal.

Section 7. Public Office. A delegate to the Federation of Community Councils must resign immediately from the Board when that member formally declares a 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 are not eligible to serve as delegates to the Board.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation shall be elected by the Board of Delegates. Officers shall consist of a Chair, Vice Chair, Secretary, and Treasurer.

Section 2. Tenure of Officers. All officers shall serve for one year or until their successors are elected. No officer shall serve more than two consecutive terms in the same office.

Section 3. Election.

- (a) The Board of Delegates shall annually elect its officers at the May meeting of the calendar year from among the current seated or prior Delegates, Alternates or Officers. Officers may or may not continue to be current Delegates from a Community Council. If a Community Council selects a new Delegate to replace the officer, then the officer may not be a voting member even if the Delegate from that Community Council is absent from the meeting.
- (b) The Chair shall appoint a nominating committee of at least three Delegates at the March meeting of each calendar year. The nominating committee shall present a slate of candidates for each office at the April meeting. The Chair shall request nominations from the floor for each office at that meeting and at the meeting when the election occurs. Election of officers occurs at the May meeting. If a printed ballot is employed, there shall be a space provided for a write-in candidate for each office. Officers elected shall take office on July 1 of each calendar year.

Section 4. Staff. The Board may employ a staff under the terms and at the compensation that it may determine.

Section 5. Duties of Officers and Staff. The duties of the Officers and the staff shall be those required by the Bylaws, policies, or motions of the Board of Delegates.

Section 6. Spokesperson. The Chair or his/her Designee shall be the official spokesperson for corporate decisions or policy.

Section 7. Section 7 of Article IV is applicable to officers.

ARTICLES VI COMMITTEES

Section 1. Standing Committees:

- (a) There shall be an Executive Committee of the officers listed in Article V, Section 1, above. The Executive Committee shall act only when the Board is not sitting. Any such action will be subject to the ratification of the Board at its next meeting.
- (b) The Finance Committee consists of three members. The Treasurer shall be Chair. The FCC Chair shall appoint two members who need not be Delegates.
- (c) The Personnel Committee shall consist of the Executive Committee.

Section 2. Temporary Committees. The Chair, with the concurrence of the Board, shall appoint and define the duties of the committees that may be necessary to accomplish the business of the Corporation.

Section 3. Duration. Committee members shall serve at the pleasure of the Chair.

ARTICLE VII RULES OF PROCEDURE

Robert's Rules of Order, Revised current edition, shall be used to conduct meetings except where they conflict with provisions of these Bylaws.

ARTICLE VIII FINANCES

Section 1. Sources. Subject to the approval of the Board of Delegates, the corporation may receive gifts, grants or contributions, in cash or in-kind, from individuals, organizations, government, industry, educational institutions, foundations or other sources.

Section 2. Fiscal Year, Annual Financial Review.

- (a) The fiscal year shall be from July 1 to June 30.
- (b) The books of the corporation shall be subject to a financial review by the finance committee, or a certified public accountant appointed by the Board of Delegates, at the end of the fiscal year of the corporation. The financial review shall be provided to the Board of Delegates.

Section 3. Banking. Deposits, withdrawals and special accounts shall be managed as authorized by the Board of Delegates as referenced in the fiscal policy of the Federation of Community Councils.

ARTICLE IX AMENDMENTS

These Bylaws may be amended only by a two-thirds affirmative vote of the Delegates present. Thirty days advance notice must be given to all Delegates, and shall include the text of the proposed amendments.

ARTICLE X EFFECTIVE DATE

The effective date shall be upon ratification.

Ratified this 19th day of October, 2005.

Signed Niki A. Burrows Secretary

MEMBERSHIP ORGANIZATION
BYLAWS
OF
Federation of Community Councils

-

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 Statue 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 30th 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 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

FCC Draft Bylaws - Side by Side Comparison

Name

EXISTING BYLAWS

Article I. Name and Place of Business

Section 1. Name. Federation. of Community Councils, Inc.

Section 2. Place of Business. The principal office and place of business of the corporation shall be the Municipality of Anchorage, Alaska.

