

# FCC Bylaw Committee Meeting Minutes

Date: Monday, December 8 Time: 4:03 PM

## Attendees:

- Mike Edgington (GBOS)
- Arianna Bellizzi (Executive Director for FCC)
- Paul Schneider (Chugiak)
- Sarah Preskitt (Spenard)
- Kaitlyn Jackson (Bear Valley)

## Meeting Opening:

- **General greetings and initial conversation.**
- **Review Group Agreements**
  - Group agreements listed on the agenda were read aloud for the group.  
Key points included:
    - The committee's purpose was to make bylaw recommendations to the board.
    - Participation was limited to appointed committee members.
    - Members were encouraged to share their names when speaking.
    - All members would have a chance to speak before speaking a second time, and crosstalk should be avoided.

## Discussion Topic: Bylaw Committee Chair

- Mike Edgington opened discussion about the committee chair position, due to potential conflicts of interest - offers to step down as chair to avoid confusion, given his role in the FCC.
- Sarah Preskitt self-nominates to take on the role of chair, seconded by Paul Schneider, and approved by assent.
- Sarah Preskitt is now the chair of the Bylaw committee.

## Discussion Topic: Brief Discussion of Bylaw Process to date

- Discussion is initiated on the bylaw process to date, with a request for input on how to address feedback received.
  - Members commented that many comments seemed to misunderstand the process flow of the bylaws.
  - Arianna reminded the committee that staff could support scheduling additional training. Roles and Responsibilities training for delegates could potentially clarify distinctions in bylaws, policies, and procedures. She offered to coordinate with Foraker to organize this training, potentially in place of a regular meeting.
- The committee agreed that the next steps should focus on identifying key issues and misunderstandings and clarifying the questions that had arisen.

## Discussion topic: Review Draft Bylaws

- The committee decided to address the change in the membership model first.
- **Membership Model Discussion:**

- The committee agrees that they must first decide if they will continue with the membership model or revert the draft to a full board of all Community Councils. There is discussion about the various concerns from the delegates.
  - The committee agrees to move forward with the membership model but seeks to answer the concerns of the delegates.
  - The Committee reviews various documents outlining the roles and responsibilities of a non-profit board, including setting direction and strategy, ensuring resources, and providing oversight was shared.
  - The committee decided to take a scenario-based approach to reviewing the draft, using practical examples such as TSDO and legal challenges to illustrate how decisions would be made under the new structure. Additional scenarios to be considered included the bylaws, budget, hiring staff vs. the Executive Director, and creation of various policies.
- **Role of Full Membership (Delegates):**
  - There was a suggestion that the role of the full membership should primarily be in ratification. There was agreement to address this point.
- **Bylaw Changes:**
  - There was consensus that any bylaw changes should be ratified by the full membership (delegates).
- **Election of Directors:**
  - The committee agreed that the delegates would elect the board of directors.
- **Election of Officers:**
  - A suggestion, based on written feedback, was made to create Coalition Liaison to report to the delegates on the work of the Board.
  - The committee discussed whether officers should be elected by the board of directors or the larger membership. There was a point made that the vote for officers should come from the directors, with a mechanism for review and removal by the membership. An issue was raised of frequent officer changes and suggested that the chair or the representative to the delegates could be individually elected, with the rest self-organizing.
  - The discussion shifted to the benefits of individual elections of certain officers and how that could impact a chair being elected who has lost the trust of the delegates.
- **MOA Budget:**
  - Discussion arose about how the MOA budget timeline might effect the role of delegates in the decision.
    - There was agreement that the budget is important enough that it had to be presented with enough notice to delegates, with an opportunity for feedback. The group continued with discussion.

#### Discussion Topic: Next Steps

- Committee members were asked to review the key issues and add comments to the document before the next meeting.

- The committee discussed whether they were on track to be able to present to the committee in January, potentially providing the new draft for introduction only in January and further discussion to happen at the Board of Delegates meeting in February.
- The committee agreed that no changes would be complete before the December Board of Delegates meeting.
- Two bylaw committee meetings were scheduled for later in December and early January.
- **Motion to Executive Committee for Training:**
  - Mike Edgington moved for a formal recommendation to the executive committee for board responsibility training in January. Paul Schneider seconded the motion. There was no opposition, and the motion carried.

**Meeting Adjourned: 5:57 PM**