

FCC Draft 2 Roles & Responsibilities Breakdown

I. Delegates (Membership) — Roles & Responsibilities

A. Representation & Voting

Delegates (Members) are responsible for:

- Representing their recognized Community Council
- Exercising one vote per Member Council
- Participating in open, public Membership meetings
- Appointing alternates in accordance with their Council bylaws

B. Membership Authority (Explicit Powers)

Delegates retain authority to:

- Elect Directors (*Article III, Section 3; Article IV, Section 1*)
- Remove Directors (*Article V, Section 16*)
- Vote on merger, consolidation, or dissolution (*Article III, Section 3*)
- Ratify removal of a Director for cause (*Article V, Section 16*)
- Call special meetings (*Article IV, Section 2*)

C. Oversight & Accountability Functions

Delegates have authority to:

- Inspect corporate books and records (*Article IX*)
- Void a Board action involving a conflicted Director (*Article V, Section 14.II.C*)
- Receive notice of all Membership meetings and vote on authorized business

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II. What Delegates Do Not Do Under These Bylaws

Delegates do **not**:

- Manage corporate affairs
- Hire or supervise staff
- Enter into contracts
- Control bank accounts
- Set insurance coverage
- Create or dissolve committees
- Elect officers
- Amend bylaws directly (see note below)

III. Directors (Board of Directors) — Roles & Responsibilities

A. Corporate Governance & Legal Authority

Directors are responsible for managing the affairs of the Corporation, including:

1. Corporate management and oversight (*Article V, Section 1*)
2. Ensuring compliance with:
 - IRS 501(c)(3)

- Alaska nonprofit law
- Grant and funding requirements
- 3. Maintaining nonprofit status and mission fidelity

B. Financial Oversight & Controls

The Board is responsible for:

- Selecting financial institutions (*Article VIII, Section 3*)
- Authorizing contracts, checks, deposits (*Article VIII, Sections 1–3*)
- Establishing policies
- Purchasing insurance (*Article XI*)

C. Board Composition & Internal Governance

Directors control:

- Officer elections
- Filling vacancies (within constraints)
- Suspension of Directors for cause
- Board meeting schedules and notices

D. Officers & Executive Authority

The Board:

- Elects officers from among Directors (*Article VI*)
- Assigns officer duties
- Removes officers
- Authorizes officers to sign contracts
- Oversees the Chair, Vice Chair, Secretary, and Treasurer

E. Committees

The Board:

- Establishes standing and ad hoc committees
- Defines committee scope and authority
- Appoints committee chairs (must be Directors)
- Removes committee members
- Oversees committees

F. Policy & Administrative Decision-Making

Directors are responsible for:

- Internal administrative policy
- Risk management
- Ethics enforcement for Directors
- Conflict of interest determinations
- Corporate procedural rules

III. Shared / Interaction-Based Responsibilities

Some responsibilities involve **both bodies**, but with distinct roles:

Area	Delegates	Directors
Director removal	Vote	Initiate suspension
Conflict of interest	Void action	Determine conflict
Meetings	Attend & vote	Notice & manage
Transparency	Inspect records	Maintain records
Governance legitimacy	Elect Board	Govern corporation