NEW BYLAWS

Article I – Name and Purpose

Section 1. Name

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

Purposes

EXISTING BYLAWS

Article II. Purpose

The purpose shall be to engage in any lawful activity for nonprofit corporations under Alaska Statutes 10.20.005 and Section 501(c)(3) of the Internal Revenue Code, which is literary, educational, scientific, charitable, and consistent with the Articles of Incorporation.

NEW BYLAWS

Article I – Name and Purpose

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.

Offices

EXISTING BYLAWS

Article I. Name and Place of Business

Section 2. Place of Business. The principal office and place of business of the corporation shall be the Municipality of Anchorage, Alaska.

NEW BYLAWS

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.

Membership

EXISTING BYLAWS

Article III. Membership

There shall be no members of the Corporation.

NEW BYLAWS

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.

Meetings of the Membership

EXISTING BYLAWS

N/A

NEW BYLAWS

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 30th 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.

Meetings of the Membership Cont.

EXISTING BYLAWS

N/A

NEW BYLAWS

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.

Board

EXISTING BYLAWS

Article IV. Board of Delegates

EXISTING BYLAWS

Section 1. Number. The powers of the Corporation, as set forth in the Articles of Incorporation, shall be vested in a Board of Delegates of not more than one delegate for each Community Council. No Community Council shall have more than one vote.

Section 2. Eligibility.

1. Delegates. Delegates and Alternates shall be appointed by Community Councils recognized under Anchorage Municipal Code Section 2.40.
2. Recognition of a Delegate. A person identified by a Community Council as a Delegate or Alternate shall be seated as a Delegate to the Federation, providing the Community Council has completed the Federation Delegate Appointment Form or other communication by the Community Council President, submitted before a Federation meeting is called to order, showing the Delegate or Alternates have been duly appointed

NEW BYLAWS

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.

NEW BYLAWS

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.

Board Cont.

EXISTING BYLAWS

Section 3. Meetings. The Board of Delegates shall meet at least once every two months, or more often at the call of the Chair or petition of 20 percent of the members of the Board. All meetings shall be held within the Municipality of Anchorage.

NEW BYLAWS

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.

Board Cont.

EXISTING BYLAWS

Section 4. Quorum. A quorum shall consist of 51 percent of the seated number of Delegates appointed by Community Councils.

NEW BYLAWS

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.

EXISTING BYLAWS

N/A

NEW BYLAWS

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.

EXISTING BYLAWS

Section 5. Vacancies. The Chair may declare vacant the seat of any Community Council whose Delegate or Alternate fails to attend three successive meetings of the Board of Delegates and notify the affected Community Council in writing of the vacancy with 10 days of the vacancy.

NEW 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 6. Removal. Delegates may be removed for cause by a two-thirds vote of Delegates appointed by Community Councils where no less than 51 percent of the total of all Delegates of the Federation are present at a special meeting called for that purpose with 10 days notice to all Delegates and to the Community Council whose Delegate is subject to removal.

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.

Board Cont.

EXISTING BYLAWS

Section 7. Public Office. A delegate to the Federation of Community Councils must resign immediately from the Board when that member formally declares a 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 are not eligible to serve as delegates to the Board.

EXISTING BYLAWS

N/A

NEW BYLAWS

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.

NEW BYLAWS

Section 12. Compensation.

Directors shall not receive salaries or compensation for their services.

Section 13. Standards of Conduct for Directors.

1. Directors shall support the mission and purpose of the organization.
2. 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.
3. 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.
4. 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.

Board Cont.

EXISTING BYLAWS

N/A

NEW BYLAWS

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.

1. 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.

Board Cont.

EXISTING BYLAWS

N/A

NEW BYLAWS

2. 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.

2. 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.

Officers

EXISTING BYLAWS

Article V. Officers

Section 1. Officers. The officers of the Corporation shall be elected by the Board of Delegates. Officers shall consist of a Chair, Vice Chair, Secretary, and Treasurer.

EXISTING BYLAWS

Section 2. Tenure of Officers. All officers shall serve for one year or until their successors are elected. No officer shall serve more than two consecutive terms in the same office.

Section 3. Election.

1. The Board of Delegates shall annually elect its officers at the May meeting of the calendar year from among the current seated or prior Delegates, Alternates or Officers. Officers may or may not continue to be current Delegates from a Community Council. If a Community Council selects a new Delegate to replace the officer, then the officer may not be a voting member even if the Delegate from that Community Council is absent from the meeting.
2. The Chair shall appoint a nominating committee of at least three Delegates at the March meeting of each calendar year. The nominating committee shall present a slate of candidates for each office at the April meeting. The Chair shall request nominations from the floor for each office at that meeting and at the meeting when the election occurs. Election of officers occurs at the May meeting. If a printed ballot is employed, there shall be a space provided for a write-in candidate for each office. Officers elected shall take office on July 1 of each calendar year.

NEW 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.

NEW BYLAWS

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.

Officers Cont.

EXISTING BYLAWS

Section 4. Staff. The Board may employ a staff under the terms and at the compensation that it may determine.

Section 5. Duties of Officers and Staff. The duties of the Officers and the staff shall be those required by the Bylaws, policies, or motions of the Board of Delegates.

Section 6. Spokesperson. The Chair or his/her Designee shall be the official spokesperson for corporate decisions or policy.

Section 7. Section 7 of Article IV is applicable to officers.

NEW BYLAWS

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.

Officers Cont.

EXISTING BYLAWS

N/A

NEW BYLAWS

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.

Committees

EXISTING BYLAWS

Article VI. Committees

Section 1. Standing Committees:

1. There shall be an Executive Committee of the officers listed in Article V, Section 1, above. The Executive Committee shall act only when the Board is not sitting. Any such action will be subject to the ratification of the Board at its next meeting.
2. The Finance Committee consists of three members. The Treasurer shall be Chair. The FCC Chair shall appoint two members who need not be Delegates.
3. The Personnel Committee shall consist of the Executive Committee.

Section 2. Temporary Committees. The Chair, with the concurrence of the Board, shall appoint and define the duties of the committees that may be necessary to accomplish the business of the Corporation.

Section 3. Duration. Committee members shall serve at the pleasure of the Chair.

NEW BYLAWS

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.

Committees Cont.

EXISTING BYLAWS

N /A

NEW BYLAWS

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:

1. At each regular meeting of the Board, report to the Board on the current financial condition of the Corporation.
2. 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.
3. 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:

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

Rules of Procedure

EXISTING BYLAWS

Article VII. Rules of Procedure

Robert's Rules of Order, Revised current edition, shall be used to conduct meetings except where they conflict with provisions of these Bylaws.

NEW BYLAWS

Article V, Section 15 - Board of Directors

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 VII, Section 1 - Committees

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.

Finances

EXISTING BYLAWS

Article VIII - Finances

Section 1. Sources. Subject to the approval of the Board of Delegates. the corporation may receive gifts, grants or contributions, in cash or in-kind, from individuals, organizations, government, industry, educational institutions, foundations or other sources.

Section 3. Banking. Deposits, withdrawals and special accounts shall be managed as authorized by the Board of Delegates as referenced in the fiscal policy of the Federation of Community Councils.

NEW BYLAWS

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.

Finances Cont.

EXISTING BYLAWS

N/A

NEW BYLAWS

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.

EXISTING BYLAWS

Article VIII - Finances

Section 2. Fiscal Year; Annual Financial Review.

(a) The fiscal year shall be from July 1 to June 30.

(b) The books of the corporation shall be subject to a financial review by the finance committee, or a certified public accountant appointed by the Board of Delegates, at the end of the fiscal year of the corporation. The financial review shall be provided to the Board of Delegates.

NEW BYLAWS

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.

Finances Cont.

EXISTING BYLAWS

N/A

NEW BYLAWS

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.

Is this legally required in bylaws? Is it best practice to have in bylaws?

[SM2]I would say almost yes, but again, Bylaws are internal rules and the Corporation simply lives by their own rules - if you do not make a statement on a Seal other organizations may request it be impressed on corporate documents ... shares are simply what most corporations issue, so say none, and prohibiting loans is what almost every organization does.

Amendments

EXISTING BYLAWS

Article IX - Amendments

These Bylaws may be amended only by a two-thirds affirmative vote of the Delegates present. Thirty days advance notice must be given to all Delegates, and shall include the text of the proposed amendments.

NEW BYLAWS

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.